

Date: 30/05/2022

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

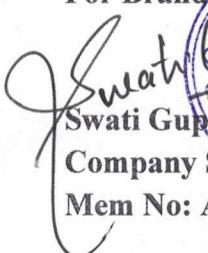
Subject : Annual Secretarial Compliance Report for the financial year ended March 31, 2022.

Dear Sir/Madam,

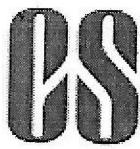
Pursuant to Regulation 24A of SEBI (Listing Obligation & Disclosure Requirement), Regulation 2015, we hereby submit the Annual Secretarial Compliance Report issued by M/s. Manju Mundra & Co., Practising Company Secretaries, Indore for the financial year ended on March, 31, 2022.

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

Yours faithfully,
For Brand Concepts Limited


Swati Gupta
Company Secretary & Compliance Officer
Mem No: A33016





MANJU MUNDRA &
COMPANY SECRETARIES
302, Soni Mansion Building,
Ratlam Kothi, Indore-452001
Phone-4993107, 9303223239
Email-mmanjues@gmail.com

Secretarial compliance report of Brand Concepts Limited for the year ended 31st March, 2022

I, Manju Mundra, has examined:

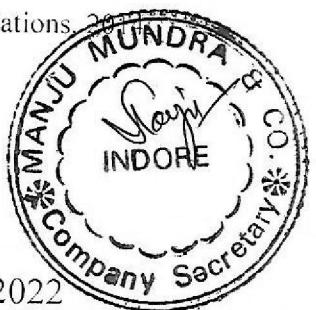
- (a) all the documents and records made available to us and explanation provided by **Brand Concepts Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity- www.brandconcepts.in,
- (d) any other document/ filing,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

I have to state here that the company was listed at SME platform of NSE and during the period of audit migrated to NSE main Board and also got listed on BSE, both on 11-01-2022. So, the Compliances are done accordingly. For the year ended on 31st March, 2022 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI ACT") and the Regulations, Circulars, guidelines issued thereunder, and
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, Circulars, 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) Regulations, 2018;



- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2013 (**Not applicable during the audit period**);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**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 client;
- 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/Circular/guidelines including specific Clause	Deviations	Observations/ Remarks of the Practicing Company Secretary
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder;

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1	Mail dated 30-12-2020 was received regarding delay in sending of	Queries asked by stock exchange- Regulation 34(1) – The listed entity shall submit to	The Company has properly replied on 30-12-2020 that due to Covid there was delay in submission of	NSE letter vide Ref. No. NSE/LIST/SOP/ BCONCEPTS dated 20-07- 2021



	Annual Report for AGM 2020 to NSE emerge and asked for penalty also as per SOP.	the stock exchange and publish on its website: (a) a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders 2) Regulation 36(2) The listed entity shall send annual report referred to in sub-regulation 34(1), to the holders of securities, not less than twenty-one days before the annual general meeting.	annual report to the stock Exchange. The company has sent timely all annual reports to the shareholders.	received by company for accepting the reply and waiver of penalty. As this was related to previous year 2020-21 but NSE letter was received in the year 2021-22 and resolved.
2	Mail dated 26-05-2021 was received from NSE regarding clarification on Appointment of Mr. Manish Saksena as Independent Director of the Company	It was asked to provide clarification regarding Appointment of Mr Manish Saksena as Independent Director of the company w.e.f. May 24, 2021, in compliance with SEBI Letter dated June 14, 2018 read along with NSE Circular dated June 20, 2018.	The Company on 07-06-2021 uploaded clarification letter dated 03-06-2021 pursuant to Regulation 30 of SEBI (LODR) Regulation 2015, stating brief profile of the director and confirmation that Mr. Manish Saksena is not debarred from holding office of a director by virtue of any SEBI Order or any other such authority.	Clarification given so query resolved.
3	Letter dated 01-06-2021 was received from NSE regarding Shareholding	There was change in shareholding of one of the promoters of the Company, Mr. Prateek Maheshwari for the quarter ended 31 st March 2021. The shareholding as	Mr. Prateek Maheshwari, purchased 60,000 shares of the Company on 09-03-2021, pursuant	Clarification dated 02-06-2021 given so query resolved.



