



BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484
4th Floor ,UNO Business Park , Indore Bypass Road Oppo. Sahara City ,Bicholi
Mardana ,Indore 452016 (M.P) INDIA
Phone: 91-731-4223000, Fax- 4221222/444
Email: info@brandconcepts.in

Date: 05.10.2024

To,
National Stock Exchange OF India
Limited
Listing & Compliance Department
Exchange Plaza 5th Floor,
Plot No. C/1 ,G Block
Bandra Kurla Complex,
Bandra East,Mumbai- 400051

To,
BSE Limited
Listing & Compliance Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001

Symbol: [BCONCEPTS]

Scrip Code: 543442

Subject: Declaration of Results of Remote E-Voting as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

With reference to the above captioned subject, Brand Concepts Limited is herewith enclosing the Voting Results of NCLT Convened Meeting of Equity shareholders held on Friday, 04th October, 2024 at 11 a.m. In pursuance to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Voting results along with Scrutinizer Report annexed with this Letter.

We hereby request to kindly take the notice of above information on your record.

**Yours Sincerely,
For Brand Concepts Limited**

Swati
Gupta

Digitally signed by
Swati Gupta
Date: 2024.10.05
12:53:18 +05'30'

**Swati Gupta
Company Secretary & Compliance Officer
(Mem No.: A33016)**

Annexure I

Format for Voting Results

Date of the AGM/EGM	4 th October,2024
Total number of shareholders on record date	12664
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	- -
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	4 30

Resolution/Agenda- wise disclosure

Resolution No: 1, As a Special Resolution

1. To consider and adopt

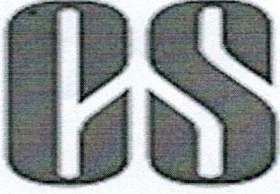
- a) Approval of Scheme of Amalgamation of IFF Overseas Private Limited (“Transferor Company”) with Brand Concepts Limited (“Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5422364	2857640	52.70	2857640	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total			0		0		0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	5735436	1235024	21.53	1235020	4	99.99	0.0003
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total			0		0		0
Total		11157800	4092664	36.678	4092660	4	99.99	0.0001

For Brand Concepts Limited
Swati
Gupta

Digitally signed by
Swati Gupta
Date: 2024.10.05
13:04:58 +05'30'

Swati Gupta
Company Secretary & Compliance Officer
Mem No. A33016



PALASH JAIN & COMPANY
Practicing Company Secretaries
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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrations) Rules 2014 as amended and as per directions issued by the Indore Bench of National Company Law Tribunal ("NCLT" or "Tribunal") vide order dated 21st August, 2024 amended on 23rd August, 2024 in Company Scheme Application No. CA(CAA)/4(MP)2024]

04th October, 2024

To,
Mr. Jay Kocheta,
The Chairman appointed by the Hon'ble National Company Law Tribunal,
Indore Bench for the Meeting of the Equity Shareholders of
Brand Concepts Limited (Transferee Company)

Dear Sir,

Sub: Combined Report on the resolution passed through remote e-voting and e-voting at the NCLT Convened Meeting of Equity Shareholders of Brand Concepts Limited (CIN-L51909MP2007PLC066484) held through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") on 4th October, 2024 at 11.00 a.m. (IST).

I, Palash Jain, Practising Company Secretary (FCS 12269), proprietor of Palash Jain & Company, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal (NCLT), Bench at Indore by its order dated **21st August, 2024 amended on 23rd August, 2024**, in Company Application CA (CAA)/ 4(MP)2024 for the purpose of scrutinizing remote e-voting and e-voting at the Meeting (hereinafter collectively referred to as the '**electronic voting**') of the Equity Shareholders of **Brand Concepts Limited** (hereinafter referred to as "the Company") convened by order of NCLT and held through video conferencing/other audio visual means (VC/OAVM) on Friday, **4th October, 2024** at 11:00 a.m. IST (hereinafter referred to as the "Meeting") (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and Master Circulars for Scheme issued by the Securities and Exchange Board of India ("SEBI")

SCRUTINIZER'S REPORT

BRAND CONCEPTS LIMITED





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collectively referred to as ["MCA & SEBI Circulars"]. The Meeting was called for seeking approval of the Equity Public Shareholders to the Scheme of Amalgamation of IFF Overseas Private Limited ("Transferor Company") with **Brand Concepts Limited** ("Transferee Company") and their respective shareholders and creditors as detailed in the Notice dated 29th august, 2024.

