

Date: 13th February, 2023

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 - 400001

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

Dear Sir/Mam,

In continuation to our intimation dated 11th January 2023 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:

- a) To approve the Re-appointment of Mr. Prateek Maheshwari (DIN: 00039340) as a Managing Director of the Company.
- b) To approve the Re-appointment of Mr. Abhinav Kumar (DIN: 06687880) as a Chief Financial Officer & Executive Director 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 Sincerely,

For Brand Concepts Limited,

Swati Gupta
Company Secretary & Compliance Officer
Mem No. A33016

Registered Office: Lotus Star, Plot No. D-5, Road No. 20, Marol MIDC,
Andheri East Mumbai - 400093 (MH)

Annexure A

Date of the AGM/EGM	09 th January 2023 (Date of Notice of Postal Ballot)
Total number of shareholders on record date	2616
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	2 (Two)
Promoters and Promoter Group:	15 (Fifteen)
Public	



Resolution No: 1. As a Special Resolution

1. To approve the Re-appointment of Mr. Prateek Maheshwari (DIN: 00039340) as a Managing Director of the Company

Resolution required: (Ordinary/ Special)		Special						
Whether promoter / promoter group are interested in the agenda/resolution?		YES						
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	1253000	1253000	0	1253000	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	1253000	1253000	0	1253000	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	768149	768149	0	768147	2	99.9997%	0.0003%
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	768149	768149	0	768147	2	99.9997%	0.0003%
Total		2021149	2021149	0	2021147	2	99.9997%	0.0001%



Prateek Maheshwari

Resolution No: 2. As a Special Resolution

2. To approve the Re-appointment of Mr. Abhinav Kumar (DIN: 06687880) as a Chief Financial Officer & Executive Director 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	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	1253000	1253000	0	1253000	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	1253000	1253000	0	1253000	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	768149	768149	0	768147	2	99.9997%	0.0003%
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	768149	768149	0	768147	2	99.9997%	0.0003%
Total		2021149	2021149	0	2021147	2	99.9999%	0.0001%



Yours Sincerely,
For Brand Concepts Limited,



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-mmanju@mscsl.com

Report of Scrutinizer for Postal Ballot/E-Voting

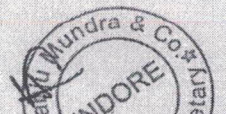
To,
The Chairman,
Brand Concepts Limited
Lotus Star, Plot No. D-5, Road No. 20,
Marol MIDC, Andheri East,
Mumbai - 400093 (MH)

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 09th January, 2023 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 Thursday, 12th January, 2023 and ended on 05.00 P.M. (IST) on Saturday, 11th February, 2023, 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 thereunder 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. Friday, January 06, 2023 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 09th January, 2023 and their shareholding as on that date has been reckoned for the





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purpose of arriving at the results of the postal ballot. I report that, the Notice was sent through e-mail to all members whose email id's were registered with the Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 2616.

4. The e-voting period remained open from Thursday 12th January, 2023 at 9:00 A.M. (IST) and ended at the close of working hours i.e. 5:00 P.M. (IST) on Saturday, 11th February, 2023 on the designated website of CDSL i.e. <https://www.evotingindia.com>.
5. On Thursday, January 12, 2023, 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. Further, the Company has also not received any physical ballot form and 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 "The Free Press Journal" (English), all editions and "Navshakti" (Marathi), Mumbai edition on Wednesday, January 11, 2023 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.





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9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Ms. Aashi Agrawal R/o. 853 Scheme No. 51, Sangam Nagar Indore MP 452001 and Ms. Tamanna Wadhwani R/o. M315, Khatiwala Tank Indore MP 452014, 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

Reappointment of Mr. Prateek Maheshwari (DIN: 00039340) as a Managing Directors of the Company.

Particular	E-Voting		
	Number of Member Voted	Votes Cast by them	% of Total number of valid votes cast
Favour	15	2021147	2021147
Against	2	2	2
Total	17	2021149	2021149

Resolution 2: Special Resolution

Reappointment of Mr. Abhinav Kumar (DIN: 06687880) as the Executive Director and Chief Financial Officer of the Company.

Particular	E-Voting		
	Number of Member Voted	Votes Cast by them	% of Total number of valid votes cast
Favour	15	2021147	2021147
Against	2	2	2





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Total	17	2021149	2021149
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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, February 11th, 2023, 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,

CS Manju Mundra
Company Secretary
M. No- 4431| COP- 3454
UDIN- F004431D003142225

MANJU MUNDRA
Company Secretary
FCS 4431 CP 3454

Place- Indore
Date- 11th February 2023

The following were the witness to the unblocking the votes cast through remote e-voting on 11th February, 2023.

Aashi Agrawal
Tamanna Wadhvani

Countersigned by:
For Brand Concepts Limited

Ms. Swati Gupta
Company Secretary and Compliance officer