

MANJU MUNDRA & CO.
COMPANY SECRETARIES
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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 financial year ended 31st March, 2025

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 **4th 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, 2025, 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:

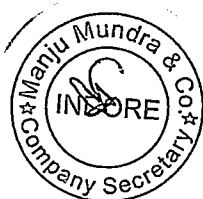
I, Manju Mundra, have examined:

- (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,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on 31st March 2025 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



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- 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");

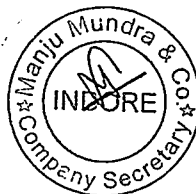
The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- 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 **(Not applicable during the audit period);**
- 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;

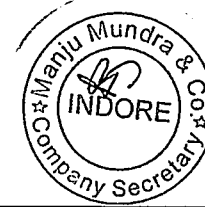
And based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below



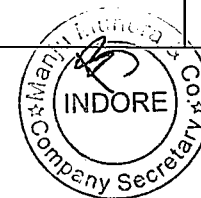


Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations /Query	Action Taken by the Company	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Disclosure of Events under Regulation 30 read with Schedule III Part A - Meeting of Shareholders or any class of stakeholders	The Company has issued notice for NCLT convened meeting of Shareholders and of the Unsecured Creditors on 31-08-2024 scheduled to be held on 04-10-2024 for approval of Scheme of Amalgamation of IFF Overseas Pvt. Ltd. with Brand Concepts Limited. But the same was filed with the Stock Exchange on 03-10-2024 and 04-10-2024 respectively.	Filed with a delay but prior to the convening of the respective meetings	Delayed Filing by the Company	NA	NA	The Company filed the Notice for NCLT Convened Meeting with delay. However, the same was accepted by the Stock Exchange hence the query is closed for now.	Inadvertently notice was filed with delay but filed prior to the meeting and was accepted by the Stock Exchange	Closed
2.	Disclosure of Events under Regulation 30 read with Schedule III	1. <i>Investor Meeting Transcript</i> - The Company filed the Transcript for Investor Meeting dated 13-08-2024 with a delay. 2. <i>BM Outcome</i> - The Company has filed the outcome of Circular Resolution dated 26-06-2024 for allotment of ESOP with delay.	Filed with a delay	Delayed Filing by the Company	NA	NA	There was a delay in filing the Transcript for the Investor Meeting and the BM Outcome. However, the same was accepted by the Stock Exchange hence the query is closed for now.	As per the Company 1. it was due a technical glitch in generating the Transcript that delayed the filing process. 2. It was inadvertently missed by the Company but rectified when noticed on 4-7-2024.	Closed
3.	Website disclosure under Regulation 46	It was noticed that certain Disclosures made under Regulation 30 were not uploaded on the Company's website.	Uploading under process	Uploading under process	NA	NA	The Company had uploaded the same. However, during a regular maintenance due	As per the Management response, the Company had made all such disclosures on the website of the Company	In process



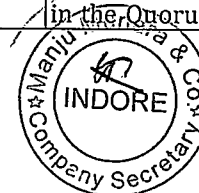


							to some technical glitch few files were corrupted and the same have been missing from the website of the Company.	timely. However, during a regular maintenance of the website in January 2025 due to a technical glitch some of the disclosures were corrupted and the Company is in the process of reuploading the same.	
QUERIES									
4.	Query raised dated 06-04-2024 by BSE regarding Disclosure under Regulation 30 - Proceedings of Shareholders Meeting held on 13-07-2023	The exchange observed that the company has not provided conclusion time in the proceedings of general meeting submitted to the exchange. The Company was requested to submit a revised corporate announcement regarding same.	The Company filed revised corporate announcement providing conclusion time in the proceedings of general meeting	Reply was filed by the Company on 08-04-2024	NA	NA	Since the Reply was filed the Query was closed.	All the points are self-explanatory in nature and does not require any response from management	Closed
5.	Query raised by BSE regarding Financial Results for year ended March 31, 2024 dated 05-06-2024	Non submission of Statement on Impact of Audit Qualifications or Declaration of unmodified audit report in XBRL for the year ended March 31, 2024. The Company had submitted the Standalone/ Consolidated Declaration or Statement on Impact of Audit Qualifications (as applicable) in PDF mode only for the financial year ended March 31, 2024. However, the same has not been	The Impact Qualification Report was submitted by the Company on 10/06/2024	Report was filed in XBRL mode on 10-06-2024. Same was informed to Exchange.	NA	NA	Since the Report was already filed the Query was closed.	All the points are self-explanatory in nature and does not require any response from management	Closed



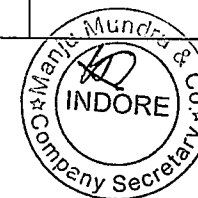


		submitted separately in XBRL Mode.							
6.	Query raised dated 31-08-2024 by BSE regarding Disclosure under Regulation 30 - Proceedings of Shareholders Meeting held on 28-08-2024	The exchange observed that the company has not provided conclusion time in the proceedings of Annual general meeting submitted to the exchange. The Company was requested to submit a revised corporate announcement regarding same.	The Company filed revised corporate announcement providing conclusion time in the proceedings of general meeting	Reply was filed by the Company on 31-08-2024	NA	NA	Since the Reply was filed the Query was closed.	All the points are self-explanatory in nature and does not require any response from management	Closed
7.	Query raised by BSE regarding under Regulation 30 - Voting Result for NCLT Convened Unsecured Creditor Meeting held on 11-10-2024 dated 18-10-2024	The exchange observed that the Company has not submitted the Voting Result in XBRL mode	The Company clarified dated 19-10-2024 that Format for voting results in XBRL provide for meeting details for Promoter and Promoter Group, Public Institutions & Public - Non-Institution, and the meeting was of NCLT Convened Meeting was of Unsecured Creditors of the Company. The voting results along with scrutinizers report were already submitted on 12-10-2024 in pdf format to the exchange.	The voting results along with scrutinizer's report were already submitted on 12-10-2024	NA	NA	Since the Report was already filed the Query was closed on 24-10-2024.	All the points are self-explanatory in nature and does not require any response from management	Closed
8.	Query raised dated 08-04-2024 by NSE regarding Corporate	1. Quorum not met for the audit committee meeting held on 29-Mar-2024. Quorum not met- at least 2 Independent Directors not present.	1. There were two Independent Directors present in the audit committee meeting thereby forming the quorum but	Reply was submitted dated 09-04-2024 with	NA	NA	Since the reply was filed the query was closed. There is Mismatch in the Quorum for	All the points are self-explanatory in nature and does not require any response from management	Closed