As mentioned in the Notice, the proceedings of the meeting were deemed to be conducted at the Registered Office of the Company located at 4th Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City, Bicholi Mardana, Indore, Madhya Pradesh - 452016 India and the same was deemed to be the venue of NCLT Convened meeting.

I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion and to the best of my information and according to the verification and examinations carried out by me and explanations as furnished to me by the Company, its officers and agents, **I do hereby submit the report as under:**

1. The Company had appointed Central Depository Services Limited (hereinafter referred to as the "CDSL") as the electronic voting agency for providing the facility for electronic voting.
2. CDSL had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as e-voting at the meeting which was held on Friday, 4th October, 2024.
3. CDSL had set up remote e-voting facility at www.evotingindia.com. The Company had uploaded Notice of the meeting, inter-alia, containing the item of the business to be transacted at the meeting on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their equity shareholders to cast their vote through remote e-voting.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made there under and SEBI Listing Regulations relating to the voting done through the remote e-voting and e-voting at the Meeting on the resolution contained in the Notice of the Meeting.





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5. My responsibility as a Scrutinizer for the voting process [through remote e-voting and e-voting at the Meeting], was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
6. The Company has completed the dispatch of the Notice of the meeting by electronic mode to those equity shareholders whose email IDs are registered with the RTA / Depositories/Company and through courier/mail, physically to those equity shareholders who have not registered their email IDs with the Company by **Saturday 31st August, 2024**. The Notices contained the detailed procedure to be followed by the equity shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars.
7. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English Daily i.e. Free Press and in Hindi daily i.e. Chautha Sansar in their Indore edition on **Sunday, 1st September, 2024**.
8. The Cut-off date was **Friday, 27th September, 2024** for the purpose of deciding the equity shareholders entitled to vote through remote e-voting and e-voting at the Meeting on the resolution seeking their approval.
9. The remote e-voting period kept was from 9:00 a.m. (IST) on Monday, 30th September, 2024 to 5:00 p.m. (IST) on Thursday, 3rd October, 2024 through CDSL. But as informed by the Compliance officer, due to certain technical problems the window opened on 1st October, 2024.
10. The e-voting module was disabled and blocked by CDSL for voting on **Thursday, 3rd October, 2024 at 5.00 P.M. (IST)**.





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11. The CDSL provided me the names, DP ID/ folio numbers and shareholding of equity shareholders who had cast their votes through remote e-voting.
12. At the meeting of the Company held through VC/OAVM, on Friday, 4th October, 2024, after considering the item of business, the facility to vote electronically through e-voting at the meeting was provided to facilitate, those equity shareholders who are attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically. On 4th October, 2024, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Mallayka Sarkar and Ms. Saloni Agrawal, who has countersigned here, who acted as the witnesses and who are not in the employment of the Company, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through remote e-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Mallayka Sarkar
Indore

Saloni Agrawal
Indore

Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the equity shareholders and the e-voting done at the meeting.

13. The consolidated results of the voting seeking approval of the Public equity shareholders of the Company to the Scheme is as under:

Resolution is for

Approval of Scheme of Amalgamation of IFF Overseas Private Limited ("Transferor Company") with Brand Concepts Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions thereof.





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Consolidated Report on result of voting through remote e-voting and e-voting at the Meeting by the equity shareholders:

Report on result of voting through remote e-voting and e-voting at the meeting provided by CDSL is enclosed herewith as Annexure "A". Out of total e-voting done by 26 members, 4 members e-voting is not being counted as being promoter/promoter group. Public shareholders e-voting details are being provided.

The details of the Votes cast for the resolution by Public Shareholders (excluding promoters and promoter's group) are as below-

(a) Votes in favour of the Resolution by the Public Shareholders:

Manner of Voting	Number of Public Equity Shareholders voted	Value of votes cast by Equity Shareholders (Rs.)	Annexure No.
Remote e-voting	16	8700200	
e-voting at the meeting	2	3650000	"B"
Total	18	12350200	
% of total value of valid votes cast		99.9997%	

(b) Votes against the Resolution by the Public Shareholders:

Manner of Voting	Number of Public Equity Shareholders voted	Value of votes cast by Equity Shareholders (Rs.)	Annexure No.
Remote e-voting	4	40	
e-voting at the meeting	0	0	"B"
Total	4	40	
% of total value of valid votes cast		0.0003%	





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(a) Invalid Votes by the Public Shareholders:

Manner of Voting	Number of Equity Shareholders voted	Value of votes cast by Equity Shareholders (Rs.)	Annexure No.
Remote e-voting	0	0	
e-voting at the meeting	0	0	Nil
Total	0	0	
% of total value of valid votes cast		0	

* No. of members is equivalent to no. of Folios/Account

The remote e-voting done by promoters and promoter group consisting 4 number of equity shareholders who voted for 28,57,640 Equity shares **are not being considered for the purpose of passing of the resolution** in terms of **part 1 (A)(10)(a)** of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 or any other relevant circular and the Scheme shall be acted upon only if votes cast by the Public Shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it..

