



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: 11.10.2024

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 Unsecured Creditors held on Friday, 11th October, 2024 at 03:30 p.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
Company Secretary & Compliance Officer
(Mem No.: A33016)**

Annexure I

Format for Voting Results

Date of the NCLT Convened Meeting	11 th October,2024
Total number of Unsecured Creditors on record date	187
Total Unsecured Creditors (In Rupees)	24,18,97,952 (Twenty Four Crores, Eighteen Lacs, Ninety Seven Thousand, Nine Hundred & Fifty Two)
Unsecured Creditors present in the meeting either in person or through proxy:	-
Unsecured Creditors attended the meeting through Video Conferencing (In Rupees) :	13,61,89,832 (Thirteen Crores, Sixty One Lacs, Eighty Nine Thousand, Eight Hundred & Thirty Two)

Resolution/Agenda- wise disclosure

Resolution No: 1, As a Special Resolution

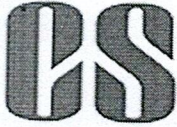
1. To consider and adopt

- 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**

Category	Resolution required: (Ordinary/ Special)			Special					
	Mode of Voting (E-VOTING)	No.of creditors	Amount of liability (1)	No.of votes polled (2)	% of Votes Polled (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
Unsecured Creditors	Remote E-Voting	19	7,80,97,081	10,64,87,921	100	10,64,87,921	0	100%	0
	E-voting at the meeting	8	2,83,90,840						
Total		27	10,64,87,921	10,64,87,921	100	10,64,87,921	0	100%	0

For Brand Concepts Limited

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



PALASH JAIN & COMPANY
Practising Company Secretaries
122, Brijeshwari Extension, Behind Kalyan
Marbles, Near Pipliyahana Square,
Indore-452016 M.P.
Mob: 76 97 205051, 83 58 840621
Email:Palashjain2@gmail.com

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]

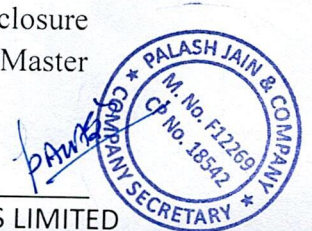
11th October, 2024

To,
Mr. Jay Kocheta,
The Chairman appointed by the Hon'ble National Company Law Tribunal,
Indore Bench for the Meeting of the Unsecured Creditors 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 Unsecured Creditors of Brand Concepts Limited (CIN-L51909MP2007PLC066484) held through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") on 4th October, 2024 at 03.30 p.m. (IST).

I, Palash Jain, Practising Company Secretary (FCS12269), 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 **Unsecured Creditors 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 03.30 p.m. (IST)**(hereinafter referred to as the "Meeting"), 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





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Circulars for Scheme issued by the Securities and Exchange Board of India ("SEBI") collectively referred to as ["MCA & SEBI Circulars"]. The Meeting was called for seeking approval of the Unsecured Creditors 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.

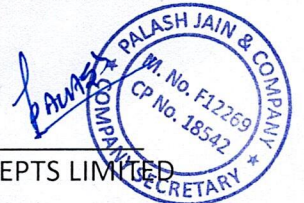
The meeting could not be held for want of Quorum which was specified in NCLT order as 50% in value of the class of creditors but there were only 27.75 % in value of unsecured creditors were present so as per the hon'ble NCLT order the Chairman of the meeting adjourned the meeting on the next week at same day and same time. **Accordingly, it was held on 11th October, 2024 at 3.30 p.m. in which proper quorum was present.**

The further notice was sent to unsecured creditors of the Transferee Company on 4th October, 2024, whose names were appeared in the books of accounts as on 31st March, 2024 by electronic mode whose email address were registered with the company and physically by courier to those unsecured creditors who have not registered their email IDs with the Company by **5th October, 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 Unsecured creditors electronically through remote e-voting as well as e-voting at the meeting which was held on Friday, 4th October, 2024. The meeting could not be held for want of

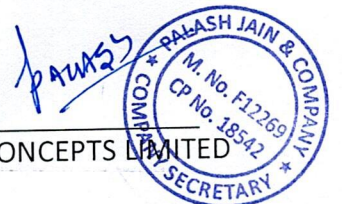




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quorum and the Chairman adjourned the meeting on 11-10-2024. Venue voting was allowed by CDSL on the adjourned meeting also.

