



MANJU MUNDRA & CO.
COMPANY SECRETARIES

122, Brajeshwari Extension, Behind Kalyan
Marble, Near World Cup Square, Indore-
452016, M.P.

Phone- 9303223239

Email-mmanjucs@gmail.com

Report of Scrutinizer for Postal Ballot/E-Voting

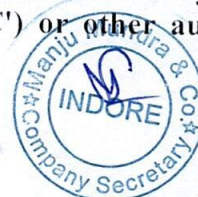
CONSOLIDATED SCRUTINIZER'S REPORT

[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: L51909MP2007PLC066484
Meeting	18th Annual General Meeting
Day, Date & Time	Tuesday, 30th September, 2025 at 11:30 A.M. (IST)
Deemed Venue	Registered office situated at 4 th Floor UNO Business Park, Indore Bypass Road, Oppo. Sahara City, Bicholi Mardana, Indore 452016 (MP)
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

To,
The Chairman,
Brand Concepts Limited
18th Annual General Meeting of the Equity Shareholders

Subject: Consolidated Scrutinizer's Report on resolutions passed through remote e-voting and voting electronically conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the 18th Annual General Meeting of Brand Concepts Limited held on Tuesday, 30th September, 2025 at 11.30 a.m. IST through video conferencing ('VC') or other audio visual means ('OAVM')





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1. I, Manju Mundra, Practicing Company Secretary (Membership No. 4431/C.P. No. 3454), having office at 122 Brajeshwari Extension, Behind Kalyan Marble Near World Cup Square, Indore MP 452016 have been appointed as the Scrutinizer by the Board of Directors of Brand Concepts Limited ("**the Company**") in their meeting held on 06-09-2025 for the remote e-voting as well as the e-voting by members at the 18th Annual General Meeting ("AGM") of "the Company" held on **Tuesday, 30th September, 2025 at 11.30 a.m. IST** held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") pursuant to Section 108 of the Companies Act, 2013 ("the 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. My 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.

The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

I submit my report as under:

DISPATCH OF NOTICE

2. The Company has published an advertisement in **Free Press** (English newspaper) and in **Chautha Sansar** (Hindi Newspaper) on 9th September, 2025 specifying the date and time of the AGM, availability of the notice on Company's website, 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 completed the dispatch of notice of AGM and Annual Report 2024-25 by email to all the members by 8th September, 2025 on the basis of the Register of Members and the list of beneficial owners made available by Big Share 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 CDSL, the agency providing the platform for remote e-voting and e-voting during AGM and also intimated the same to stock Exchanges timely.

CUT OFF DATE





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5. The shareholders of the Company holding shares as on the "cut-off" date of **Tuesday, 23rd September, 2025** were entitled to vote on the resolutions as contained in the Notice of the AGM.

MANAGEMENT RESPONSIBILITY

6. 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 e voting at AGM on the resolutions contained in the notice to the 18th 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, 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.

REMOTE E-VOTING

7. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") at <https://www.evotingindia.com> for conducting remote e-voting by the Shareholders of the Company.
8. The voting period for remote e-voting commenced on 9:00 a.m. (IST) on Saturday, 27th **September, 2025** and ended on 5:00 p.m. (IST) on Monday, 29th **September, 2025** and the CDSL e-voting platform was disabled thereafter.

VOTING AT AGM

9. In keeping view with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management & 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 casted their votes through remote e-voting.





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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 30th September, 2025 around 12:10 P.M. in the presence of two witnesses, **Ms. Avani Purohit** and **Ms. Harshita Chouhan**, who are not in the employment of the Company. They have signed at end 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.
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 provided by the RTA.

RESULTS

13. I submit herewith the consolidated Scrutinizer's Report on the Results of the remote e-voting and e-voting at the AGM based on the reports generated by 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 no. of valid votes	Total No. of invalid votes
19	4811058	4811058	0

The resolution wise list is as under:

Resolution No. 1a: Ordinary Resolution

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in the favour of the resolution			Votes against the resolution			Invalid/ Abstained Votes
	No. of members	No. of Shares	%	No. of members	No. of Shares	%	No. of Shares
Remote E-voting	19	4811058	100	0	0	0	0
E-voting at AGM	00	00	0	0	0	0	0





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TOTAL	19	4811058	100	0	0	0	0
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Resolution No. 1b: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and Report of Auditor thereon.

