

Date: 9th May, 2022

To,
National Stock Exchange of India Limited
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

Sub: - Voting Result & Scrutinizer Report of the Postal Ballot (including e-voting)

Dear Sir/Mam,

In continuation to our intimation dated 6th April 2022 towards Notice of Postal Ballot, we would like to update that the approval of shareholders of the company by way of special resolution was sought for the following:

- To approve the Appointment of Mr. Narender Kabra (DIN: 06851212) as an Independent Director in terms of Section 149 of the Companies Act, 2013 of the Company.
- To approve the Appointment of Mr. Govind S Shrikhande (DIN: 00029419) as an Independent Director in terms of Section 149 of the Companies Act, 2013.
- To approve the payment of Remuneration to Mr. Govind Shrikhande (DIN: 00029419) as a Non-Executive Independent Director.
- To approve the amendment of ESOP (Employee Stock Option Plan), 2020.
- To approve the Grant of Option 1% or more of the Issued Share Capital of the Company.

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed the results of Postal Ballot (Including Evoting)(Postal Ballot) as **Annexure -A**, along with the report of Scrutinizer appointed by the Company for conducting the Postal Ballot in **Annexure - B**.

The same will be uploaded on the website of the company at www.brandconcepts.in.

The aforesaid resolutions have been passed by the members of the company through Postal Ballot with requisite majority.

You are requested to take the above information on record.

Yours faithfully,
For Brand Concepts Limited


Swati Gupta
Company Secretary & Compliance Officer
Mem No: A33016



**BRAND
CONCEPTS**

BRAND CONCEPTS LIMITED

CIN - L51909MH2007PLC174702

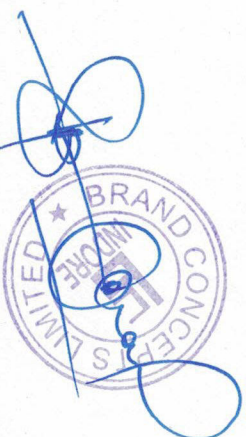
140/2/2 Ring Road Squire Musakhedi, INDORE 452 001 (M.P) INDIA

Phone: 91-731-422300, Fax- 4221222/444

Email: info@brandconcepts.in

Annexure A

Date of the AGM/EGM	04 th April 2022 (Date of Notice of Postal Ballot)
Total number of shareholders on record date	735
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/Evoted Promoters and Promoter Group: Public	4(Four) 6 (Six)

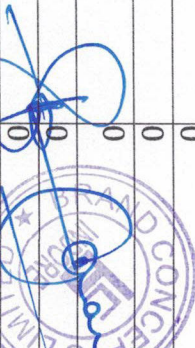




Resolution No: 1, As a Special Resolution

1. To approve the Appointment of Mr. Narender Kabra (DIN:06851212) as an Independent Director in terms of Section 149 of the Companies Act, 2013.

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	4828000	4	0	4	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	4828000	4	0	4	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	765032	6	0	6	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	765032	6	0	6	0	100%	0
Total		5593032	10	0	10	0	100%	0



Resolution No: 2. As a Special Resolution

2. To approve the Appointment of Mr. Govind Shrikhande (DIN: 00029419) as an Independent Director in terms of Section 149 of the Companies Act, 2013.

Resolution required: (Ordinary/ Special)

Special

Whether promoter/ promoter group are interested in the agenda/ resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% 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 Poll Postal Ballot (if applicable) Total	4828000 0 0 4828000	4 0 0 4	0 0 0 0	4 0 0 4	0 0 0 0	100% 0 0 100%	0 0 0 0
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0
Public-Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	765032 0 0 765032	6 0 0 6	0 0 0 0	6 0 0 6	0 0 0 0	100% 0 0 100%	0 0 0 0
Total		5593032	10	0	10	0	100%	0



BRAND CONCEPTS LIMITED

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140/2/2 Ring Road Squire Musakhedi, INDORE 452 001 (M.P) INDIA

