

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,

Date: 30th May 2018

Sub: Outcome of the Board Meeting of **“BRAND CONCEPTS LIMITED” (Company)** held on Monday, 28th Day of May 2018, at 2:30 pm.

Dear Sir,

Due to some unavoidable circumstances the quick results cannot be able to file on time as stipulated under (LODR), Regulations, 2015. Hence find enclosure right away.

The Board of Directors of the Company at their meeting held on 28th May 2018 at 2:30 pm, at the corporate office, of the Company situated at 140/2/2, Musakhedi Square, Ring Road, Indore-452010, inter alia transacted the following businesses.

1. Considered and taken note of disclosure of interest of directors in Form MBP-1 as received from Directors under Section 184(1) of the Companies Act, 2013 read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014.
2. Considered and approved the Audited Financial Results for the Year ended on 31st March 2018. \
3. Considered appointment of B. Mantri & Co, Chartered Accountants as an Internal Auditor of the Company for the financial year 2018-19. (Brief Profile of Auditor is attached).
4. Considered and taken note of no disqualification in Form DIR-8 as received from the Directors under Section 164(2) of the Companies Act, 2013.
5. Considered and approved by Board to shift the registered office of the company within the same city.
6. Considered the remuneration of the Whole Time Director of the Company in compliance of Section 197 along with Schedule V of the Companies Act, 2013 that in the event of inadequate profits for any financial year, the remuneration payable will not exceed Rs. 84,00,000/- (Rs. Eighty Four Lacs Only) per year.

The Meeting was commenced at 2:30 pm and got concluded at 6:30 pm.

You are therefore requested to take this into your official records and oblige.

Thanking You,
Yours faithfully
For Brand Concepts Limited,

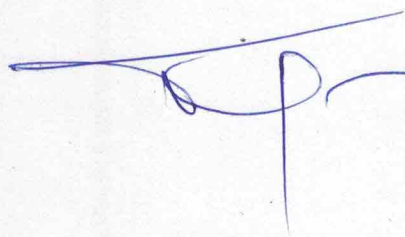

Prateek Maheshwari
Managing Director
DIN: 00039340



Registered Office: F- 55, First Floor, R. City Mall Phase -2 Opp. Presidential Towers
146, Lal Bahadur Shastri Marg Ghatkopar (W) Mumbai – 400086

Brief Profile of Internal Auditor:

Name	M/S B. Mantri & Co. Chartered Accountants M. No: 404399 FRN: 013559C
Terms of Appointment	M/S B Mantri & Co., Chartered Accountant, Indore is appointed as an Internal Auditor of the Company for the F.Y. 2018-19 at such remuneration as may be decided by the Board from time to time.
Office Address:	208-209, The Horizon, 11/5, South Tukoganj, Nath Mandir Road, Indore -452001 (M.P.).



Declaration

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

Date: 30th May 2018

Sub: Declaration (Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Pursuant to the requirement as specified by Regulations 33 of Security and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2016 it is hereby declared by the Auditors Report for the financial year ended as on 31st March, 2018 contains unmodified opinion as provided under the Independent Auditor's Report which is attached herewith for your reference.

You are kindly requested to take the above declaration in your records.

For Brand Concepts Limited,

Prateek Maheshwari
Managing Director
DIN: 00039340





Independent Auditor's Opinion

To the Members of
BRAND CONCEPTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **BRAND CONCEPTS LIMITED** which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

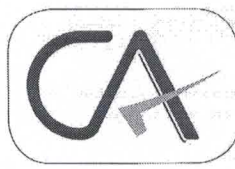
The Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standard specified under section 133 of the Act read with rule 7 of the Companies Accounts Rules (2014). This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.





Brand Concepts Ltd.: 31.03.2018

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

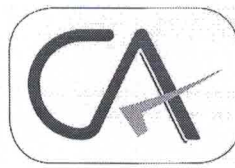
- (a) in case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- (b) in case of Statement of Profit and Loss, of the profit of the Company for the year ended on that date.
- (c) in case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013, and on the basis of such checks as we considered appropriate and in terms of information and explanations given to us and as they relate to the Company, we enclose in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the said Order to the extent applicable to the company.

2. As required by Section 143(3) of the Act, we report that:





Brand Concepts Ltd.: 31.03.2018

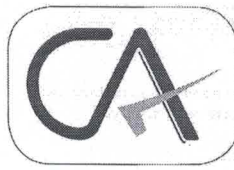
- (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund.

