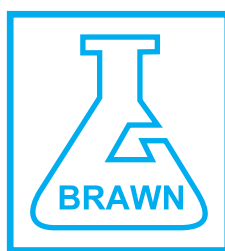




***30th Annual Report  
2014-2015***



**Brawn Biotech Limited**  
(Formerly Brawn Pharmaceuticals Limited)  
CIN : L74899DL1985PLC022468  
New Delhi

**30th Annual General Meeting**

**Date** 24th September 2015

**Day** Thursday

**Time** 3.30 P.M.

**Place** "The Executive Club"  
439, Vill-Shahoorpur,  
P.O. – Fatehpur Beri  
New Delhi – 110074

**BOARD OF DIRECTORS**

Sh. Brij Raj Gupta	Chairman-cum- Managing Director
Smt. Urmila Gupta	Director
Smt. Brij Bala Gupta	Director
Sh. Manohar Lal	Non Executive Independent Director
Sh. Mahesh Kumar Nanchal	Non Executive Independent Director
Sh. Trilok Singh	Non Executive Independent Director

**COMPANY SECRETARY**

Sh. Amit Bansal

**CHIEF FINANCIAL OFFICER**

Ms. Rati Garg

**AUDITORS**

M/s Satinder Saini & Co.

Chartered Accountants

514, Suneja Tower – 1, District Center

Janak Puri

New Delhi- 110058

**BANKERS**

Punjab National Bank

H-22, Tropical Building,

Connaught Place,

New Delhi- 110001

**REGISTERED OFFICE**

C-64, Lajpat Nagar-I,

New Delhi – 110024

**CORPORATE OFFICE**

4/4B, Asaf Ali Road,

Old Delhi Stock Exchange Building,

New Delhi – 110002

**REGISTRAR AND TRANSFER AGENT**

FOR BOTH PHYSICAL & DEMAT

M/s RCMC Share Registry Private Ltd.,

B-25/1, First Floor, Okhla Industrial Area,

New Delhi-110020

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**Brawn Biotech Limited**

**CIN: L74899DL1985PLC022468**

Regd. Office: C-64, Lajpat Nagar-1,  
New Delhi-110024

Ph. No. 011-32911528, Fax: 011-23275208

Email: [solution@brawnbiotech.com](mailto:solution@brawnbiotech.com), website: [www.brawnbiotech.com](http://www.brawnbiotech.com)

**NOTICE OF THIRTIETH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the THIRTIETH ANNUAL GENERAL MEETING of the members of "BRAWN BIOTECH LIMITED" will be held on Thursday 24th September 2015 at 03:30 P.M. at "The Executive Club", 439, Vill. Shahoorpur, P.O. – Fatehpur Beri, New Delhi-110074, to transact the following businesses:

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements of the company for the year ended 31<sup>st</sup> of March, 2015 including Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss for the year ended on that date together with Cash Flow Statement and the Reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Smt Urmila Gupta (DIN: 02061436), who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s Satinder Saini and Co., Chartered Accountants (Firm Regn. No. **008834N**), New Delhi, as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient to give effect to this resolution."

By order of the Board  
**For BRAWN BIOTECH LIMITED**

**Regd. Office:**  
C-64, Lajpat Nagar-1  
New Delhi – 110 024  
**Dated: 13<sup>th</sup> August, 2015**

**Amit Bansal**  
**Company Secretary**

**NOTES**

1.
  - a) A member entitled to attend and vote at the Annual General Meeting, is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company. However, the company shall have the right to fully verify the identity of proxy.
  - b) Proxies in order to be effective must be received at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
  - c) A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
  - d) Members / Proxies should bring the attendance slip duly filled in for attending the meeting along with their copy of Annual Report, as extra copies will not be supplied.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.  
In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
3. The relevant details of Directors seeking appointment/re-appointment at the AGM as required by clause 49 of the Listing Agreement with the Stock Exchanges, forms integral part of the notice.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company/Registrar & Share Transfer Agent (RTA).
5. Members who are holding physical shares in identical names in more than one folio are requested to write to the Company/ RTA to enable the Company to consolidate their holdings in one folio. Further, members are also requested to immediately notify to the Company/RTA any change in their address with the postal area pin code number quoting their folio number.
6. Register of Members of the Company will remain closed from Thursday the 17th September 2015 to Thursday the 24 September 2015, (both days inclusive) for the purpose of Annual General Meeting.
7. All documents referred to in the notice are open for inspection at the registered office of the company between 11.00 a.m. to 1.00 p.m. on all working days upto the date of the meeting.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready at the time of Annual General Meeting.
9. Electronic copy of the Annual Report for the financial period ending 31.03.2015, Notice of the 30<sup>th</sup> AGM of the Company, instructions for e-voting, along with the Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
10. Members may also note that the Notice of the 30<sup>th</sup> AGM and the Annual Report 2015 will be available on the Company's website, [www.brawnbiotech.com](http://www.brawnbiotech.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [solution@brawnbiotech.com](mailto:solution@brawnbiotech.com).



**1. VOTING THROUGH ELECTRONIC MEANS**

a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote E-Voting") will be provided by Central Depository Services (India) Limited.

b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

d. The remote e-voting period commences on **Sunday, September 20, 2015 (9.00 a.m.)** and ends on **Wednesday, September 23, 2015 (5.00 p.m.)**. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **17th day of September, 2015**, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.

**The instructions for members for voting electronically are as under:-**

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the address label.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
<p><b>Dividend Bank Details</b></p> <p><b>OR Date of Birth (DOB)</b></p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17th September 2015, may follow the same instructions as mentioned above for e-Voting.
- **Other instructions for E-voting**
- (A) In case of any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (B) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 17th September, 2015.
- (C) Mr. Gautam Goyal, Practicing Company Secretary (Membership No.: FCS No. 7973), have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (E) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (F) The results shall be declared on or after the AGM of the Company. The results of the e-voting along with the scrutinizer's report shall be available for inspection and also placed on the Company's website [www.brawnbiotech.com](http://www.brawnbiotech.com). The results will also be communicated to the stock exchanges where the shares of the Company are listed.



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES**

**Re-Appointment of Mrs. Urmila Gupta (DIN: 02061436) (Item No. 2)**

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, effective from 1<sup>st</sup> day of April, 2014, for the purpose of determining the directors liable to retire by rotation, the independent directors shall not be included in the total number of directors of the Company. In view of above, the remaining directors, being Executive Directors, are now made liable to retire by rotation at every Annual General Meeting in accordance with Section 152(6) of the Companies Act.

Mrs. Urmila Gupta, being longest in office, shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

A brief resume of Mrs. Urmila Gupta is provided in this Annual Report.

Accordingly, the Board recommends her re-appointment.

Except Mrs. Brij Bala Gupta and Mr. Brij Raj Gupta, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in agenda Item No. 2.

**PROFILE OF DIRECTORS AND OTHER DIRECTORSHIPS**

**Mrs. Urmila Gupta (DIN: 02061436)**

Mrs. Gupta is presently the Director of the Company. She has been appointed as Director in the year 2004 and since then she is playing a vital role in the Company.

Mrs. Gupta aged about 80 years is the wife of Late Shri Jagdish Prasad Gupta, who was a businessman in saw business. She has vast experience of Business, Trade & Industry for over 25 years. She looks after back office functions and plays a vital role in overall management of the company.

She holds no Equity Shares in the Company.

She is also a Director in M/s Brawn Laboratories Limited but does not hold membership of any committees of the Board of such other companies.

