



## BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484  
UNO Business Park, 4<sup>th</sup> Floor, Indore Bypass Road, Opposite  
Sahara City, Bicholi Mardana, Indore - 452016  
Phone: 91-731-4223000, Fax- 4221222/444  
Email: info@brandconcepts.in

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Date: 29/05/2024

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 - 400051

**Symbol: [BCONCEPTS]**

**Scrip Code : 543442**

**Subject : Annual Secretarial Compliance Report for the financial year ended March 31, 2024.**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligation & Disclosure Requirement), Regulation 2015, we hereby submit the Annual Secretarial Compliance Report issued by M/s. Manju Mundra & Co., Practising Company Secretaries, Indore for the financial year ended on March, 31, 2024.

We request you to kindly take the above information on record.

**Yours faithfully,**

**For Brand Concepts Limited**

**Swati**

**Gupta**

**Swati Gupta**

**Company Secretary & Compliance Officer**

**Mem No: A33016**

Digitally signed  
by Swati Gupta  
Date: 2024.05.29  
13:02:18 +05'30'



**MANJU MUNDRA & CO.  
COMPANY SECRETARIES**

122, Brajeshwari Extension, Behind  
Kalyan Marble, Near World Cup  
Square, Indore, M.P. – 452016, IN.  
Phone-4993107, 9303223239  
Email-mmanjucs@gmail.com

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**Annual Secretarial Compliance Report**

(Pursuant to Regulation 24A of the SEBI (LODR) Regulation, 2015 read with various circulars of  
SEBI)  
of

**Brand Concepts Limited**  
**for the year ended 31st March, 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **BRAND CONCEPTS LIMITED CIN: L51909MP2007PLC066484** (hereinafter referred to as 'the listed entity'), having its Registered Office at **4<sup>th</sup> Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City, Bicholi Mardana, Indore, M.P. – 452016, IN.** Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Manju Mundra, have examined:

- (a) all the documents and records made available to us and the explanation provided by **Brand Concepts Limited**,
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity- [www.brandconcepts.in](http://www.brandconcepts.in),
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on 31<sup>st</sup> March 2024 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("**SEBI ACT**") and the Regulations, Circulars, and Guidelines issued thereunder, and

Brand Concepts Limited

Secretarial Compliance Report 2024





- b) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**), rules made thereunder and the Regulations, Circulars, and Guidelines issued thereunder by the Securities and Exchange Board of India Act (**"SEBI"**);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- a) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable during the audit period**);
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable during the audit period**);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable during the audit period**);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:







| Sr. No. | Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)                                 | Regulation/ Circular No. | Deviations   | Action Taken by   | Type of Action   | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response   | Remarks      |
|---------|---|--------------------------|--|---|--|----------------------|-------------|---|---|--------------|
| 1.      | Clarification Sought via email dated 24-4-2023 by NSE on Corporate Governance Report for the quarter ended 31-03-2023 | -                        | Observation of NSE-<br>1. Provisions pertaining to meetings of Nomination and Remuneration Committee meeting<br>Reason: 1.1) Atleast one Nomination and Remuneration Committee meeting was not held during FY 2022-23.<br>2. Provisions pertaining to Stakeholders Relationship Committee meeting<br>Reason : 1.1) Atleast one Stakeholders Relationship Committee meeting was not held during FY 2022-23. | The company replied on 26-4-2023 that due to technical fault the excel file saved without saving that particular data while filing the details in the report regarding the number of meeting of committees. We can file the revised corporate governance report once it is open for revision from your end. | Filed the revised CG report clarifying the details                                     | Nil                  | Nil         | Revised CG report filed so Query Resolved                 | All the points are self-explanatory in nature does not require any response from management | Query Closed |
| 2.      | Clarification Sought via email dated 02-08-2023 by NSE on Corporate Governance Report for the                         |                          | 1. Change in category of Director: The category of the Director Mr. Narendra Tulsidas Kabra is changed from Independent Director (D) as on March 31, 2023 to Non-Executive Director (NED) as on June 30, 2023.   | The company replied on 3-8-23 that- Due to typo error Mr. Narender Kabra who is Non-Executive Independent Director of the Company is being wrongly selected under the Category of Non-  | Submission of Revised Corporate Governance Report for the quarter ending on 30-06-2023 | Nil                  | Nil         | Revised CG report filed so Query Resolved                 | All the points are self-explanatory in nature does not require any response from management | Query Closed |