For **KHANDELWAL & JHAVER**
Chartered Accountants
FRN 003923C

ANIL K. KHANDELWAL
Prop.
M. No.072124



Place: INDORE
Date : 28 May 2018

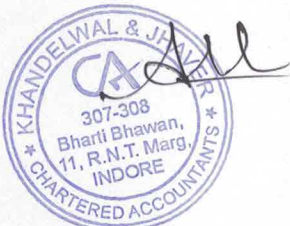


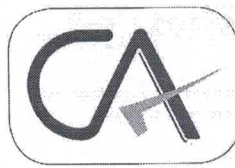
Brand Concepts Ltd.: 31.03.2018

ANNEXURE A TO THE AUDITORS' REPORT

Referred to in paragraph 1 of our report of even date.

1. a. The Company is in the process of completing fixed assets records showing full particulars including quantitative details and situation of fixed assets.
- b. We are informed that fixed assets have been physically verified by the management during the year except those which have been placed at third party's premises, and no discrepancy has been noticed on such verification. In our opinion, frequency of verification is reasonable having regard to the size of the company and the nature of its assets.
- c. There is no immovable asset held by the company requiring possession of title deed.
- 2 We are informed that the inventories have been physically verified by the management during the year frequency of which is reasonable. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. Discrepancies noticed on physical verification were not material and the same have been properly dealt with in books of accounts.
3. As per information provided to us, the company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability partnership or other parties covered in the register maintained under Section 189 of the Companies Act 2013 hence provisions of clauses 3(iii)(a) to (c) of the Order are not applicable.
4. There is no loan, investment, guarantee and security given by the company, hence provisions of section 185 & 186 of the companies act 2013 are not applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public during the year within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed there under.
6. As informed to us, the company is not required to maintain cost records as specified by the Central Government U/s 148(1) of the Act.





Brand Concepts Ltd.: 31.03.2018

7. a. According to the information and explanations given to us and the records examined by us, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, customs duty, cess and other material statutory dues applicable to it and there were no arrears of such statutory dues as on 31st March, 2018 for a period of more than six months from the date they became payable.

b. According to the information given, the particulars of dues with appropriate authorities on account of dispute are stated as below:

Name of Statute	Nature of Dues	Amount	Period	Forum
Sales Tax Act	M.P. CST	816613	2009-2010	TRIBUNAL APPEAL
Sales Tax Act	M.P. CST	1245863	2010-2011	TRIBUNAL APPEAL
Sales Tax Act	M.P. CST	978760	2011-2012	TRIBUNAL APPEAL
Sales Tax Act	M.P. CST	1782536	2012-2013	TRIBUNAL APPEAL
Sales Tax Act	M.P. CST	4356018	2013-2014	TRIBUNAL APPEAL
Sales Tax Act	M.P. CST	4710614	2014-2015	TRIBUNAL APPEAL
Sales Tax Act	MAHARASTRA CST	827228	2009-2010	APPEALATE AUTHORITY
Sales Tax Act	DELHI CST	2109823	2013-2014	APPEALATE AUTHORITY

8. The company is not in default as on the balance sheet date in repayments of loans and borrowings to financial institutions.

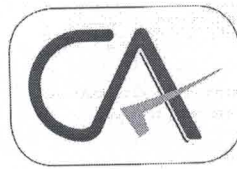
9. According to information and explanations given to us, the money raised by way of initial public offer and term loan, has been applied for the purposes they were taken.

10. During the course of our examination of the books and records of the company as carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the company or on the company, by its officers or employees, nor have we been informed of any such instance noticed or reported by the management.

11. According to information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule 5 to the Companies Act, 2013.

12. The Company is not a nidhi Company.





Brand Concepts Ltd.: 31.03.2018

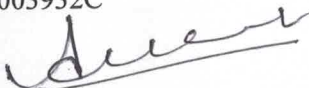
13. According to information and explanations given to us, transactions with related parties are in compliance with section 177 and 188 of the companies Act 2013, wherever applicable, and details have been disclosed in the financial statement as required by the applicable accounting standard.

14. According to the information and explanations given to us, and as per the records of the company examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence Clause 3 (xiv) is not applicable.

15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them.

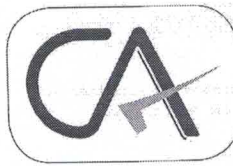
16. As informed to us, Company is not required to be registered under section 45-IA of the Reserve Bank of India, 1934.

For **KHANDELWAL & JHAVER**
Chartered Accountants
FRN 003932C


ANIL K. KHANDELWAL
Prop.
M.No. 072124



Place: INDORE
Date : 28 May 2018



Brand Concepts Ltd.: 31.03.2018

ANNEXURE B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial control over financial reporting of **BRAND CONCEPTS LIMITED** (hereinafter referred to as 'the Company') as at 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

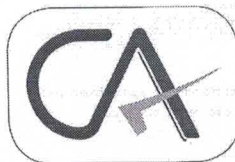
Management's Responsibility for Internal Financial Control

The Respective Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.