**DIRECTORS' REPORT**

Dear Shareholders,

The Directors have pleasure in presenting the Thirtieth Annual Report of your Company on the business & operations and Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2015 along with the Auditor's Report thereon.

**FINANCIAL RESULTS**

The Financial Results of the Company for the year ended 31<sup>st</sup> March 2015 are as follows:

<b>Particulars</b>	<b>(Rs. in Thousands)</b>	
	<b>Year ended 31.03.2015</b>	<b>Year ended 31.03.2014</b>
Gross Sales	<b>3,86,981.81</b>	<b>3,84,848.01</b>
Profit before Depreciation & Interest	<b>6,090.10</b>	<b>11,606.25</b>
Interest	<b>1,044.79</b>	<b>1,419.85</b>
Depreciation	<b>261.80</b>	<b>147.18</b>
Profit/(Loss) before Tax	<b>4,783.52</b>	<b>10,039.21</b>
Provision for Income Tax (MAT)	<b>1,802.66</b>	<b>1,058.50</b>
Creation of Deferred Tax Assets/(Deferred Tax Liabilities written back)	<b>137.85</b>	<b>(228.78)</b>
Net Profit/(Loss) from continuing operations	<b>2,843.00</b>	<b>9,209.49</b>
Extraordinary and exceptional items	-	<b>7,762.72</b>
Profit/(Loss) for the year	<b>2,843.00</b>	<b>1,446.77</b>
Profit/Loss brought forward	<b>(4400.78)</b>	<b>(5,847.55)</b>
Adjustment of Dep. In acc. with sch. II of Companies Act, 2013	<b>(266.50)</b>	-
Amount Available for Appropriation	<b>(1,824.58)</b>	<b>(4,400.78)</b>
<b>Appropriations</b>		
Transfer to General Reserve	-	-
Balance carried to Balance Sheet	<b>(1,824.58)</b>	<b>(4,400.78)</b>

**OPERATIONS AND PERFORMANCE**

During the year 2014-15, your Company's total sales and other income were Rs. 3,86,981.81 thousands and it earned profit before tax of Rs. 4,783.52 Thousands in contrast to previous year's sales of Rs. 3,84,848.01 Thousand in which it earned profits of Rs. 10,039.21Thousands. It is apparent from the financials shown above that the sale of the Company has been approximately constant with the previous year. The net profits of the Company have also increased manifold and approximately 100% enhancement can be seen. The Company is dealing in Critical Care range of Products alongwith other Pharmaceutical products and also exporting the pharmaceutical goods to some foreign countries, which results in tremendous growth in sale and profits of the Company.

**FUTUR PROSPECTS:**

The Company has also entered into international market in few foreign countries. The Company is aggressively making efforts in enhancing the export sale, as a result of which, the sale and profits of the Company have been constant in the previous Financial Year. In the current year also the Company is expecting exceptional growth in the turnover and profits of the Company.

**DIVIDEND**

Your Directors regret their inability to recommend any dividend for the year 2014-2015 to cover up the losses of the past years.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Companies Act, 2013 and pursuant to the company's new set of Articles of Association adopted at the 29<sup>th</sup> AGM, i.e. on 29.09.2014, the Independent Directors of the Company are not be liable to retire by rotation.

In view of the above, and pursuant to Section 152(6), the remaining directors, being Executive Directors, are now made liable to retire by rotation at every Annual General Meeting. Thus, Smt. Urmila Gupta, Director would be liable to retire by rotation.





Smt. Urmila Gupta, being longest in office, would retire at this Annual General Meeting.

Brief resume of Smt. Urmila Gupta, nature of her expertise in specific functional areas and the name of the public companies in which she holds the Directorship, as stipulated under Clause 49 of the Listing Agreement, is given in the notice convening the Annual General Meeting. The Board recommends her appointment as such.

The Independent Directors have submitted their declaration that they fulfill the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Pursuant to clause VII (1) of Schedule IV of the Companies Act, 2013, the Independent Directors had a separate meeting on 13.02.2015.

Pursuant to Section 203 of the Companies Act, 2013, the company designated, Ms. Rati Garg, as Chief Financial Officer under the Key Managerial Personnel of the Company. Her consent along with all required disclosures as per the Act were duly obtained and recorded.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the company, work performed by the internal, statutory and secretarial auditors and the reviews performed by the Board and its committees, the Board is of the opinion that the company's internal financial controls were adequate and effective during the financial year 2014-15.

Pursuant to Sec. 134 (5) of the Companies Act, 2013 the directors to the best of their knowledge and ability hereby report:

- i. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. that the directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2014-15 and of the profit of the company for the year;
- iii. that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. that the directors have prepared the annual accounts on a going concern basis;
- v. that the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **AUDITORS AND AUDITOR'S REPORT:**

##### **STATUTORY AUDITOR**

The Statutory Auditors, M/s Satinder Saini & Co., Chartered Accountants, New Delhi retires at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment. The Company has received letter from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limit under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Board recommends their appointment as auditors from the conclusion of this AGM to the conclusion of next AGM. The notes on accounts are self-explanatory with regards to auditors' observations. There were no qualifications, reservations or adverse remarks made by the Auditors for the year under review.

##### **SECRETARIAL AUDITORS:**

The Board had appointed M/s Guatam Goyal & Associates, Practicing Company Secretaries, as Secretarial Auditor to conduct the secretarial audit of the company for the financial year 2014-15, pursuant to the provisions of Section 204 of the Companies Act, 2013. The Report of the Secretarial Auditor forms part of the Board's Report as **Annexure 'A'**. Their report does not contain any observation requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

The Board at its meeting held on 13.08.2015 reappointed M/s Guatam Goyal & Associates, Practicing Company Secretaries, as Secretarial Auditor for FY 2015-16.

##### **CORPORATE GOVERNANCE**

Your Company believes in conducting the business with due compliance of all the applicable laws, rules and regulations. Although, the provisions of Clause 49 of the Listing Agreement are not applicable on our Company, the Company has duly implemented the system of corporate governance as per the requirements of the Listing Agreement. Detail report appears in the Annexure forming part of this report.

**VIGIL MECHANISM**

The Company has established a vigil mechanism which is overseen by the Audit Committee for the genuine concerns expressed by the employees and the Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The policy as approved by the Board is uploaded on the Company's website at <http://www.brawnbiotech.com/pharmapdf/Whistle%20Blower%20Policy.pdf>

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All related party transactions are negotiated on an arms-length basis and are in the ordinary course of business. None of the transactions with any of related parties were in conflict with the Company's interest. Suitable disclosures as required by the Accounting Standards (AS 18) have been made in the notes to the financial statements. Therefore, the provisions of Section 188(1) of the Companies Act, 2013 are not applicable. The policy on dealing with Related Party Transactions as approved by the Board is placed on the website at <http://www.brawnbiotech.com/pharmapdf/Related%20Party%20Transaction%20Policy.pdf>

**RISK MANAGEMENT POLICY OF THE COMPANY**

We have adopted a Risk management policy to identify and categorize various risks, implement measures to minimize impact of these risks where it is deemed necessary and possible, and a process to monitor them on a regular basis.

**REMUNERATION POLICY & BOARD EVALUATION**

The Board has adopted a Remuneration Policy as recommended by the Nomination & Remuneration Committee. It provides for the following:

- Criteria for determining Qualifications, Positive Attributes & Independence of the Directors.
- The basis for determining remuneration of the Directors, KMP's and other senior managerial personnel.
  - Some of the criteria's are:
    - Responsibilities & obligations of the personnel,
    - Strategies followed & successfully implemented,
    - Performance of the company,
    - Annual targets to the extent achieved,
    - In-depth knowledge & skills required for the job, etc.
- Defining of the Roles and Responsibilities along with the Remuneration of the KMP's and Senior managerial personnel.