14. It has been represented to me by the Company that the votes have been casted by only those equity shareholders who were entitled to do so through the designated system of CDSL and that their authenticity has been confirmed by CDSL and that their authorisations have been confirmed by the Company.
15. The combined list of Equity shareholders who voted "FOR/AGAINST/INVALID" for above resolution through remote e-voting process and e-voting at the meeting has been sent to the Company Secretary and Compliance Officer of the Company for records.
16. All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary and Compliance Officer of the Company for safe keeping.

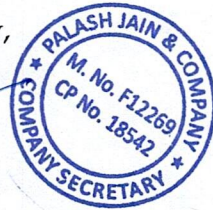




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17. The Resolution mentioned in the Notice as per the details above stands passed by the **public shareholders** in value as votes casted in favour of resolution is more than votes cast against the resolution by the public shareholders hence deemed to be passed as on the date of the meeting.
18. The company may accordingly declare the result of the voting to the respective authorities.

Thanking You,
Yours Faithfully,



Scrutinizer

Name: PALASH JAIN

Practicing Company Secretary

Membership No.: F12269 / CP No. 18542

UDIN: F012269F001446922

Countersigned by:

Jay Kocheta

Chairman appointed for the NCLT

Convened Meeting of the Equity Shareholders

Place: Indore

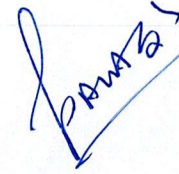

Annexure A

Report Generation Date and Time : 04-10-2024:14:03:21

EVSN	ISIN	EVSN TYPE	REPORT TYPE	No of Folios	
				Voted	Security Held
240930001	INE977Y01011	General	Complete report	26	4092664

Voting Start Date and Time : 01-10-2024 13:00
Voting End Date and Time : 03-10-2024 17:00
Meeting Date and Start Time : 04-10-2024 11:00
Voting Finalisation Date and Time: 04-10-2024 14:03

Res. No.	Description	Yes Count	Yes value	(%)	No Count	No value	(%)	TotalCount	Total
1	Approval of Scheme of Amalgamation of IFF Overseas Private Limited ('Transferor Company') with Brand Concepts Limited ('Transferee Company') and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013	22	4092660	100%	4	4	0%	26	4092664.000


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Sahara City, Bicholi Mardana, Indore, Madhya Pradesh –
452016, India

ANNEXURE "B"

CONSOLIDATED REPORT OF VOTING IN FAVOUR
NCLT CONVENED MEETING OF EQUITY SHAREHOLDERS
ON 04-10-2024

A. Votes in Favour of the Resolution by public shareholders

S.N.	Memberid	Member's Name	Address of Member	No. of Shares	No. of Votes for Yes	Value of votes-Rs.	Mode of voting	Category
1	1202300001311119	GOVIND SHRIDHAR SHRIKHANDE	1801 18TH FLOOR BROOKE VILLE OFF MOGHUL LANE OPP BAFNA SOCIETY NEAR MAGNET MAHIM WEST MUMBAI MAHARASHTRA INDIA 400016	8990	8990	89900	Remote e-voting	Public
2	1204920000662594	NABENDU NABAGOPAL CHAKRABORTY	EAGLERIDGE WING B FLAT NUMBER 3003 WOOD STREET PATLIPADA HIRANANDANI E THANE MAHARASHTRA INDIA 400607	33855	33855	338550	Remote e-voting	Public
3	1206690000244400	ABHINAV KUMAR	23 SILVER SPRING PHASE 1 INDORE INDORE MADHYA PRADESH INDIA 452001	613000	613000	6130000	Remote e-voting	Public
4	1208160012997082	PRIYANKA SURENDRAKU JAIN	B-309 STERLING SKY LINE TOWER MAYAN BLUE WATER PARK ROAD INDORE NEAR BE INDORE MADHYA PRADESH INDIA 452001	3101	3101	31010	Remote e-voting	Public
5	1208160018320062	RAHUL KUMAR PALIWAL	AG 40, Vijay Nagar SCH NO 54 Vijay Vijay Nagar INDORE MADHYA PRADESH INDIA 452010	1	1	10	Remote e-voting	Public
6	1208160054194675	LEKHA SAGAR MALVIYA	A-202 ANSAL VIHAR LOTUS NR SHIMPOLI EXCHANGE CHICKWADI NEW LINK RD BORI MUMBAI SUBURBAN MAHARASHTRA INDIA 400092	135	135	1350	Remote e-voting	Public
7	1208160112712236	KULDEEP THAKUR	203/21 BHOLARAM USTAD MARG SHIUAMPU INDORE MADHYA PRADESH INDIA 452001	20	20	200	Remote e-voting	Public
8	1208180000466351	PRAVIN KASHYAP	S O INDRARAJ KASHYAP NALANDA NAGAR, GHATKOPAR EAST, VASANTRAO NAIK MARG S O ANIL SHARMA 2179 SECTOR 16 KHERI KALAN 113 FARIDABAD HARYANA FARIDABAD HARYANA INDIA 121002	100	100	1000	Remote e-voting	Public
9	1208870001230901	KARTICK SHARMA	S O ANIL SHARMA 2179 SECTOR 16 KHERI KALAN 113 FARIDABAD HARYANA FARIDABAD HARYANA INDIA 121002	100	100	1000	Remote e-voting	Public
10	IN30021410392090	ANIL S GABRIA	202 LORD SHIVA APT NR BEWAS CHOWK ULHASNAGAR 421001	1	1	10	Remote e-voting	Public