Brand Concepts Ltd.: 31.03.2018

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

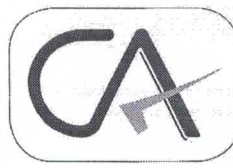
Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.





Brand Concepts Ltd.: 31.03.2018

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **KHANDELWAL & JHAVER**
Chartered Accountants
FRN 003923C

ANIL K. KHANDELWAL
Prop.
M. No.072124



Place: INDORE
Date : 28 May 2018

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH 2018

(Rs. In Lacs)

Particulars	Year Ended	
	Audited 31/03/2018	Audited 31/03/2017
1. Income from Operations		
(a) Net Sales/Income from Operations (Net of Excise Duty)	6,836.74	6,235.31
(b) Other Operating Income	-	-
Total Income from Operations (net)	6,836.74	6,235.31
2. Expenses:		
(a) Cost of Materials Consumed	-	-
(b) Purchase in stock-in-trade	3,071.91	4,109.61
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	128.44	(872.66)
(d) Employee benefit expenses	976.41	798.41
(e) Depreciation and amortization expenses	129.39	102.78
(f) Other expenses (Any Item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	1,913.98	1,597.05
Total Expenses	6,220.13	5,735.19
3.Profit/(Loss) from operations before income, finance costs and exceptional item.(1-2)	616.61	500.12
4.Other Income	20.86	23.67
5. Profit/(Loss) from ordinary activites before finance costs and exceptional items (3+4)	637.47	523.79
6.Finance Cost	334.30	300.04

7.Profit/(Loss) from ordinary activites after finance cost but before exceptional items (5-6)\	303.17	223.75
8. Exceptional Items	-	-
9. Profit/ (Loss) from ordinary activities before tax (7-8)	303.17	223.75
10.Tax expenses:	78.47	80.04
11.Net Profit /(Loss) from Ordinary activites after tax (9-10)	224.70	143.71
12. Extraordinary items (net of tax expenses)	-	-
13. Net Profit /(Loss) for the period (11-12)	224.70	143.71
14. Share of Profit/(Loss) of Associates*	-	-
15. Minority Interest *	-	-
16. Net Profit/(Loss) after taxes, minority interest and share of profit /(loss) of associates (13-14-15)	224.70	143.71
17. Paid-up equity share capital (Face Value of the shares shall be indicated)	10.00	10.00
18. Reserves excluding Revaluation Reserves as per Balance Sheet of Previous accounting year.	1,288.95	(378.49)
19.(i) Earning Per Share (before extraordinary items) (of Rs. 10/- each) (not annualised)		
a) Basic	2.83	2.05
b) Diluted	2.83	2.05
19.(ii) Earning Per Share (after extraordinary items) of Rs.10/- each) (not annualised):		
(a) Basic	2.83	2.05
(b) Diluted	2.83	2.05

For Brand Concepts Limited

Prateek Maheshwari
Managing Director



Registered Office: F-55, First Floor, R. City Mall Phase -2 Opp. Presidential Towers
146, Lal Bahadur Shastri Marg Ghatkopar (W) Mumbai - 400086

STATEMENT OF ASSESTS AND LIABILITIES

(Rs. In Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Rs.	Rs.
EQUITY & LIABILITIES		
(1) Shareholders' funds		
(a) Share Capital	1058.28	1400.00
(b) Reserves & Surplus	1288.95	-378.49
(2) Non-current liabilities		
(a) Long-term borrowings	465.82	713.88
(b) Long-term provisions	34.27	34.60
(3) Current liabilities		
(a) Short-term borrowings	1507.92	1047.00
(b) Trade payables	1450.99	1252.80
(c) Other current liabilities	685.31	599.06
(d) Short term provisions	1.48	1.48
Total (1+2+3)	6493.02	4670.33
ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	398.80	406.46
(ii) Intangible assets	0.69	1.02
(b) Deferred tax assets (Net)	73.94	118.88
(c) Long-term loans & advances	95.40	74.27
(2) Current assets		
(a) Inventories	1638.17	1766.62
(b) Trade receivables	3770.24	2126.07
(c) Cash & cash equivalents	110.23	57.52
(d) Short-term loans & advances	405.55	119.49
Total (1+2)	6493.02	4670.33

Notes:

- 1) The above results after being reviewed by the Audit Committee have been taken on record by the Board at its meeting held on 28/05/2018
- 2) The results displayed here are as furnished by the company at the relevant point of time.
- 3) Where no data is available for any of the immediately preceding period, than there will be no display for that period.
- 4) Previous Periods figures have been regrouped/rearranged, wherever necessary to confirm to current periods classifications.

For Brand Concepts Limited

Prateek Maheshwari
Managing Director