	g Pattern of March 31, 2021.	on 30 th September 2020 was 10,50,000 while the shareholding as on 31 st March 2021 was 11,01,000. The exchange requested to provide clarification.	to which disclosure was given to NSE dated 11-03-2021, but as per settlement pay-out dated 12-03-2021 he received only 51000 shares and received closeout file. The company again filed a disclosure for receipt of only 51000 shares to NSE dated 17-03-2021. A Letter dated 02-06-2021 was filed on BSE for clarification of the case.	
4	Mail dated 19-01-2022 from NSE and Letter dated 19-01-2022 from BSE was received asking for clarification regarding price movement which was after listing of shares on main board of NSE and also on BSE.	The exchanges have sought clarification on significant movement in price of shares, in order to ensure that investors have latest relevant information about the company and to inform the market place so that the interest of the investors is safeguarded.	The Company on 20-01-2022 uploaded a clarification letter on both the stock exchange specifying that the company is in compliance with SEBI (LODR) Regulations. Also, the movement in share price is purely market driven and the company is in no way connected with such movement in prices of shares.	Clarification Letter attached resolved the query.
5	Delay in filing Reconciliation of Share Capital	The Reconciliation of Share Capital Audit is required to be filed to the Stock Exchange in Both XBRL Format and as certificate	The Company received mail from BSE dated 03-02-2022 for filing of Reconciliation of	Report filed and it was the first time filing on BSE. Query Resolved.



	Audit (Reg 76 of SEBI (DP) Reg, 2018) in PDF format on BSE for the quarter ended 31st December 2021.	from Practising Company Secretary in PDF Format, within 30 days from the end of every quarter. For quarter ended 31 st December 2021 the XBRL was uploaded within time on 29-01-2022 but the PDF was not uploaded within due date.	Share Capital Audit also in PDF format, pursuant to which for quarter ended 31 st December 2021, PDF was uploaded on 04-02-2022.	
6	SDD corrections and revised shareholding pattern for quarter ended 31st December 2021.	<p>The letter from NSE was received on 15th March 2022 stating following two queries:</p> <p>1. Mrs. Annapurna Maheshwari and Mr. Prateek Maheshwari are covered under promoter / promoter group and appearing under the category of promoter / promoter group in shareholding pattern (SHP) but not in SDD (System Driven Disclosures) of Insider Trading.</p> <p>2. The Pledge holding of Mrs. Annapurna Maheshwari as submitted in shareholding Pattern is 6,00,000 but there is no pledge holding as per depositories data.</p> <p>The exchange requested to provide clarification.</p>	<p>1. Mrs. Annapurna Maheshwari and Mr. Prateek Maheshwari are directors and falls under the Promoter group of the Company. but not shown as promoter group under SSD database while in SHP they are categorised as part of promoter group, in order to make correction for same the corrections in SDD database was made.</p> <p>2. The pledge letter was given by company to the Axis Bank for the purpose of loan, the pledge was not accepted by bank and hence was not updated with the depository. However, the company filed SHP disclosing pledged shares of</p>	Corrected SDD (System Driven Disclosures) and also filed revised Shareholding Pattern for pledged shares on 20-04-2022. The queries resolved.

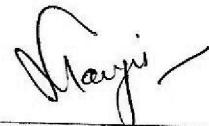


			6,00,000 and the exchange examined as per depository records which caused the difference. In order to make correction for same the revised SHP was filed on 20-04-2022.	
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial Compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	This is the first year of reporting.			

For Manju Mundra & Co.



CS Manju Mundra
FCS No.- 4431
C P No.- 3454

UDIN- F004431D000424004

Place: Indore
Date: 30-05-2022