Manner of Voting	Votes in the favour of the resolution			Votes against the resolution			Invalid/ Abstained Votes
	No. of members	No. of Shares	%	No. of members	No. of Shares	%	No. of Shares
Remote E-voting	19	4811058	100	0	0	0	0
E-voting at AGM	00	00	0	0	0	0	0
TOTAL	19	4811058	100	0	0	0	0

Resolution No. 2: Ordinary Resolution

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

Manner of Voting	Votes in the favour of the resolution			Votes against the resolution			Invalid/ Abstained Votes
	No. of members	No. of Shares	%	No. of members	No. of Shares	%	No. of Shares
Remote E-voting	19	4811058	100	0	0	0	0
E-voting at AGM	00	00	0	0	0	0	0
TOTAL	19	4811058	100	0	0	0	0

Resolution No. 3: Ordinary Resolution

To appoint Manju Mundra & Co. Practising Company Secretary as Secretarial Auditors for five years and fix remuneration.





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Manner of Voting	Votes in the favour of the resolution			Votes against the resolution			Invalid/ Abstained Votes
	No. of members	No. of Shares	%	No. of members	No. of Shares	%	No. of Shares
Remote E-voting	19	4811058	100	0	0	0	0
E-voting at AGM	00	00	0	0	0	0	0
TOTAL	19	4811058	100	0	0	0	0

Resolution No. 4: Special Resolution

To approve increase in the borrowing limit of the company.

Manner of Voting	Votes in the favour of the resolution			Votes against the resolution			Invalid/ Abstained Votes
	No. of members	No. of Shares	%	No. of members	No. of Shares	%	No. of Shares
Remote E-voting	19	4811058	100	0	0	0	0
E-voting at AGM	00	00	0	0	0	0	0
TOTAL	19	4811058	100	0	0	0	0

Resolution No. 5: Special Resolution

Approval for payment of remuneration to Mrs. Annapurna Maheshwari (DIN:00038346) Non-Executive Non-Independent Director of the Company

Manner of Voting	Votes in the favour of the resolution			Votes against the resolution			Invalid/ Abstained Votes
	No. of members	No. of Shares	%	No. of members	No. of Shares	%	No. of Shares
Remote E-voting	19	4811058	100	0	0	0	0
E-voting at AGM	00	00	0	0	0	0	0





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TOTAL	19	4811058	100	0	0	0	0
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Resolution No. 6: Special Resolution

Approval for payment of Professional Fees to Mr. Manish Saxena, Non-Executive Independent Director of the Company

Manner of Voting	Votes in the favour of the resolution			Votes against the resolution			Invalid/ Abstained Votes
	No. of members	No. of Shares	%	No. of members	No. of Shares	%	No. of Shares
Remote E-voting	18	4781257	99.38	1	29801	0.62	0
E-voting at AGM	00	00	0	0	0	0	0
TOTAL	18	4781257	99.38	1	29801	0.62	0

Resolution No.7: Special Resolution

Re-pricing of the Employee Stock Options granted to the group of employees of the Company under Employee Stock Option Plan 2020

Manner of Voting	Votes in the favour of the resolution			Votes against the resolution			Invalid/ Abstained Votes
	No. of members	No. of Shares	%	No. of members	No. of Shares	%	No. of Shares
Remote E-voting	18	4781257	99.38	1	29801	0.62	0
E-voting at AGM	00	00	0	0	0	0	0
TOTAL	18	4781257	99.38	1	29801	0.62	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. All the Resolutions mentioned in the AGM Notice as per the details above stands passed under Remote E-voting and voting conducted at AGM electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.
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

Manju Mundra

Company Secretary

FCS: 4431 CP: 3454

UDIN: F004431F001061421

Place: Indore

Date: 30-09-2025

The following were the witnesses to the unblocking the votes cast through remote e-voting.

Avani Purohit

Harshita Chouhan

Countersigned by:
For Brand Concepts Limited

Ms. Swati Gupta
Company Secretary and
Compliance Officer