|    |  |   |  |  |   |     |     |  |   |  |
|----|--|---|--|--|---|-----|-----|--|---|--|
|    | quarter ended<br>30-06-2023  |   |  | Executive Non-Independent Director category. Due to which Board of Director and other Committees Composition is showing wrong. But now we have submitted the revised Corporate Governance Report after rectifying the error. |   |     |     |  |   |  |
| 3. | Query raised by BSE on Corporate governance report for the quarter ending on 30-9-2023 | - | Online query raised as Submit the maximum gap between two consecutive Audit Committee Meetings in number of days                 | The company has submitted revised Corporate Governance Report mentioning maximum time gap in days between two consecutive Audit Committee Meetings   | Submission of Revised Corporate Governance Report | Nil | Nil | Revised CG report filed with corrections so Query Resolved | All the points are self-explanatory in nature are does not require any response from management | As per BSE record Query closed on 31-10-2023 |
| 4. | Query raised by BSE on Shareholding Pattern for the quarter ending on 30-6-2023        |   | There is Quarter to Quarter Change in count of promoter of the Company compared to previous period/quarter shareholding pattern. | The Company replied that IFF Overseas Pvt Ltd being under the Promoter Category carrying Nil Shareholding hence wrongly ignored to mention in the File submitted.  | Revised SHP filed                                 | Nil | Nil | Revised SHP filed so query resolved                        | All the points are self-explanatory in nature are does not require any response from management | Query Closed                                 |
| 5. | Query raised by BSE on Shareholding Pattern for the                                    |   | On 25-10-23 query raised-<br>1) The details of IFF OVERSEAS PVT LTD (PAN AAACI3958A), Promoter is not available                  | Revised SHP filed on 26.10.2023  | Revised SHP filed                                 | Nil | Nil | Revised SHP filed so query resolved                        | All the points are self-explanatory in nature are does not require any                          | Query Closed                                 |







|    |  |  |   |  |  |     |     |               |                             |  |
|----|--|--|---|--|--|-----|-----|---------------|-----------------------------|--|
|    | quarter ending on 30-9-2023  |  | in the selected quarter of the Promoter category of Brand Concepts Ltd. It was available in previous period/quarter Shareholding Pattern.<br>On 26-10-23 Query Raised-<br>2) Number of promoters compared to previous quarter is less. Provide proper reason for reduction in number of promoters. If reclassification is not approved by exchange, submit revised shareholding pattern with correct number of promoters. |  |  |     |     |               | response from management    |  |
| 6. | Advisory letter by BSE on 4-10-2023 to mention time of BM referring date 3-2-2023              |  | Advisory letter related to Reg 30 - Time of commencement and conclusion of meeting not given in Board Meetings  | Noted by the Company and following the same  | Advise noted   | Nil | Nil | Advise noted  | Self-explanatory            | Advise only  |
| 7. | Query raised regarding Auditors on 28-09-2023 for the relevant period ending on 31-3-23 by NSE |  | The Exchange vide email dated September 8, 2023, has requested listed entities to submit the details of its Statutory Auditors by September 18, 2023. It has been observed that the Company has still not submitted the said details. The Company is once again   | The Company vide email asked<br><br>The Company has changed our statutory Auditor for FY 23-2024, accordingly we want to update the same on the NSE NEAPS portal, and asked Path for the same. | Pending a s per email by company on 1-5-2024 to NSE for path to update | Nil | Nil | Still pending | Emailing for path to update | PENDING for getting path from stock exchange to upload |