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an Annual Performance Evaluation of its own performance and the Directors individually. The manner of evaluation of Independent Directors, Chairman and the Board as a whole was done at a separate meeting held by Independent Directors. The performance evaluation of Independent Directors was done by entire Board, excluding Directors being evaluated.

**DISCLOSURES****a) Number of Board & Committee Meetings:**

During the year under review, Fifteen Board meetings, Four Audit Committee meetings, Ten Stakeholders Relationship Committee meetings and One Nomination & Remuneration Committee meeting were convened and held. Details and attendance of such Board & Committees meetings are mentioned in Corporate Governance Report.

Pursuant to clause VII (1) of Schedule IV of the Companies Act, 2013, the Independent Directors had a separate meeting on 13.02.2015.

The Familiarization Program for the Independent Directors has been developed and has been uploaded on the website at

<http://www.brawnbiotech.com/pharmapdf/Familiarization%20Programme%20for%20Independent%20Directors.pdf>

- b) Deposits** – The Company has not accepted any deposit from public during the year under review.
- c) Share Capital** - There was no change in the Company's share capital during the year under review.
- d) Audit Committee** – The Company has duly constituted an Audit Committee, whose detailed composition and powers are provided in the Corporate Governance Report. There were no recommendations of the Audit Committee which have not been accepted by the Board during the financial year.



- e) **Extract Of Annual Return** - The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure 'B'** and is attached to this Report.
- f) **Disclosure pertaining to Managerial Remuneration** - Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as per **Annexure 'C'**.
- g) **Particulars of Loans, Guarantees or Investments under Section 186** – There were no loans, guarantees or investments made by the company during the year under review.
- h) **Prevention of Sexual Harassment** – The Company has zero tolerance for sexual harassment at workplace. A policy has been adopted in line with the Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the year, no complaints pertaining to sexual harassment were received.

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure 'D'** and is attached to this report.

**CORPORATE SOCIAL RESPONSIBILITY**

As per ceilings provided under Section 135 and the Rules made thereunder of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable on our Company.

**PARTICULARS OF EMPLOYEES**

The statement containing particulars of employees as required under section 197 of the Companies Act' 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

**EMPLOYEES RELATION**

Your Directors wish to express their sincere appreciation of the efficient services rendered by the employees at all levels throughout the company.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their gratitude to the Government Authorities, Company's Bankers, Dealers, Customers and its Business Associates for their valued support extended to the company.

PLACE: New Delhi  
DATE: 13.08.2015

For and on behalf of the Board of Directors  
**(B.R. Gupta)**  
**CHAIRMAN-CUM-MANAGING DIRECTOR**

**ANNEXURE 'A' TO THE DIRECTORS' REPORT**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment  
and Remuneration Personnel) Rules, 2014]**

To

The Members,  
M/s. Brawn Biotech Ltd.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **Brawn Biotech Ltd.** (hereinafter called "the Company"). Secretarial Audit 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 Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended **31<sup>st</sup> March, 2015**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of foreign Direct Investment, Overseas Direct Investment, External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
    - (b) The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client
    - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2009;
- Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guidelines, 1999;
- (vi) Other laws applicable to the Company are listed below:
- (a) The Employees Provident Fund & Miscellaneous Provisions Act, 1952;
  - (b) The Employees State Insurance Act, 1948;
  - (c) Income Tax Act, 1961
  - (d) Industrial Dispute Act, 1947
  - (e) Minimum Wages Act, 1948
  - (f) Payment of Bonus Act, 1965
  - (g) Payment of Gratuity Act, 1972

We have also examined compliance with the applicable clauses of the following: secretarial Standards issued by The Institute of Company Secretaries of India: *Not Applicable as were notified with effect from 01<sup>st</sup> July, 2015;*



(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) and Delhi Stock Exchange (DSE);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Gautam Goyal & Associates**  
**Company Secretaries**

**Gautam Goyal**  
**FCS No.: 7973**  
**C.P No.: 8938**

**Place:** New Delhi  
**Date:** 13<sup>th</sup> August 2015

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

**Annexure A**

To  
The Members  
M/s. Brawn Biotech Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Gautam Goyal & Associates**  
**Company Secretaries**

**Gautam Goyal**  
**FCS No.: 7973**  
**C.P No.: 8938**

**Place:** New Delhi  
**Date:** 13<sup>th</sup> August 2015



**ANNEXURE 'B' TO THE DIRECTORS REPORT**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2015**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L74899DL1985PLC022468
2.	Registration Date	27-11-1985
3.	Name of the Company	BRAWN BIOTECH LIMITED
4.	Category/Sub-category of the Company	WHOLESALE OF PHARMACEUTICAL AND MEDICAL GOODS
5.	Address of the Registered office & contact details	C-64, LAJPAT NAGAR-1, NEW DELHI-110024
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	RCMC SHARE REGISTRY PRIVATE LIMITED B-25/1, 1 <sup>ST</sup> FLOOR, OKHLA INDUSTRIAL AREA PH ASE-II, NEW DELHI-110020 TEL. 011-26387320, 21 FAX: 011-26387322

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY ( All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of ma in products / services	NIC Code of the Product/service	% to total turnover of the company
1	WHOLESALE OF PHARMACEUTICAL AND MEDICAL GOODS	46497	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NA**

**iv. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)  
Category wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	211776	1156200	1367976	45.59	211776	1156200	1367976	45.59	Nil
b) Central Govt	0	0	0	0	0	0	0	0	Nil
c) State Govt(s)	0	0	0	0	0	0	0	0	Nil
d) Bodies Corp.	0	68100	68100	2.27	0	68100	68100	2.27	Nil
e) Banks / FI	0	0	0	0	0	0	0	0	Nil
f) Any other	0	0	0	0	0	0	0	0	Nil



<b>Total shareholding of Promoter (I)</b>	211776	1224300	1436076	47.86	211776	1224300	1436076	47.86	Nil
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	17800	17800	0.59	0	17800	17800	0.59	Nil
b) Banks / FI	0	0	0	0	0	0	0	0	Nil
c) Central Govt	0	0	0	0	0	0	0	0	Nil
d) State Govt(s)	0	0	0	0	0	0	0	0	Nil
e) Venture Capital Funds	0	0	0	0	0	0	0	0	Nil
f) Insurance Companies	0	0	0	0	0	0	0	0	Nil
g) FIs	0	0	0	0	0	0	0	0	Nil
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	Nil
i) Others (specify)	0	0	0	0	0	0	0	0	Nil
<b>Sub-total (B)(1):-</b>	0	17800	17800	0.59	0	17800	17800	0.59	Nil
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	42083	3700	45783	1.53	39261	3700	42961	1.43	-0.10
ii) Overseas	0	0	0	0	0	0	0	0	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	744297	478353	1222650	40.75	778933	469423	1248356	41.62	0.87
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	114883	69800	184683	6.16	93956	69800	163756	5.46	-0.70
c) Others (Specify)									
Non Resident Indians	34646	54200	88846	2.96	32308	54200	86508	2.88	-0.08
Hindu Undivided Family	0	0	0	0	0	0	0	0	Nil
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	Nil
Foreign Nationals	0	0	0	0	0	0	0	0	Nil
Clearing Members	4462	0	4462	0.15	4843	0	4843	0.16	0.01
Trusts	0	0	0	0	0	0	0	0	Nil
Foreign Bodies - DR	0	0	0	0	0	0	0	0	Nil
<b>Sub-total (B)(2):-</b>	940371	606053	1546424	51.55	949301	597123	1546424	51.55	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	940371	623853	1564224	52.14	949301	614923	1564224	52.14	Nil
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	Nil
<b>Grand Total (A+B+C)</b>	1152147	1848153	3000300	100	1161077	1839223	3000300	100	Nil





