



BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484
04th Floor UNO Business Park, Indore Bypass Road, Oppo. Sahara City,
Bicholi Mardana, Indore, Madhya Pradesh, India - 452016
Phone: 91-731-4223000, Fax- 4221222/444
Email: info@brandconcepts.in

Date: 11th October, 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 Jesejeebhoy Towers
Dalal Street,
Mumbai - 400001

Symbol: [BCONCEPTS]

Scrip Code: 543442

Subject: Summary of Proceeding with respect to the meeting of the Unsecured Creditors of the Brand Concepts Limited convened pursuant to the order dated on 21st August 2024 as amended on 23rd August 2024 passed by the Hon'ble National Company Law Tribunal, Indore Bench ("NCLT") in CA(CAA)/4(MP)2024.

Dear Sir/Mam,

As per the requirement to Regulation 30 of SEBI (LODR) Regulation, 2015, and pursuant to the order dated on 21st August 2024 as amended on 23rd August 2024 passed by the Hon'ble National Company Law Tribunal, Indore Bench ("NCLT") in CA(CAA)/4(MP)2024 (NCLT Order) find enclosed herewith the proceeding of Unsecured Creditor – NCLT Convene Meeting of the creditor of Brand Concepts Limited held on Friday, October 04th, 2024 at 03:30 PM through Video Conferencing (VC)/for approving the 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 to transact the business. But due to lack of quorum, the meeting is adjourned by the Chairman of the meeting to be held on today i.e. Friday 11th October 2024 at 03:30 PM.

The Summary of the Proceedings of the aforesaid meetings is attached in **Annexure A**.

As per the requirement of the Listing Regulations, the detailed results of voting will be intimated separately.

Further the proceedings of the Meetings are also available on the website of the company www.brandconcepts.in.



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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. ACS 33016)**



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Annexure A

Summary of Proceeding of the Meeting of the Unsecured Creditor of the Brand Concepts Limited held pursuant to the directions Hon'ble National Company Law Tribunal, Indore Bench ("NCLT") on Friday 11th October 2024.

Pursuant to the order

dated 21st August 2024, amended on 23rd August 2024 passed by the Hon'ble National Company Law Tribunal, Indore Bench ("NCLT"), the Meeting of the Unsecured Creditors of the Company was scheduled to be held on 04th October 2024 at 03:30 pm through Video Conferencing (VC). But due to lack of quorum within 30 minutes from the scheduled time the meeting was adjourned by the Chairman for 7 days to be scheduled on same venue same day and same time ie. Friday, 11th October 2024 at 03:30 pm. The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM, Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2').

Ms. Swati Gupta, Company Secretary and Compliance Officer, on behalf of the Chairman welcomed all the Creditors and dignitaries of the Company present in the meeting. She further informed everyone present at the meeting that the meeting was conducted through VC / OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and the orders of the Hon'ble NCLT in this behalf. She further informed that the Creditors who attended the meeting through Video Conferencing would be counted as present for the purpose of Quorum.

Thereafter, she introduced **Mr. Jay Kocheta**, Tax Consultant, as the Chairman and Mr. Palash Jain as the Scrutinizer appointed by the Hon'ble NCLT, Ahmedabad Bench for the meeting. The Chairman afterwards chaired the meeting. He further introduced the members of the Board, KMPs, and Secretarial Auditors of the Company present in the meeting. Ms. Swati Gupta, Company Secretary and Compliance Officer assisted the Chairman in conducting the meeting.

Mr. Jay Kocheta, Tax Consultant, Chairman of the meeting informed that the meeting was convened pursuant to the order of the Hon'ble NCLT in connection with Scheme of Arrangement amongst Brand Concepts Limited (Transferee Co.), and IFF Overseas Private Limited (Transferor Co.) and their respective shareholders and creditors under Sections 230 to 232 read and other applicable laws including rules and regulations made thereunder.



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The requisite quorum being present, the Chairman called the Meeting to order.

Ms. Swati Gupta, Company Secretary and Compliance Officer informed that the notice of the Meeting and other accompanying documents have been sent by electronic mode to all Unsecured Creditors of the Company whose e-mail addresses are registered with the Company. These documents have also been made available on the Company's website and website of Stock Exchanges.

With the consent of the Unsecured Creditors, the Notice convening the Meeting was taken as read.

She further informed that, the Company had provided the facility to the Creditors to cast vote electronically, to all the persons who were creditors as on the cut-off date i.e. Sunday, March 31st, 2024 for voting on the resolution set forth in the Notice through remote e-voting from Monday, September 30 2024 (from 09:00 A.M.) to Thursday, October 03, 2024 (till 05:00 P.M.) or vote electronically at the meeting. The creditors who have not cast their votes electronically earlier through remote e-voting, can cast their votes during the course of meeting through the e-voting system provided by CDSL.

The Chairman informed the Creditors that the following resolution set out in the Notice convening the meeting was put up to the Creditors for voting during the Meeting:

Details of Agenda/Business Transacted

S.No	Business Transacted
<u>Special Business</u>	
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

Mr. Jay Kocheta, Chairman of the meeting authorized Mr. Palash Jain, the Scrutinizer to complete the voting procedure and also authorized him to declare the results of voting after the conclusion of the meeting as per the prescribed timelines.

He further informed that the Creditors who have not cast their votes through remote e-voting, such creditor may proceed to cast their votes through e-voting during the meeting. E-voting during the meeting was kept opened for another 15 minutes to enable the creditor to vote.

The Chairman then thanked the Creditors for attending and participating at the Meeting.



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Mr. Palash Jain, the Scrutinizer of the meeting informed that the resolution as set forth in the notice will be deemed to be passed today subject to the requisite number of votes.

Thereafter, the voting process was concluded. The meeting concluded with a vote of thanks. The meeting commenced at 03:30 p.m. and concluded at 04:00 p.m.

Thanking You

Yours Faithfully

For Brand Concepts Limited

Swati Gupta

Company Secretary & Compliance Officer

(M. No.: ACS 33016)