BRAND CONCEPTS

BRAND CONCEPTS LIMITED

CIN – L51909MH2007PLC174702
140/2/2 Ring Road Squire Musakhedi, INDORE 452 001 (M.P) INDIA
Phone: 91-731-422300, Fax- 4221222/444

Date: 30/09/2020

To,
National stock Exchange of India Limited
Listing and Compliance Department,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla complex,
Bandra East, Mumbai – 400051.

Script Code- BCONCEPTS

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

With reference to the above captioned subject, Brand Concepts Limited is hereby enclosed the Voting Results of 13th Annual General Meeting held on Tuesday , 29th September 2020 at 10:30 AM. As pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Voting results annexed with this Letter.

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

Yours Sincerely,
For Brand Concepts Limited

BRAND CONCEPTS LIMITED INDORE

Swati Gupta
Company Secretary & Compliance Officer
Mem No. A33016

MANJU MUNDRA & CO.
COMPANY SECRETARIES
302, Soni Mansion Building,
12-B, Ratlam Kothi, Indore-452001
Phone-4993107, 9303223239
Email-mmanjucs@gmail.com
Website-www.csmanjumundra.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 read with Rules 20 (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

Name of the Company	**Brand Concepts Limited** **CIN: L51909MH2007PLC174702**
Meeting	**13th Annual General Meeting**
Day, Date & Time	**Tuesday, 29th September, 2020 at 10:30 a.m.**
Deemed Venue	**Registered office situated at** Lotus Star, Plot No. D-5, Road No. 20, Marol MIDC, Andheri East, Mumbai – 400093 (MH)
Mode	**Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

To,
The Chairman
13th Annual General Meeting of the Equity Shareholders

1. I, Manju Mundra, Practising Company Secretary(CP-3454), having office at 302, Soni Mansion, 12-B Ratlam Kothi, Indore-452001, have been appointed as the Scrutinizer by the Board of Directors of Brand Concepts Limited **("the Company")** in their meeting held on 05-09-2020 pursuant to the provisions of section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management and Administration) Rules, 2014 for the remote e-voting as well as the e-voting by members at the 13th Annual General Meeting ("AGM") of **"the Company"** scheduled on Tuesday, 29th September, 2020 at 10.30 a.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

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DESPATCH OF NOTICE

2. Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, the Company has published an advertisement in **Free Press** (English newspaper) and in **Navshakti**, Marathi Newspaper on 7th September, 2020 specifying the date and time of the AGM, availability of the notice on Company's and Stock Exchange website, manner of registration of email ids, manner of voting through remote e-voting and e-voting during the AGM etc.

3. The Company has sent notices to all the shareholders on the basis of the Register of Members and the list of beneficial owners made available by Bigshare Services Private Limited the Registrar and Transfer Agent (RTA) as email ids of all were registered with the Company in accordance with the MCA circulars.

4. The company has hosted the notice of AGM on its website, website of the CDSL, the agency providing the platform for remote e-voting and e-voting during AGM and also intimated the same to NSE emerge timely.

MANAGEMENT RESPONSIBILITY

5. The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and evoting at AGM on the resolutions contained in the notice to the 13th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the company to provide remote e-voting facilities and e-voting facility at the AGM.

CUT-OFF DATE

6. Voting rights were reckoned as on **Tuesday, 22nd September, 2020**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

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REMOTE E-VOTING

7. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) at www.evotingindia.com for conducting remote e-voting and e-voting at the AGM by the shareholder of the Company.

8. Remote e-voting platform was open from **9:00 a.m. (IST) on Saturday, September 26, 2020 till 5:00 p.m. (IST) on Monday, September 28, 2020** and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

VOTING AT AGM

9. In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e- voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

10. Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

11. On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM on 29th September, 2020 in the presence of two witnesses, Mr. Palash Jain and Mr. Praveen Mundra who are not in the employment of the Company. They have signed below in confirmation thereof. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" /"against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL.

PALASH

Palash Jain

Manju Mundra & Co. INDORE Company Secretary

Praveen Mundra

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12. The votes received electronically (remote e-voting and e-voting at the AGM) were duly scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company as on 22nd September, 2020 as provided by the RTA.

RESULTS

13. I submit herewith the consolidated Scrutiniser's Report on the Results of the remote e-voting and e-voting at the AGM based on the reports generated by CDSL copy of which is enclosed as **Annexure "A"** and relied upon by me as under-

Number of members who cast their votes through remote e-voting and e-voting at AGM	Total no. of votes cast by them	Total number of valid votes	Total number of invalid votes
12	6163000	6163000	0

The resolution wise result is as under-

Resolution No. 1: Ordinary Resolution

Adoption of Financial Statements for the financial year ended March 31, 2020.