**B) Shareholding of Promoter-**

S.N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	A B Pharma P Ltd	68,100	2.27	NA	68,100	2,27	NA	NA
2	Adarsh Kumar Gupta	1,87,650	6.25	NA	1,87,650	6.25	NA	NA
3	Asha Aggarwal	2,000	0.07	NA	2,000	0.07	NA	NA
4	Ashok Kumar Aggarwal	2,000	0.07	NA	2,000	0.07	NA	NA
5	Atul Gupta	61,500	2.05	NA	61,500	2.05	NA	NA
6	Basant Kumar Goswami	1,600	0.05	NA	1,600	0.05	NA	NA
7	Bhawna Gupta	27,700	0.92	NA	27,700	0.92	NA	NA
8	Bishan dass dogra Sarla dogra	2,000	0.07	NA	2,000	0.07	NA	NA
9	Brij Bala Gupta	89,600	2.99	NA	89,600	2.99	NA	NA
10	Brij Raj Gupta	3,77,650	12.59	NA	3,77,650	12.59	NA	NA
11	Bhawna Goyal	4,750	0.16	NA	4,750	0.16	NA	NA
12	Chandra Prakash	22,950	0.76	NA	22,950	0.76	NA	NA
13	Humaira Farooq	2,000	0.07	NA	2,000	0.07	NA	NA
14	Kalhan Bazaz Bhushan Bazaz	2,000	0.07	NA	2,000	0.07	NA	NA
15	Kavita Gupta	44,900	1.50	NA	44,900	1.50	NA	NA
16	Kush Gupta	13,050	0.43	NA	13,050	0.43	NA	NA
17	Love Gupta	10,800	0.36	NA	10,800	0.36	NA	NA
18	Madhu Bansal	21,300	0.71	NA	21,300	0.71	NA	NA
19	Mahesh Kumar Nanchal	29,00	0.10	NA	2,900	0.10	NA	NA
20	Mahesh Kumar Nanchal	200	0.01	NA	200	0.01	NA	NA
21	Mamta Gupta	24,000	0.80	NA	24,000	0.80	NA	NA
22	Maneet Kaur Chhatwal	2,000	0.07	NA	2,000	0.07	NA	NA
23	Mohan Bazar Heemal Bazar Bhasin	2,000	0.07	NA	2,000	0.07	NA	NA
24	Mohinder singh Shah	2,000	0.07	NA	2,000	0.07	NA	NA
25	Nitin Gupta	1,37,426	4.58	NA	1,37,426	4.58	NA	NA
26	Nupur Vibhuti	2,500	0.08	NA	2,500	0.08	NA	NA
27	Pradip Prasad Maharani Prasad	2,000	0.07	NA	2,000	0.07	NA	NA
28	Rameshwari Devi Virender Mohan	2,000	0.07	NA	2,000	0.07	NA	NA
29	Shanta Bazaz	2,000	0.07	NA	2,000	0.07	NA	NA
30	Shashi Bala Gupta	2,09,600	6.99	NA	2,09,600	6.99	NA	NA
31	Shri Ram Gupta	99,400	3.31	NA	99,400	3.31	NA	NA
32	Surabhi Vibhuti	2,500	0.08	NA	2,500	0.08	NA	NA
33	Tilak Raj Nijhara Nita Nijhara	2,000	0.07	NA	2,000	0.07	NA	NA
34	Virender Mohan Rameshwari Devi	2,000	0.07	NA	2,000	0.07	NA	NA





**C) Change in Promoters' Shareholding (please specify, if there is no change): No Change**

**D) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Date as and when purchased/ sold shares	No. of shares purchased/ sold during the Year	% change in shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company			
1	Sushil Kumar Agarwal	69800	2.33	69800	2.33	NA	NA	NA
2	Jayant Vishanji Kotak	20079	0.74	20079	0.74	NA	NA	NA
3	Gopal Dhalumal	18500	0.62	18500	0.62	NA	NA	NA
4	Jagdish Daral	18220	0.61	18220	0.61	NA	NA	NA
5	Daksha Vishanji Kotak	13514	0.45	15014	0.50	30.05.2014	1500	+0.05
6	O P Chugh	11500	0.38	4018	0.13	06.03.2015 20.03.2015 27.03.2015	-11500 5000 -982	-0.25
7	Shrabonti Howlader	10927	0.36	5859	0.20	16.01.2015 23.01.2015	-4967 -101	-0.16
8	Credit Capital Investment Trus	10400	0.35	10400	0.35	NA	NA	NA
9	Atul Gupta	9250	0.31	9250	0.31	NA	NA	NA
10	Surendra Pal Garg	8000	0.27	8000	0.27	NA	NA	NA
11	Anjanaben Anilkumar Patel	7595	0.25	2204	0.07	23.01.2015 30.01.2015	-3491 -1900	-0.18
12	Sunil Khandelwal	6868	0.23	6868	0.23	NA	NA	NA
13	Vicco Products (Bombay) Limited	6300	0.21	6300	0.21	NA	NA	NA
14	Mardula Agarwal	6300	0.21	6300	0.21	NA	NA	NA
15	Deepak Haribhai Gaudani	0	0	6519	0.22	31.10.2014 07.11.2014 28.11.2014 05.12.2014	1400 1688 2031 1400	+0.22

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	1. Brij Raj Gupta	377650	12.59%	377650	12.59%
	2. Brij Bala Gupta	89600	2.99%	89600	2.99%
	3. Mahesh Kumar Nanchal	3100	0.11%	3100	0.11%
<b>There is no change in the shareholding of Directors &amp; KMPs at the end of the year</b>					



**V INDEBTEDNESS** -Indebtedness of the Company including interest outstanding /accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	61400.00	NIL	NIL	61400.00
ii) Interest due but not paid	NIL			0
iii) Interest accrued but not due	NIL			0
<b>Total (i+ii+iii)</b>	61400.00			61400.00
<b>Change in Indebtedness during the financial year</b>				
· Addition	1460000.00	NIL	NIL	1460000.00
· Reduction	(422554.00)			(422554.00)
<b>Net Change</b>	1037446.00			1037446.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1098846.00	NIL	NIL	1098846
ii) Interest due but not paid	0			0
iii) Interest accrued but not due	0			0
<b>Total (i+ii+iii)</b>	1098846.00			1098846.00

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income -tax Act, 1961	No remuneration of any kind had been paid to the Directors during the year 2014-15	No remuneration of any kind had been paid to the Directors during the year 2014-15
2	Stock Option, Sweat Equity, Commission		
	Total (A)		
	Ceiling as per the Act	NA	NA

**B. Remuneration to other directors (Independent Directors):** No remuneration is paid to Independent Directors

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		MR. AMIT BANSAL (CS)	MS. RATI GARG (CFO)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income -tax Act, 1961	711920	280200	992120
		NA	NA	NA
2	Stock Option, Sweat Equity, Commission, Others	NA	NA	NA
	Total (A)	711920	280200	992120

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:** No penalties, punishment have been imposed on the Company, its Directors and other Officers under the Companies Act, 2013.