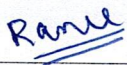
3. CDSL had set up remote e-voting facility at www.evotingindia.com. The Company had uploaded Notice of the meeting, inter-alia, containing the item of the business to be transacted at the meeting on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their unsecured creditors 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.
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 original Notice of the meeting by electronic mode to those unsecured creditors whose email IDs are registered with the Company and through courier/mail, physically to those unsecured creditors 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 unsecured creditors who were desirous of casting their votes electronically and further notice for adjourned meeting on 4th October by email and on 5th October by courier.
7. The Company has 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 **Sunday, 31st March, 2024** for the purpose of deciding the unsecured creditors entitled to vote through remote e-voting and e-voting at the Meeting on the resolution seeking their approval.



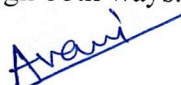


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9. The remote e-voting period kept was from 9:00 a.m. (IST) on Monday, 30th September, 2024 to 5:00 p.m. (IST) on Thursday, 3rd October, 2024 through CDSL. But as informed by the Compliance officer, due to certain technical problems the window opened 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)**.
11. **The CDSL has** provided me the names and amount outstanding of unsecured creditors who had cast their votes through remote e-voting.
12. On **6th 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.
13. **At the adjourned meeting** of unsecured creditors, the e-voting at the meeting was again opened through CDSL and I directed the Unsecured Creditors present in the Meeting who have not exercised their voting rights through remote e-voting to do e-voting at the meeting.
14. Again, the voting was unblocked by me on 11-10-2024 in the presence of **Ms. Ranu Joshi and Ms. Avani Purohit**, 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 unsecured creditors through both ways.



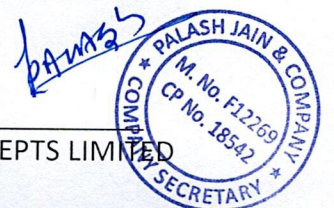
Ranu Joshi
Indore



Avani Purohit
Indore

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

15. The consolidated results of the voting seeking approval of the unsecured creditors of the Company to the Scheme is as under:





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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.

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

Report on result of voting through remote e-voting and e-voting at the meeting provided by CDSL is enclosed herewith as **Annexure “A”**.

(a) Votes in favour of the Resolution:

Manner of Voting	Number of Unsecured creditors voted	Value of votes cast by Unsecured creditors (Rs.)	Annexure No.
Remote e-voting	19	7,80,97,081	
e-voting at the meeting	8	2,83,90,840	“B”
Total	27	10,64,87,921	
% of total value of valid votes cast		100	

(b) Votes against the Resolution: NIL

(c) Invalid Votes: NIL

16. It has been represented to me by the Company that the votes have been casted by only those unsecured creditors 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.
17. The combined list of unsecured creditors 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.





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18. 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.
19. The Resolution mentioned in the Notice as per the details above stands passed under Remote e-voting and voting conducted at meeting electronically with the requisite majority and hence deemed to be passed as on the date of the meeting.
20. 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: F012269F001533096

Countersigned by:

Jay Kocheta

Chairman appointed for the NCLT

Convened Meeting of the Unsecured Creditors of Transferee Company

Date: 11-10-2024

Place: Indore

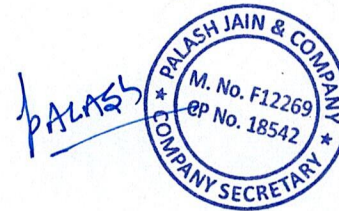
Annexure 'A'

Report Generation Date and Time : 11-10-2024:16:27:17

EVSN	ISIN	EVSN TYPE	REPORT TYPE	No of Folios Voted	Security Held
240930002	INE977Y01011	General	Complete report		27 106487921

Voting Start Date and Time : 01-10-2024 20:00
Voting End Date and Time : 03-10-2024 17:00
Meeting Date and Start Time : 11-10-2024 15:30
Voting Finalisation Date and Time: 11-10-2024 16:27