Manner of voting	Votes in favour of the resolution			Votes against the resolution		Invalid/Abstained votes
	No. of members	No. of shares.	%	No. of shares	%	No. of shares
Remote e-voting	11	6136000	99.56	0	0	0
e-voting at AGM	1	27000	0.44	0	0	0
TOTAL	12	6163000	100	0	0	0

Manju Mundra & Co. INDORE Company Secretaries

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Resolution No. 2: Ordinary Resolution

Re-appointment of director Mrs. Annapurna Maheshwari (DIN – 00038346), who retires by rotation and being eligible, offers herself for reappointment

Manner of voting	Votes in favour of the resolution			Votes against the resolution		Invalid/Abstained votes
	No. of members	No. of shares.	%	No. of shares	%	No. of shares
Remote e-voting	11	6136000	99.56	0	0	0
e-voting at AGM	1	27000	0.44	0	0	0
TOTAL	12	6163000	100	0	0	0

Resolution No. 3: Special Resolution

Approval of Remuneration of Mr. Prateek Maheshwari, Managing Director

Manner of voting	Votes in favour of the resolution			Votes against the resolution		Invalid/Abstained votes
	No. of members	No. of shares.	%	No. of shares	%	No. of shares
Remote e-voting	11	6136000	99.56	0	0	0
e-voting at AGM	1	27000	0.44	0	0	0
TOTAL	12	6163000	100	0	0	0

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Resolution No. 4: Special Resolution

Approval of Remuneration of Mr. Abhinav Kumar, Executive Director & CFO

Manner of voting	Votes in favour of the resolution			Votes against the resolution		Invalid/Abstained votes
	No. of members	No. of shares.	%	No. of shares	%	No. of shares
Remote e-voting	11	6136000	99.56	0	0	0
e-voting at AGM	1	27000	0.44	0	0	0
TOTAL	12	6163000	100	0	0	0

Resolution No. 5: Special Resolution

Approval for Employee Stock Option Plan title as ESOP-2020

Manner of voting	Votes in favour of the resolution			Votes against the resolution		Invalid/Abstained votes
	No. of members	No. of shares.	%	No. of shares	%	No. of shares
Remote e-voting	11	6136000	99.56	0	0	0
e-voting at AGM	1	27000	0.44	0	0	0
TOTAL	12	6163000	100	0	0	0

14. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Swati Gupta, Company Secretary and compliance Officer, for preserving safely after the Chairman considers, approve and signs the minutes of the AGM.



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15. Based on the aforesaid results, we report that **2 Ordinary Resolutions** as set out in Item Nos. 1 to 2 and **3 Special Resolutions** as set out in Item Nos. 3 and 5 of the Notice of the AGM have been **passed with the requisite majority**.

16. The company may accordingly declare the result of the voting to the respective authorities.

Thanking You,
Yours Faithfully,

Manju Mundra
Company Secretary
FCS: 4431 CP: 3454
UDIN- F004431B000802283

MANJU MUNDRA
Company Secretary
FCS 4431 CP 3454

Place: Indore
Date: 29th September, 2020

Countersigned by:
For Brand Concepts Limited

Mr. Prateek Maheshwari
Chairman of the Meeting

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Annexure I

Format for Voting Results

Date of the AGM/EGM	29th September 2020
Total number of shareholders on record date	270
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	5(Five) 7 (Seven)



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Resolution/Agenda- wise disclosure

Resolution No: 1, As an Ordinary Resolution

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	5365000	5	0	5	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	5365000	5	0	5	0	100%	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	798000	7	0	7	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	798000	7	0	7	0	100%	0
Total		**6163000**	**12**	**0**	**12**	**0**	**100%**	**0**

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Resolution No: 2, As an Ordinary Resolution

2. To appoint a Director in place of Mrs. Annapurna Maheshwari (DIN-00038346), who retires by rotation, and being eligible, offers herself for reappointment.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	5365000	5	0	5	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	5365000	5	0	5	0	100%	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	798000	7	0	7	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	798000	7	0	7	0	100%	0
Total		**6163000**	**12**	**0**	**12**	**0**	**100%**	**0**



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Resolution No: 3, As a Special Resolution

3. **Approval of remuneration of Mr. Prateek Maheshwari, Managing Director.**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	5365000	5	0	5	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	5365000	5	0	5	0	100%	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	798000	7	0	7	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	798000	7	0	7	0	100%	0
Total		**6163000**	**12**	**0**	**12**	**0**	**100%**	**0**

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Resolution No: 4, As a Special Resolution

4. **Approval of remuneration of Mr. Abhinav Kumar, Whole Time Director & CFO.**

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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**	5365000	5	0	5	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	5365000	5	0	5	0	100%	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**	798000	7	0	7	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	798000	7	0	7	0	100%	0
Total		**6163000**	**12**	**0**	**12**	**0**	**100%**	**0**



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Resolution No: 5, As a Special Resolution

5. **Approval for Employee Stock Option Plan titled as ESOP-2020.**

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	5365000	5	0	5	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	5365000	5	0	5	0	100%	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	798000	7	0	7	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	798000	7	0	7	0	100%	0
Total		**6163000**	**12**	**0**	**12**	**0**	**100%**	**0**

For Brand Concepts Limited

Swati Gupta
Company Secretary & Compliance Officer
Mem No. A33016