**ANNEXURE 'C' TO THE DIRECTORS' REPORT**

**PARTICULARS OF REMUNERATION**

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is as follows:

- a) The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the financial year:

Name of person	Ratio to Median Remuneration
<b>Non-Executive Directors</b>	<b>0.00</b>
<b>Executive Directors</b>	
Mr. Brij Raj Gupta	<b>0.00</b>

- b) The percentage increase in Remuneration of each Director, Chief Financial Officer, Company Secretary, in the financial year:

Name of person	% Increase in Remuneration
<b>Non-Executive Directors</b>	<b>0.00</b>
<b>Executive Directors</b>	
Mr. Brij Raj Gupta	<b>0.00</b>
<b>KMP</b>	
Mr. Amit Bansal (CS)	<b>19.00</b>
Ms. Rati Garg (CFO)	<b>0.00</b>

- c) The percentage increase in the Median Remuneration of employees in the financial year: **16.6%**
- d) The number of permanent employees on the rolls of Company as on 31.03.2015 employees is **35**.
- e) The explanation on the relationship between: Average increase in Remuneration and Company Performance - On an average, employee received an increase of **15%**. The increase in remuneration is in line with the market trends and is linked to organization performance.
- f) Comparison of the Remuneration of the Key Managerial Personnel against the Performance of the Company:

Particulars	Rs/Lac
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (Aggregate)	9.92
Remuneration (as % of revenue i.e. Rs. 3869.82 Lakhs)	0.26%
Remuneration (as % of PBT i.e. Rs. 47.84 Lakhs)	20.74%

- g) Variation in the Market Capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year

Particulars	Unit	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014	Variation
Closing rate of share at BSE	Rs.	10.06	4.57	120.14%
EPS	Rs.	0.99	0.39	153.85%
Market Capitalisation	Rs/lac	301.83	137.11	120.14%
Price Earnings Ratio	Ratio	10.16	11.72	13.31%



- h)** Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration. The average increase in salaries of employees in 2014 -15 was **15%**. Percentage increase in the Managerial Remuneration for the year was **19.00%**.
- i)** Comparison of each Remuneration of the Key Managerial Personnel against the performance of the company

Particulars	Managing Director	Rs. In Lakhs	
		CS	CFO
Remuneration	Nil	7.12	2.80
Remuneration (as % of revenue i.e. Rs. 3869.82 Lakhs)	Nil	0.18	0.07
Remuneration (as % of PBT i.e. Rs. 47.84 Lakhs)	Nil	14.88	5.85

- j) The key parameters for any variable component of Remuneration availed by the Directors :**  
Noremuneration and perquisites to Chairman and Managing Director were paid and hence no approval by the members had been required. Further the Non Executive Directors are getting/not getting sitting fees for attending Board & Committee Meetings.
- k)** The ratio of the remuneration of the highest paid Director to that of employees who are not Directors but receive remuneration in excess of the highest paid Directors during the year: **Not Applicable.**
- l)** Affirmation that the remuneration is as per the remuneration policy of the Company. The Company's Remuneration Policy is driven by the success and performance of the individual employees and the Company. The Company affirms Remuneration is as per the Remuneration policy of the Company.

**ANNEXURE 'D' TO THE DIRECTORS' REPORT**

**INFORMATION AS PER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED MARCH 31, 2015.**

**(A) CONSERVATION OF ENERGY, POWER AND FUEL CONSUMPTION**

The company is taking all measures to conserve Energy, Power and Fuel Consumption.

- |       |   |                         |
|-------|---|-------------------------|
| (i)   | Energy Conservation Measure taken                     | N.A.                    |
| (ii)  | Usage of Alternate Sources of Energy                  | N.A.                    |
| (iii) | Capital Investments in Energy Conservation Equipments | N.A.                    |
| (B)   | Technology absorption                                 | N.A.                    |
| (C)   | Expenditure on R&D                                    | N.A.                    |
| (D)   | Foreign Exchange earnings                             | Rs. 334,368.46 Thousand |

(Rs. in Thousands)

		Year ended 31 <sup>st</sup> March 2015	Year ended 31 <sup>st</sup> March 2014
a)	Total foreign Exchange earned	334,368.46	2,78,597.92
b)	Total foreign Exchange used on Import of raw materials, spare parts and capital goods	-	-
c)	Expenditure in Foreign Currencies for travels, subscription, consumables stores, goods for resale, commission on export sales etc.	-	-
d)	Remittance during the year in foreign currency on account of dividend.	-	-

For and on behalf of the Board of Directors  
**(B.R. Gupta)**

PLACE: New Delhi  
DATE: 13.08.2015

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****OUTLOOK**

The pharmaceutical industry is core to the Indian economy, a battle ground of major global majors in the pharmaceutical sectors. The industry is increasingly responding to the need to reduce various vulnerable diseases and enhance safety through vast development of life savings drugs and medicines. Its growth is being catalyzed by a significant gap between demand and supply of the pharmaceutical products. As a result, with increasing competition, consumer preference will become paramount and product differentiation is expected to play a major role in success.

**FINANCIAL AND OPERATIONAL PERFORMANCE**

The same has been discussed in the Board of Directors' Report.

**HUMAN RESOURCES**

Adequate facilities and opportunities are also being provided to the staffs to update themselves in the fast changing era of technologies.

**COMPANY PERFORMANCE**

The company could not leverage its rich technological and marketing strengths to its full capacity during the period under review due to various constraints. Even in this challenging situation the Company strives to regain its lost vigour and vitality.

**INTERNAL CONTROL & ADEQUACY**

Your company has a proper and adequate system of internal control. Your company also ensures that transactions are authorized, recorded and reported correctly.

**PROSPECTS**

In the wake of the ongoing economic reforms, the company is expected to make a strong showing through its current emphasis on high value added jobs, which would require considerable reinforcement in the areas of pharmaceuticals and image building as a reliable supplier with quality assurance.

**CAUTIONARY NOTE**

The MD&A, detailing the Company's objectives, projections, estimates and expectations, may contain 'forward looking statements' within the meaning of applicable laws and regulations. These statements are based on certain assumptions and expectations of future events. The actual results may differ substantially or materially from those expressed or implied. The company assumes no responsibility to publicly amend, modify or revise any forward working statements, on the basis of any subsequent developments, information or events.

**REPORT ON CORPORATE GOVERNANCE**

The Company continues to implement the code of Corporate Governance during the year under reference in terms of clause 49 of the Listing Agreement with Stock Exchanges.

**1. BRIEF NOTE ON COMPANY'S PHILOSOPHY**

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. A good Corporate Governance leads to long term shareholders value and enhances interest of other stakeholders. It brings in to focus the fiduciary and trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

The Company has always believed in good Corporate Governance and Standard Corporate Practice. The company has always remained prompt and regular in discharging its statutory obligations and duties.

The Board of Directors has constituted various committees such as Audit Committee, Remuneration Committee and Shareholders'/Investors' Grievances Committee. The meetings of the Board and Committees thereof have been held as frequently as required for proper and effective control over the affairs of the Company. All the directors, attending the Board and Committee Meetings, actively participate in the proceedings.



**2. BOARD OF DIRECTORS**

The Board of Directors comprises one Chairman-cum-Managing Director, two Non Executive Promoter Director and three Non Executive Independent Directors.

During the year, 15 Board Meetings were held.