Res. No.	Description	Yes Count	Yes value	(%)	No Count	No value	(%)	Total Count	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	27	106487921	100%	0	0	0%	27	106487921.000



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 4th Floor, UNO Business Park, Indore Bypass Road,
 Opposite Sahara City, Bicholi Mardana, Indore, Madhya
 Pradesh – 452016, India

ANNEXURE "B"

STATEMENT REPORT OF VOTING IN FAVOUR
NCLT CONVENED MEETING OF UNSECURED CREDITORS
ON 04-10-2024 and adjourned meeting on 11-10-2024

A. Votes in Favour of the Resolution

S.N.	Folio/id	Name of Unsecured Creditor	Amount of debt-Rs.	Value of votes-Rs.	Mode of voting
1	ADI154	ARA DESIGNS	648000	648000	Remote e-voting
2	ALI177	LKOSIGN LIMITED	4816418	4816418	Remote e-voting
3	ATA186	ARR TRADECOM	27366185	27366185	Remote e-voting
4	BID161	BASIC INTERIOR-NEW DELHI	951900	951900	Remote e-voting
5	BMC079	B MANTRI and CO	43200	43200	Remote e-voting
6	CAA175	CINTURONES ALVI (INDIA) PVT. LTD	4137159	4137159	Remote e-voting
7	CIP156	CINTURONES INTERNATIONAL PRIVATE LIMITED	816147	816147	Remote e-voting
8	GAA176	GANPATI AD. CORP	4497519	4497519	Remote e-voting
9	IFF065	IFF OVERSEAS PVT LTD	30334	30334	Remote e-voting
10	IOP185	IFF OVERSEAS PVT.LTD	18577766	18577766	Remote e-voting
11	LIO158	LUMENS INDIA KOLKATTA	899312	899312	Remote e-voting
12	MFI171	MRIG FASHION	2803500	2803500	Remote e-voting
13	MIO174	MIDAS INTERNATIONAL	4019979	4019979	Remote e-voting
14	MMA101	MANJU MUMDRA	84000	84000	Remote e-voting
15	MPC015	MANISH PESHWANI CONSULTANCY	4944	4944	Remote e-voting
16	SNA045	SOURABH NEEMA	13500	13500	Remote e-voting
17	TMH168	THE METAL HARBOR INDORE	2376241	2376241	Remote e-voting
18	TPL169	THINK PRINTS LLP BANGALORE	2416994	2416994	Remote e-voting
19	XEL173	XL ENTERPRISES LIMITED	3593983	3593983	Remote e-voting
		TOTAL (A)	7,80,97,081	7,80,97,081	
					on 11-10-2024
20	BIN179	BENETTON INDIA PVT LTD	8955761	8955761	E-voting at meeting on
21	GMM183	GROUP M MEDIA INDIA PRIVATE LIMITED	13157848	13157848	E-voting at meeting
22	KAC149	KUSHAGRA AGENCIES	406944	406944	E-voting at meeting
23	KLI126	KARAN LOGISTICS	194931	194931	E-voting at meeting
24	KRA170	KHANDAL ROAD CARRIERS	2524051	2524051	E-voting at meeting
25	OTA141	OM TRADERS	332211	332211	E-voting at meeting
26	SLA166	SPEEDWAY LOGISTIC SOLUTION	1786877	1786877	E-voting at meeting
27	SVK163	SHREE VISHNU KRIPA PACKERS	1032217	1032217	E-voting at meeting
		TOTAL (B)	2,83,90,840	2,83,90,840	
		TOTAL A+B	10,64,87,921	10,64,87,921	



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B. Votes Against the Resolution NIL

			0	0
		Total (B)	0	0

C. Invalid votes NIL

Number	Value in Rs.
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A VALID VOTES IN FAVOUR

Total Creditors having valid votes	27	106487921
% of total valid votes	100%	

B VALID VOTES AGAINST

Total number of Creditors voted in	0	
% of total votes	0	

C INVALID VOTES

Total number of Creditors voted	0	
% of total votes	0.00%	

	No. Value	
creditors voted out of total creditors -in %	14.43850267	44.02183647