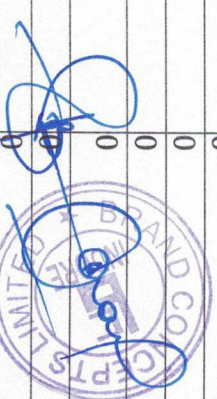
Phone: 91-731-422300, Fax- 4221222/444

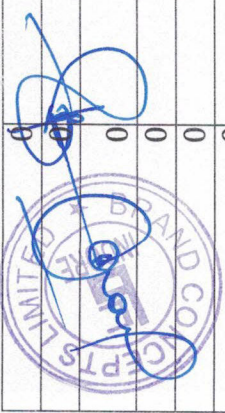
Email: info@brandconcepts.in

Resolution No: 3. As a Special Resolution

3. To approve payment of Remuneration to Mr. Govind S Shrikhande(DIN : 00029419) as Non-Executive Independent Director.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% 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	4828000	4	0	4	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	4828000	4	0	4	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	765032	6	0	6	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	765032	6	0	6	0	100%	0
	Total	5593032	10	0	10	0	100%	0







BRAND CONCEPTS LIMITED

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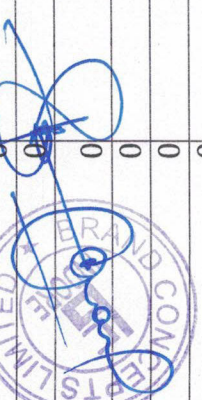
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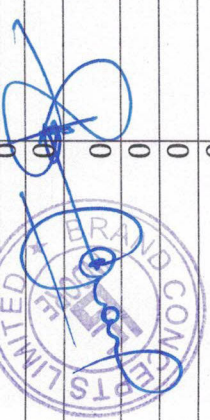
Email: info@brandconcepts.in

Resolution No: 4. As a Special Resolution

4. To approve the amendment of ESOP(Employee Stock Option Plan), 2020.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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	4828000	4	0	4	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
Public-Institutions	Total	4828000	4	0	4	0	100%	0
	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
Public-Non Institutions	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting	765032	6	0	6	0	100%	0
Public-Non Institutions	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	765032	6	0	6	0	100%	0
Total		FF02022	10	0	10	0	100%	0

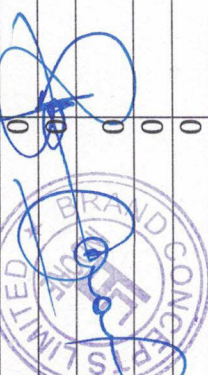


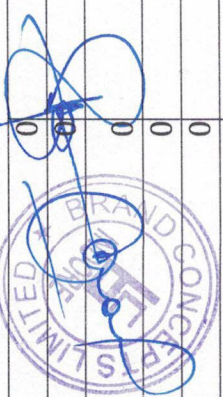


Resolution No: 5, As a Special Resolution

5. To approve the Grant of Stock Options 1% or more of the Issued Share Capital of the Company.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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	4828000	4	0	4	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	4828000	4	0	4	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	2032	6	0	6	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2032	6	0	6	0	100%	0
Total		4830032	10	0	10	0	100%	0







**MANJU MUNDRA & CO.
COMPANY SECRETARIES**

302, Soni Mansion Building,
12-B, Ratlam Kothi, Indore-452001
Phone-4993107, 9303223239
Email-mmanjucs@gmail.com

Report of Scrutinizer for Postal Ballot/E-Voting

To,
The Chairman,
Brand Concepts Limited
Lotus Star, Plot No. D-5, Road No. 20,
Marol MIDC, Andheri East,
Mumbai - 400093 (MH)

Dear Sir,

I, Manju Mundra, Practicing Company Secretary (Membership No. 4431/C.P. No. 3454), appointed as Scrutinizer by the Board of Directors of Brand Concepts Limited vide resolution dated 04th April, 2022 for the purpose of scrutinizing and ascertaining the requisite majority of the votes cast in a fair and transparent manner in respect of all the Resolutions as circulated in the postal ballot conducted via remote e-voting (the "Postal Ballot") held between 9.00 A.M. (IST) on Saturday, 08th April, 2022 and ended at 05.00 P.M. (IST) on Saturday, 07th May, 2022, being undertaken pursuant to section 110 and section 108 of the Companies Act, 2013 read along with rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014 and relevant MCA Circulars with respect to the resolutions contained in the notice of the Postal Ballot.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules there under read with relevant MCA Circulars, Secretarial Standards on General Meeting (SS-2) and regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 relating to voting through electronic means on the resolutions contained in the Postal Ballot Notice.
2. My responsibility as scrutinizer for the Postal Ballot was restricted to scrutinize the E-voting process in a fair and transparent manner along with preparation and presentation of Scrutinizer's Report of the vote cast "FOR" or "AGAINST" the resolution stated in the Notice, based on the reports generated from the e-voting system provided by the Central Depository Services Limited ("CDSL"), the authorised agency to provide e-voting facility.
3. The Members of the Company as on the "cut-off date" i.e. Monday, April 04, 2022 were entitled to vote on the proposed resolutions to be passed through postal ballot by way of electronic voting means as set-out in the Notice of Postal Ballot dated 04th April,



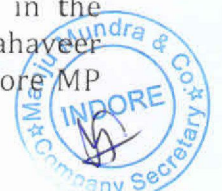


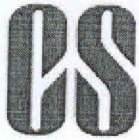
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2022 and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot. I report that, the Notice was sent through e-mail to all the members as email ids of all were registered with the Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 735.