The particulars regarding composition of the Board of Directors, particulars of Director's, other directorship of other public limited Companies and their attendance in the Meetings held during the year under review are given hereunder:

Name of the Director s & Category of Directorship		Directorship in other public limited companies		Committees Membership held in Other public Companies		No. of Board Meetings during the year		Attend ed Last AGM	No. of share held in the company
		Total	As Chairman	Total	Chairman	Held	Attend ed		
B.R. Gupta	Chairman & M.D	1	NIL	NIL	NIL	15	15	Yes	3,77,650
Brij Bala Gupta	Non-Executive Promoter Director	1	NIL	NIL	NIL	15	15	No	89,600
Urmila Gupta	Non-Executive Director	1	NIL	NIL	NIL	15	6	No	NIL
Manohar Lal	Non-Executive Independent Director	NIL	NIL	NIL	NIL	15	15	Yes	NIL
Mahesh Kumar Nanchal	Non-Executive Independent Director	NIL	NIL	NIL	NIL	15	15	No	3,100
Mr. Trilok Singh	Non-Executive Independent Director	NIL	NIL	NIL	NIL	15	15	Yes	NIL

**3. COMMITTEE OF THE BOARD**

The Board of Directors have constituted the following Committees with adequate delegation of powers.

**A. Audit Committee**

Composition of Audit Committee meets all the criteria as prescribed by law. The committee comprises of three Directors, who are Non Executive & Independent. It met four times during the year 2014-15 on 29<sup>th</sup> May, 2014; 13<sup>th</sup> August, 2014, 13<sup>th</sup> November, 2014 and 13<sup>th</sup> February, 2015.

The details of the meeting of Audit Committee attended by the members are as under:-

Members of Audit Committee	Category	Meetings held	Meetings attended
Mr. Manohar Lal	Chairman	4	4
Mr. Mahesh Kumar Nanchal	Member	4	4
Mr. Trilok Singh	Member	4	4

**B. Share Transfer & Shareholders/Investors' Grievance/ Stakeholder Relationship Committee**

The Share Transfer & Shareholders/Investors' Grievance / Stakeholder Relationship Committee of the Company looks into the matters like transfer/transmission, issuance of duplicate shares, non-receipt of Annual Reports and declared dividend etc. and investigate the investor's complaints and take necessary steps for redressal thereof.

The details of the meeting of Share Transfer & Shareholders/Investors' Grievance/ Stakeholders Relationship Committee attended by the members are as under:-

Members	Category	Meetings held	Meetings attended
Mr. Manohar Lal	Chairman	4	4
Mr. Mahesh Kumar Nanchal	Member	4	4
Mr. Trilok Singh	Member	4	4

**C. Nomination and Remuneration Committee**

Remuneration Committee of the Board of Directors recommends/reviews the remuneration package of Managing Director & Whole Time Directors. The Remuneration Committee comprises of following Directors.

Members	Category
Mr. Manohar Lal	Chairman
Mr. Mahesh Kumar Nanchal	Member
Mr. Trilok Singh	Member

**1. General Body Meeting**

(i) Location and time where last three AGMs were held:

Year	Date	Location	Time
2013-14	29th September, 2014	Executive Club, 439, Vill -Shahoorpur, P.O., Fatehpur Beri, N.D-110074	3.00 p.m.
2012-13	28th September, 2013	Executive Club, 439, Vill -Shahoorpur, P.O., Fatehpur Beri, N.D-110074	3.00 p.m.
2011-12	28th September, 2012	Executive Club, 439, Vill -Shahoorpur, P.O., Fatehpur Beri, N.D-110074	3.00 p.m.

(ii) Special resolutions passed in the previous 3 AGMs :  
Special Resolution for adoption of new set of Articles as per Companies Act, 2013 had been passed in the last AGM dated 29<sup>th</sup> September 2014.

(iii) No Special resolution is proposed to be conducted through Postal Ballot.

**2. Means of Communication**

- Quarterly Results: Dissemination through publication in newspaper as required under Listing Agreement.
- Newspapers wherein results normally published –Jansatta (in Hindi) and Financial Express (in English).
- The financial results and official news releases are also available on the company's website at [www.brawnbiotech.com](http://www.brawnbiotech.com)

**3. GENERAL SHAREHOLDERS INFORMATION****(i) Details of Forthcoming Annual General Meeting**

Date	24 <sup>th</sup> September, 2015
Time	03.30 P.M.
Venue	The Executive Club", 439, Vill – Shahoorpur, P.O. – Fatehpur Beri, New Delhi-110074



Financial year	The financial year of the company is for a period of 12 months from 1 <sup>st</sup> April to 31 <sup>st</sup> March every year.
Date of Book Closure	17-09-2015 to 24-09-2015
Listing on Stock Exchanges	Bombay Stock Exchange Limited; Delhi Stock Exchange Limited
Financial Calendar (Tentative)	1. Results for the Quarter ending June'15- mid of Aug' 15 2. Results for the Quarter ending Sep'15- mid of Nov' 15 3. Results for the Quarter ending Dec'15- mid of Feb' 16 4. Results for the Quarter ending Mar'16- end of May' 16
Registrar and Share Transfer Agent	M/s. RCMC Share Registry Private Limited B-25/1, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase -II, New Delhi-110020
Dematerialisation of Shares	11,61,077 shares i.e. 38.70% (As on 31.03.2015)
Address for Correspondence	4/4B, Asaf Ali Road, Old Delhi Stock Exchange Building, New Delhi-110002, Phone: 32911528, 32911529, Fax: 011 -23275208

**(ii) Distribution of Shareholding as on 30.06.2015**

Shareholding of value of Rs.	Shareholders		Share holdings		
	Number	% to total	Shares	Amount	% to total
UPTO TO 5000	5983	93.38	729739	7297390.00	24.32
5001 TO 10000	193	3.01	165718	1657180.00	5.52
10001 TO 20000	129	2.01	213976	2139760.00	7.13
20001 TO 30000	43	0.67	111868	1118680.00	3.73
30001 TO 40000	16	0.25	55320	553200.00	1.84
40001 TO 50000	13	0.20	61017	610170.00	2.03
50001 TO 100000	8	0.12	54676	546760.00	1.82
100001 and Above	22	0.34	1607986	16079860.00	53.59
<b>** G Total</b>	<b>6407</b>	<b>100.00</b>	<b>3000300</b>	<b>30003000.00</b>	<b>100.00</b>