|     |  |         |  |  |   |     |     |                          |   |                              |
|-----|--|---------|--|--|---|-----|-----|--------------------------|---|------------------------------|
|     |  |         | requested to kindly submit the details urgently.   |  |   |     |     |                          |   |                              |
| 8.  | Regarding Scheme of Amalgamation by NSE<br><br>Various queries raised on 30-11-23, 11-12-23, 22-12-23, 01-01-24, 09-01-24, 19-01-24 etc. | Reg. 37 | The Exchange (Designated Exchange) vide various letters asked various queries regarding Scheme and related matters like valuation period, valuation reports, valuation methodology, revenue, networth, fees paid to SEBI for Scheme, Pictorial presentation of Scheme, background of all entities, promoters no default, fractional shares etc. etc. | The company replied all queries vide letters dated 7-12-23,19-12-23,27-12-23,3-1-24,15-1-24,19-1-24 and satisfied the Exchange. After resolving all issues, the NSE issued No Objection Letter dated 3-5-2024. | Replied to the satisfaction of the Exchange | Nil | Nil | Queries replied properly | All the points are self-explanatory in nature are does not require any response from management | NOC issued                   |
| 9.  | Regarding the Scheme of Amalgamation by BSE  | Reg. 37 | The BSE also raised a few queries vide various letters regarding the Scheme and related matters like valuation period, valuation reports, valuation methodology, post shareholding, NOC from lending Institutions, few undertakings, net worth, revenue, the background of all entities, promoters no default, etc.                                  | The company replied to all queries vide letters dated 11-12-23, and satisfied the Exchange. After resolving all issues, the BSE issued a No Objection Letter dated 3-5-2024.                                   | Replied to the satisfaction of the Exchange | Nil | Nil | Queries replied properly | All the points are self-explanatory and does not require any response from management           | NOC issued                   |
| 10. | Regarding the Scheme of Amalgamation by SEBI   |         | SEBI raised a query on accounting treatment in the Scheme which is to be changed from the  | The Scheme was amended to the extend of accounting treatment and revised Auditors certificates were obtained.  | Took action to the satisfaction of SEBI     | Nil | Nil | Queries replied properly | All the points are self-explanatory in nature and does not require any                          | NOC communicated through NSE |





|     |   |         | Acquisition method to the pooling of interest method.   |  |   |     |     |  | response from management   |  |
|-----|---|---------|---|--|---|-----|-----|--|--|--|
| 11. | Clarification Regarding Financial Results from NSE dated 06-08-2023                 | Reg. 33 | NSE has sought clarification the Company is required to clarify the following: -1. The financial results submitted are not as per the format prescribed by SEBI The response of the Company is awaited. | Revised Financials filed on 13/06/2023   | Revised Financials filed  | Nil | Nil | Revised Financials filed so query resolved | All the points are self-explanatory in nature and does not require any response from management              | Query Closed   |
| 12. | BSE showed an outstanding amount of Rs. 22,000/- against Invoice No. 23270500019379 | -       | BSE showed an outstanding amount of Rs. 22,000/- against Invoice No. 23270500019379   | The Company repaid the said amount.  | Amount paid   | Nil | Nil | Amount paid so query resolved              | The Company had previously paid the amount but the portal still showed an outstanding amount of Rs. 22,000/- | Query closed   |
| 13. | The Registered Office of the Company has not been updated on the Exchange Website   |         |   | The Company vide email asked<br><br>The Company has changed the Registered Office in F.Y. 23-24 accordingly we want to update the same on the NSE and BSE portal, and asked Path for the same. | Pending as per email by company to NSE and BSE for path to update | Nil | Nil | Still pending                              | Emailing for the path to update  | PENDING for getting path from the stock exchange to upload |

a) The listed entity has taken the following actions to comply with the observations made in previous reports:







| Sr. No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)                                     | Observations made in the secretarial compliance report for the year ended on 31-03-2023                                     | Compliance Requirement (Regulations/circulars/guidelines Including specific clause) | Details of violation / Deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity   |
|---------|---|---|---|---|--|---|
| 1       | The company is maintaining SDD software in-house and certain UPSI like Dividend has not been entered in the software timely | The company is maintaining SDD software in-house and certain UPSI like Dividend has not been entered in the software timely | -   | -   | The SDD has been updated by the Company.             | Certain points are suggested to be updated in SDD software which are accepted by the concerned officer. |
| 2       | The company has to upload Dividend Distribution policy on the website   | The company has to upload Dividend Distribution policy on the website   |   |   | Uploaded   | Uploaded  |