	Governance for quarter ended 31-03-2024	2. No SRC committee meeting held during the year.	mistakenly just the presence of one Director was shown in the corporate Governance report as submitted. 2. The SRC committee meeting was held on 09.11.2023, however the same was not mandatory so not mentioned in the Corporate Governance Report.	disclosure of all required points.			Audit Committee in records of the company.		
9.	Query raised dated 03-09-2024 by NSE regarding Shareholding Pattern for quarter ended 30-06-2024	The Exchange observed that there is a change in the Shareholder Type for the below mentioned Promoter/ Promoter group. Shareholder - IFF Overseas Pvt Ltd Change in category from Promoter-to-Promoter Group	IFF Overseas Pvt Ltd falls under a category of Promoter only. It was just a typing error. Would request if you can open for revision.	Revised Shareholding Pattern filed on 03-09-2024	NA	NA	Since the revised shareholding pattern was filed the query was Closed.	All the points are self-explanatory in nature and does not require any response from management	Closed
10.	Query raised dated 22-11-2024 by NSE regarding Shareholding Pattern for quarter ended 30-09-2024	The Exchange observed that there is a change in the Shareholder Type for the below mentioned Promoter/ Promoter group. Shareholder - IFF Overseas Pvt Ltd Change in category from Promoter-to-Promoter Group	IFF Overseas Pvt Ltd falls under a category of Promoter only. It was just a typing error. Would request if you can open for revision.	Revised Shareholding Pattern filed on 25-11-2024	NA	NA	Since the revised shareholding pattern was filed the query was Closed.	All the points are self-explanatory in nature and does not require any response from management	Closed
11.	Query raised dated 10-07-2024 by NSE regarding Financial Result ended 31-03-2024	1. Financial results submitted is not as per format prescribed by SEBI-Balancing figures note missing 2. Machine Readable Form / Legible copy of Financial Results not submitted	Resubmitted with necessary changes	Revised Financial Results filed on 10-07-2024.	NA	NA	Since the revised Financial Results was filed the query was Closed.	All the points are self-explanatory in nature and does not require any response from management	Closed

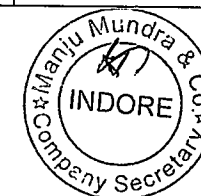




12.	Clarification asked by SEBI dated 27-09-2024 and further again on 13-02-2025 regarding Board Meeting 09-11-2023 for Outcome for Financial Result quarter ended 30-09-2023	1. Provide the detailed chronology of events and details of the insiders/ designated persons/ any other individual(s) who had access to the information. 2. Provide the documentary evidence for access of information to the individuals. 3. Details of members of Audit committee during the period 15-09-2023 to 24-11-2023. 4. Details of trading window closure, if any, during the period from 15-09-2023 to 24-11-2023. 5. Any other relevant details.	The Company provided the necessary reply dated 08-10-2024 and again on 13-02-2025.	Reply was submitted dated 08-10-2024 and again on 13-02-2025	NA	NA	The reply was filed and no response of SEBI received till.	All the points are self-explanatory in nature and does not require any response from management	Replied
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b) 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 Registered Office of the Company has not been updated on the Exchange Website	The Registered Office of the Company has not been updated on the Exchange Website due to not getting proper path for updating from the stock exchange	Regulation 46 of SEBI (LODR) Regulation, 2015	Registered Office not updated due to not getting proper path for updating from the stock exchange	Company has received proper path from the stock exchange and updated its company directory on exchange website.	Closed





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.	<u>Secretarial Standards:</u> 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.	<u>Adoption and timely updation of the Policies:</u> - All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	YES	Few policies were adopted/revised during the period under review.
3.	<u>Maintenance and disclosures on the Website:</u> - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - 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	YES	During a regular maintenance of the website due to a technical glitch some of the disclosures were corrupted and the Company is in the process of reuploading again.

4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	NA	None of the directors are disqualified.
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure Requirement of material as well as other subsidiaries	NA	No subsidiary as on date
6.	<u>Preservation of Documents:</u> 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.	<u>Performance Evaluation:</u> 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.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of the Audit Committee for all Related party transactions; or (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.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30		During a regular maintenance of the website due to



	along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		a technical glitch some of the disclosures were corrupted and the Company is in the process of reuploading again.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 (**).	NO	None
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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 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.	NA	None
13.	<u>Additional non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NO	None
14.	<u>Any Other observation/Information</u> 1) Regarding Allotment of shares on exercise of ESOPs	YES	1) The company has issued 85000 equity shares on exercise of ESOPs during the year.



	2) Regarding Scheme of Amalgamation		2) The Scheme of Amalgamation was allowed by the Hon'ble NCLT, Indore Bench after the closing of the financial year.
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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- F004431G000343000

Place: Indore
Date: 14/05/2025