**Annexure II  
BRAWN BIOTECH LIMITED**

**(1) (a) Statement showing Shareholding Pattern as on 30/06/2015**

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total Number of Shares (IV)	Number of shares held in dematerialized form (V)	Total Shareholding as a percentage of total no. of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	No. of shares (VIII)	As a percentage (IX)=(VIII)/(IV)*100
<b>(A) Shareholding of promoter and promoter Group</b>								
<b>(1) Indian</b>								
(a)	INDIVIDUALS/HUF	33	13,75,060	2,18,860	45.83	45.83	0	0.00
(b)	CENTRAL GOVERNMENT/STATE GOVERNMENT	0	0	0	0.00	0.00	0	0.00
(c)	BODIES CORPORATE	1	68,100	0	2.27	2.27	0	0.00
(d)	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0.00	0.00	0	0.00
(e)	ANY OTHER (SPECIFY)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (1)	34	14,43,160	2,18,860	48.10	48.10	0	0.00
<b>(2) Foreign</b>								
(a)	INDIVIDUALS(NRI)/FOREIGN INDIVIDUALS	0	0	0	0.00	0.00	0	0.00
(b)	BODIES CORPORATE	0	0	0	0.00	0.00	0	0.00
(c)	INSTITUTIONS	0	0	0	0.00	0.00	0	0.00
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0.00	0	0.00
(e)	ANY OTHER (SPECIFY)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (2)	0	0	0	0.00	0.00	0	0.00
	Total (A)	34	14,43,160	2,18,860	48.10	48.10	0	0.00
<b>(B) Public shareholding</b>								
<b>(1) Institutions</b>								
(a)	MUTUAL FUNDS/UTI	5	17,800	0	0.59	0.59	0	0.00
(b)	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0.00	0.00	0	0.00
(c)	CENTRAL GOVERNMENT/STATE GOVERNMENT	0	0	0	0.00	0.00	0	0.00
(d)	VENTURE CAPITAL FUND	0	0	0	0.00	0.00	0	0.00
(e)	INSURANCE COMPANIES	0	0	0	0.00	0.00	0	0.00
(f)	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.00	0.00	0	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0.00	0	0.00
(h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0.00	0	0.00
	Sub-Total (B) (1)	5	17,800	0	0.59	0.59	0	0.00
<b>(2) Non-institutions</b>								
(a)	BODIES CORPORATE	55	50,153	46,453	1.67	1.67	0	0.00
(b)	i) INDIVIDUALS -HOLD UPTO 1 LAKH (NOM VALUE)	6257	12,23,311	7,54,788	40.77	40.77	0	0.00
	ii) INDIVIDUALS -HOLD ABOVE 1 LAKH (NOM VALUE)	5	1,76,376	1,06,576	5.88	5.88	0	0.00
(c)	ANY OTHER (SPECIFY)- CLEARING MEMBERS	6	4,433	4,433	0.15	0.15	0	0.00
	NON-RESIDENTS	45	85,067	30,867	2.84	2.84	0	0.00
	FOREIGN COMPANY	0	0	0	0.00	0.00	0	0.00
	TRUSTS	0	0	0	0.00	0.00	0	0.00
	Sub-Total (B) (2)	6368	15,39,340	9,43,117	51.31	51.31	0	0.00
	Total (B)	6373	15,57,140	9,43,117	51.90	51.90	0	0.00
	Total (A+B)	6407	30,00,300	11,61,977	100.00	100.00	0	0.00



<b>(C) Shares held by Custodians and against which</b>							
<b>Depository Receipts have been issued</b>							
SHARES HELD BY CUSTODIANS	0	0	0	0.00	0.00	0	0.00
Sub-Total (C)	0	0	0	0.00	0.00	0	0.00
Total (C)	0	0	0	0.00	0.00	0	0.00
Grand-Total (A+B+C)	6407	30,00,300	11,61,977	100.00	100.00	0	0.00

**Code of conduct**

As required by clause 49 I (D) of the Listing Agreement, the Company has formulated a Code of Conduct for all Director and Senior Management of the Company and the same has been adopted by the Board. The Code is also available on the Company's official website. All the Directors and Senior Management Personnel have affirmed compliance with the said Code of Conduct.

**CEO/CFO Certificaion**

The Company is duly placing a certificate to the Board from the Chairman and Managing Director in accordance with the provisions of clause 49 (V) of the Listing Agreement. The aforesaid certificate duly signed by the Chairman and Managing Director in respect of the financial year ended 31<sup>st</sup> March` 15 has been placed before the board in the meeting held on 29.05.2015.

**Declaration**

The Board of Directors of the Company has adopted the Code of Conduct for Director and Senior Management of the Company.

All the Board Members and Senior Management Personnel have affirmed their Compliance with the respective Codes.

**BRIJ RAJ GUPTA**  
**CHAIRMAN & MANAGING DIRECTOR**

**CERTIFICATE OF COMPLIANCE FROM A PRACTISING CHARTERED ACCOUNTANTS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To  
The Members of  
Brawn Biotech Limited  
(Formerly Brawn Pharmaceuticals Limited)

We have examined the compliance of conditions of Corporate Governance by Brawn Biotech Limited (Formerly Brawn Pharmaceuticals Limited) for the year ended on 31<sup>st</sup> March, 2015, as stipulated in Clause 49 by the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2015, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness, which the management has conducted the affairs of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and management, we certify that Company has generally complied with the condition of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

Place: New Delhi  
Date: 13.08.2015

(S.K. Saini)  
Proprietor  
M. No. 87357

For Satinder Saini & Co  
Chartered Accountants  
Registration No. 008834N

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF BRAWN BIOTECH LIMITED****Report on the Financial Statements**

We have audited the accompanying standalone financial statements of Brawn Biotech Limited – Formely Known as Brawn Pharmaceuticals Limited - ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these stand alone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone 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 thereunder.

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 ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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 internal financial 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 the accounting policies used and the reasonableness of the accounting estimates made by 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 standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31<sup>st</sup> march 2015, and its Profit & Loss and its 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, 2015 ("the Order") issued by the Central Government of India in terms of sub - section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account



- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance to Rule 11 of the Company's ( Audit and Auditors ) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us :
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 15 to the financial statements.
  - The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - There has been no amount required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: New Delhi  
Date: 30.05.2015

**For Satinder Saini & Co**  
**Chartered Accountants**  
Registration No. 008834N

**(Satinder Kumar Saini)**  
Proprietor  
M. No. 87357

#### **Annexure to the Auditors Report**

##### **Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.**

- (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;  
(b) These fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (a) The company is maintaining proper records of the inventory. Physical verification of inventory has been conducted at reasonable intervals by the management; no material discrepancies were noticed on such verification  
(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- There is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- The company has not accepted any deposits from the public.
- The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act is not applicable to the company;
- (a) According to the information and explanations given to us and on the basis of our examinations of the records of the company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us the company did not have any dues on account of employees state insurance and duty of excise.  
(b) According to the information and explanations given to us no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2015 for a period of more than six months from the date they become payable.  
(c) According to the information and explanations given to us no amount was required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 ( 1 of 1956) and rules made thereunder.



- (viii) The company has been registered for a period not less than five years, there is no accumulated losses at the end of the financial year and it has not incurred cash losses in current financial year and in the immediately preceding financial year.
- (ix) The company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) According to the information and explanations given to us, the Term loans were applied for the purpose for which the loans were obtained.
- (xii) According to the information and explanations given to us, No fraud on or by the company has been noticed or reported during the year.

Place: New Delhi  
Date: 29.05.2015

**For Satinder Saini & Co**  
**Chartered Accountants**  
Registration No. 008834N

**(Satinder Kumar Saini)**  
Proprietor  
M. No. 87357



**Balance Sheet as at 31st March 2015**

(Figures In Thousands except share quantity and per share data)

S.No.	Particulars	Note No.	Amount As at 31.03.2015	Amount As at 31.03.2014
<b>I</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders Funds</b>			
	Share Capital	3	30,003.00	30,003.00
	Reserve and surplus	4	19,371.22	16,794.72
			<b>49,374.22</b>	<b>46,797.72</b>
<b>2</b>	<b>Share application money pending allotment</b>		-	-
<b>3</b>	<b>Non - Current Liabilities</b>			
	(a) Long Term Borrowings	5	-	-
	(b) Long Term Provisions	6	718.15	682.80
	(c) Deferred Tax Liabilities	13	26.07	-
			<b>744.22</b>	<b>682.80</b>
<b>4</b>	<b>Current Liabilities</b>			
	(a) Short Term Borrowings	7	1,098.84	61.40
	(b) Trade Payables	8	67,987.78	67,774.06
	(c) Other Current Liabilities	9	13,129.52	15,967.22
	(d) Short Term Provisions	10	7,697.25	5,688.07
			<b>89,913.38</b>	<b>89,490.75</b>
	<b>TOTAL</b>		<b>140,031.82</b>	<b>136,971.27</b>
<b>II</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non - Current Assets</b>			
	(a) Fixed Assets			
	(i) Tangible Assets	11	1,891.51	728.97
	(b) Non Current Investments	12	300.00	300.00
	(c) Deffered Tax Assets (Net)	13	-	111,782.42
	(d) Long term loans and advances	14	1,826.83	3,009.33
	(e) Other Non Current Assets	15	26,816.48	26,816.48
			<b>30,834.81</b>	<b>142,637.20</b>
<b>2</b>	<b>Current Assets</b>			
	(a) Inventories	16	10,278.11	17,108.63
	(b) Trade Receivables	17	92,150.91	83,645.99
	(c) Cash and Bank Balances	18	2,497.50	1,882.53
	(e) Short Term loans and advances	19	4,270.48	3,367.56
			<b>109,197.01</b>	<b>106,004.71</b>
	<b>TOTAL</b>		<b>140,031.82</b>	<b>248,641.91</b>
	<b>Significant Accounting Policies</b>	1		

The accompanying notes are an integral part of the financial statements.