I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars   | Compliance status (Yes/No/NA) | Observations/ Remarks by PCS   |
|---------|---|-------------------------------|--|
| 1.      | <b><u>Secretarial Standards:</u></b><br><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013, and mandatorily applicable.  | Yes                           | None   |
| 2.      | <b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI</li></ul>  | Yes                           | The company is to formulate a Policy on Succession Planning as per Reg 17(4) |
| 3.      | <b><u>Maintenance and disclosures on the Website:</u></b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul> | Yes                           | Almost timely  |







MANJU MUNDRA & CO.

.....Continuation Sheet

COMPANY SECRETARIES

|    |  |     |                          |
|----|--|-----|--------------------------|
| 4. | <b><u>Disqualification of Director:</u></b><br><br>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.   | Yes | None                     |
| 5. | <b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b><br><br>(a) Identification of material subsidiary companies<br><br>(b) Disclosure Requirement of material as well as other subsidiaries   | Yes | No subsidiary as on date |
| 6. | <b><u>Preservation of Documents:</u></b><br><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.  | Yes | None                     |
| 7. | <b><u>Performance Evaluation:</u></b><br><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.   | Yes | None                     |
| 8. | <b><u>Related Party Transactions:</u></b><br><br>(a) The listed entity has obtained prior approval of the Audit Committee for all Related party transactions; or<br><br>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. | Yes | None                     |







|     |   |     |  |
|-----|---|-----|--|
| 9.  | <b><u>Disclosure of events or information:</u></b><br><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.  | Yes | None   |
| 10. | <b><u>Prohibition of Insider Trading:</u></b><br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.  | Yes | The company is maintaining SDD software in-house and entered events in the software timely like trading window closed for that has been done. Suggested certain points to be updated in SDD software which is accepted by the concerned officer. |
| 11. | <b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b><br><br>No Actions have been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). | Yes | None   |
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries:<br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material   | Yes | The Company has appointed M/s Fadnis & Gupte LLP Chartered Accountants   |







|     |   |     |   |
|-----|---|-----|---|
|     | subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. |     | (Firm Registration No: 006600C/C400324) on a rotational basis in place of the retiring auditors M/s Maheshwari and Gupta, Chartered Accountants (Firm Registration No: 006179C), to hold office from the conclusion of Sixteenth Annual General Meeting ("AGM") till the conclusion of the Twenty-First AGM to be held in the year 2028 |
| 13. | <b><u>Additional non-compliances, if any:</u></b><br>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.  | Yes | None  |
| 14. | <b><u>Any Other observation</u></b><br><br>1) Regarding Preferential Offer<br><br>2) Regarding ESOP   | Yes | 1)The company has issued 500000 equity shares on preferential basis during the period.<br><br>2) The Company has allotted equity shares for   |







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.....Continuation Sheet  
COMPANY SECRETARIES

|  |  |   |
|--|--|---|
|  | 3) <u>Regarding Scheme of Amalgamation</u> | exercise of ESOP grants.<br>3) The company has filed Scheme of Amalgamation for Stock Exchanges Observations. |
|--|--|---|

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Manju Mundra & Co.

MANJU MUNDRA  
Company Secretary  
FCS 4431 CP 3454

CS Manju Mundra  
FCS No.- 4431  
C P No.- 3454  
P.R No.- 1667/2022  
UDIN- F004431F000448809

Place: Indore  
Date: 25/05/2024