4. The e-voting period remained open from Saturday 08th April, 2022 at 9:00 A.M. (IST) and ended at the close of working hours i.e. 5:00 P.M. (IST) on Saturday, 07th May, 2022 on the designated website of CDSL i.e <https://www.evotingindia.com>.
5. On Friday, April 08, 2022, the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Depositories i.e. National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and Big Share Services Private Limited, Registrars and Share Transfer Agent of the Company ("RTA") and whose e-mail IDs were registered with the Depositories or with RTA. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email address registered with the RTA so that they could also participate in the E-voting facility extended by the Company. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only to all the Shareholders.
6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not dispatched to the Members. Accordingly, voting done through e-voting only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, advertisements were published by the Company in Free Press" (English), all editions and "Navshakti" (Marathi), Mumbai edition on Wednesday, 6th April, 2022 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by CDSL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr. Palash Jain R/o. 203 Diwakar Apartment Mahaveer Nagar Indore MP 452001 and Ms. Praveen Mundra R/o. 224, Tilak Nagar Indore MP





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452001, who are not in the employment of the Company. They have signed at end of report in confirmation thereof.

10. The particulars of report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of postal Ballot.
11. Votes casted by the members through e-voting, were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of CDSL i.e. <https://www.evotingindia.com>.
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

Special Business

Resolution 1: Special Resolution

To approve the Appointment of Mr. Narendra Kabra (DIN: 06851212) as an Independent Director in terms of Section 149 of the Companies Act, 2013

Particular	E-Voting		
	Number of Member Voted	Votes Cast by them	% of total number of valid votes cast
Favour	10	5593032	100
Against	0	0	0
Total	10	5593032	100

Resolution 2: Special Resolution

To approve the Appointment of Mr. Govind S Shrikhande (DIN: 00029419) as an Independent Director in terms of Section 149 of the Companies Act, 2013

Particular	E-Voting		
	Number of Member Voted	Votes Cast by them	% of total number of valid votes cast
Favour	10	5593032	100
Against	0	0	0
Total	10	5593032	100





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Resolution 3: Special Resolution

To approve payment of Remuneration to Mr. Govind S Shrikhande (DIN: 00029419) as Non-Executive Independent Director

Particular	E-Voting		
	Number of Member Voted	Votes Cast by them	% of total number of valid votes cast
Favour	10	5593032	100
Against	0	0	0
Total	10	5593032	100

Resolution 4: Special Resolution

Approval of the amendment of ESOP (Employee Stock Option Plan), 2020

Particular	E-Voting		
	Number of Member Voted	Votes Cast by them	% of total number of valid votes cast
Favour	10	5593032	100
Against	0	0	0
Total	10	5593032	100

Resolution 5: Special Resolution

Approval for Grant of Stock options 1% or more of the issued share capital of the Company.

Particular	E-Voting		
	Number of Members Voted	Votes Cast by them	% of total number of valid votes cast
Favour	9	4830032	100
Against	0	0	0
Total	9	4830032	100

Note: Being interested party Mr. Abhinav Kumar did not voted for this resolution.





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14. Based on the aforesaid results, the special resolutions as mentioned above shall be deemed to have been passed with requisite majority as per the applicable provisions, on Saturday, May 07th, 2022, being the last date of remote e-voting for the members of the Company. Therefore, the chairman or any other person authorised by him may accordingly declare the result of Postal Ballot process.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking You,
Yours faithfully,

MANJU MUNDRA
Company Secretary
FCS 4431 CP 3454

CS Manju Mundra
Company Secretary
M. No- 4431 | COP- 3454
UDIN-F004431D000287362

Place- Indore
Date- 08th May 2022

The following were the witness to the unblocking the votes cast through remote e-voting on 08th May 2022.

Palash Jain

Praveen Mundra

Countersigned by:
For Brand Concepts Limited

Mr. Prateek Maheshwari
Chairman