11	IN30063640102157	LEKHA SATISH SHAH	D/6 1ST FLOOR IRE SOCIETY CHARAT SINGH COLONY ANDHERI GHATKOPAR LINK ROAD, CHAKALA ANDHERI EAST MUMBAI 400093	1	1	10	Remote e-voting	Public
12	IN30115112786907	KALYAN MAHESHWARI	TIRUMALA 132 PRINKANKO COLONY ANNAPURNA ROAD INDORE M P 452009	500	500	5000	Remote e-voting	Public
13	IN30143683830882	NITYESH MAHESHWARI	ANNAPURNA ROAD 132, PRICONCO COLONY INDORE INDORE . INDORE 452009	200	200	2000	Remote e-voting	Public
14	IN30223610339406	NARENDER KR	702 URJAVIHAR C G H S SECTOR 45 FARIDABAD 121001	15	15	150	Remote e-voting	Public
15	IN30299410082531	PARMOD KUMAR JAIN	4494 GALI JATAN PAHARI DHIRAJ SADAR BAZAR DELHI 110006	1	1	10	Remote e-voting	Public
16	IN30429553436602	ABHINAV KUMAR	103 MAYA REGENCY 3 6 NEW PALASIA INDORE 452001	210000	210000	2100000	Remote e-voting	Public
TOTAL (A)				870020	870020	8700200		
17	IN30226913737416	LALIT RAI	A 1604 RUSTOMJEE ORIANA M I	29000	29000	290000	Evoting at meeting	Public
18	IN30327080048124	AMAR KIRTI AMBANI	A 162 TWIN TOWER OFF VEER SA	336000	336000	3360000	Evoting at meeting	Public
TOTAL (B)				365000	365000	3650000		
TOTAL (A)+(B)				1235020	1235020	12350200		

B. Votes Against the Resolution by public shareholders

19	IN30051310127888	GEETA BABUBHAI MEHTA	108/C KADAMGIRI ASHOK CHAKARVATI ROAD KANDIVALI (E) MUMBAI 400101	1	1	10	Remote e-voting	Public
20	IN30051310127907	ANIL BABUBHAI MEHTA	108/C KADAMGIRI ASHOK CHAKARVATI ROAD KANDIVALI (E) MUMBAI 400101	1	1	10	Remote e-voting	Public
21	IN30051319606398	SHEELA MEHTA	C/108 KADAMGIRI ASHOK NAGAR KANDIVALI EAST MUMBAI MAHARASHTRA 400101	1	1	10	Remote e-voting	Public
22	IN30051323257325	MEENA MAHESHBHAI NARIELWALA	B 7 FRIENDS COLONY OPP J P COLLEGE BHARUCH ANKLESVAR BHARUCH BHARUCH GUJARAT INDIA 392001	1	1	10	Remote e-voting	Public
Total (C)				4	4	40		
Total (A)+(B)+(C)				1235024	1235024	12350240		

C. Invalid votes

				NIL				
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		no. of shares	%
Total number of members voted in favour (Public)	18	1235020	99.9997%
Total number of members voted against	4	4	0.0003%
	22	1235024	100.0000%