"As per our report of even date"  
**FOR SATINDER SAINI & CO.**  
**CHARTERED ACCOUNTANTS**  
 Firm Registration No.008834N

**(S. K. SAINI)**  
**PROPRIETOR**  
 M.No. 87357

PLACE : NEW DELHI  
 DATE : 29.05.2015

For and on behalf of Board of Directors

**(Brij Raj Gupta)**  
**(Managing Director)**

**(Brij Bala Gupta)**  
**(Director)**

**(Amit Bansal)**  
**(Company Secretary)**

**(Rati Garg)**  
**(Chief financial Officer)**



**Profit & Loss Account for the year ended 31st March 2015**

(Figures in Thousands except share quantity and per share data)

S.No.	Particulars	Notes	Amount 31/03/2015	Amount 31/03/2014
<b>I</b>	<b>Revenue from Operations</b>			
	Sale of Products	20	386,464.07	377,723.55
	Other Incomes	21	517.74	7,124.45
	<b>TOTAL REVENUE</b>		<b>386,981.81</b>	<b>384,848.01</b>
<b>II</b>	<b>Expenses</b>			
	Cost of Goods Sold	22	336,747.72	281,930.18
	Direct Expenses	23	16,606.55	40,843.22
	Employee Benefits Expenses	24	15,182.33	28,335.04
	Finance Cost	25	1,044.79	1,419.85
	Other Indirect Expenses	26	12,355.11	22,133.31
			<b>381,936.50</b>	<b>374,661.61</b>
<b>III</b>	<b>Profit / (Loss) before exceptional items, extraordinary items, tax, depreciation and amortisation ( I - II )</b>		<b>5,045.31</b>	<b>10,186.40</b>
	Depreciation Expenses	11	261.80	147.18
<b>IV</b>	<b>Profit / (Loss) before exceptional and extraordinary items and tax (3 ± 4 ± 5 ± 6)</b>		<b>4,783.52</b>	<b>10,039.21</b>
<b>V</b>	Extraordinary items & Exceptional items (Refer Note 2(M))		-	7,762.72
<b>VI</b>	<b>Profit / (Loss) before tax (IV ± V)</b>		<b>4,783.52</b>	<b>2,276.49</b>
<b>VII</b>	<b>Tax Expense:</b>			
	(a) Current Tax Expense for Current Year (MAT)		1,802.66	434.17
	(b) Creation of Deferred Tax Assets/ (Deferred Tax Liabilities Written Back)		137.85	(228.78)
	(c) MAT Credit		-	(34.89)
	(d) Tax Expenses for Previous Year		-	659.22
<b>VIII</b>	<b>Profit / (Loss) from continuing operations (VI ± VII)</b>		<b>2,843.00</b>	<b>1,446.77</b>
<b>IX</b>	<b>Profit / (Loss) from discontinuing operations</b>			
<b>X</b>	<b>Profit / (Loss) for the year (VIII ± IX)</b>		<b>2,843.00</b>	<b>1,446.77</b>
	There are no Exceptional Items, Extra Ordinary Items and Discontinuing Operations.			
<b>XI</b>	<b>Earning Per Equity Share (Face Value Rs.10/-)</b>			
	Basic		0.99	0.39
	Diluted		0.99	0.39
<b>XII</b>	<b>Significant Accounting Policies</b>	1		

The accompanying notes are an integral part of the financial statements.

"As per our report of even date"

FOR SATINDER SAINI & CO.

CHARTERED ACCOUNTANTS

Firm Registration No.008834N

For and on behalf of Board of Directors

(S. K. SAINI)  
PROPRIETOR  
M.No. 87357

(Brij Raj Gupta)  
(Managing Director)

(Brij Bala Gupta)  
(Director)

PLACE : NEW DELHI  
DATE : 29.05.2015

(Amit Bansal)  
(Company Secretary)

(Rati Garg)  
(Chief financial Officer)



**Cash Flow Statement for the year ended 31 March, 2015**

(Figures In Thousands except share quantity and per

Particulars	For the year ended		For the year ended	
	31.03.2015		31.03.2014	
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		4,783.52		2,276.49
<b>Adjustments for:</b>				
Depreciation and amortisation	261.80		147.18	
Finance costs	1,044.79	1,306.59	1,419.85	1,567.04
Operating profit / (loss) before working capital changes				
<b>Changes in working capital:</b>				
<b>Adjustments for (increase) / decrease in operating assets:</b>				
Inventories	6,830.52		(1,123.49)	
Trade receivables	(8,504.92)		(4,329.70)	
Short-term loans and advances	(902.92)		(2,217.07)	
Long-term loans and advances	1,182.51		6,669.18	
<b>Adjustments for increase / (decrease) in operating liabilities:</b>				
Trade payables	213.71		1,624.01	
Other current liabilities	(2,837.71)		(2,522.54)	
Short-term provisions	206.51		620.79	
Long-term provisions	35.35	(3,776.95)	(678.48)	(1,957.30)
Cash flow from extraordinary items		-		-
Cash generated from operations		-		-
Net income tax (paid) / refunds		-		-
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>2,313.16</b>		<b>1,886.23</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(1,240.87)		(112.31)	
Cash flow from extraordinary items	-	(1,240.87)	-	(112.31)
Net income tax (paid) / refunds				
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(1,240.87)</b>		<b>(112.31)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings	-		(62.11)	
Proceeds from other short-term borrowings	1,037.45		(30.60)	
Finance cost	(1,044.79)	(7.34)	(1,419.85)	(1,512.56)
Cash flow from extraordinary items		-		-
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(7.34)</b>		<b>(1,512.56)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>1,064.95</b>		<b>261.35</b>
Cash and cash equivalents at the beginning of the year		1,882.53		1,621.18
Effect of exchange differences on restatement of foreign currency Cash		-		-
<b>Cash and cash equivalents at the end of the year</b>		<b>2,947.48</b>		<b>1,882.53</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet (Refer Note-19 )		2,497.20		1,882.53
Less: Bank balances not considered as Cash and cash equivalents as				
Net Cash and cash equivalents (as defined in AS 3 Cash Flow		<b>2,497.20</b>		<b>1,882.53</b>
Add: Current investments considered as part of Cash and cash				
<b>Cash and cash equivalents at the end of the year *</b>		<b>2,497.20</b>		<b>1,882.53</b>
* Comprises:				
(a) Cash on hand		896.28		1,137.90
(b) Cheques, drafts on hand		-		-
(c) Balances with banks		-		-
(i) In current accounts		1,600.93		744.63

**Notes:**

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
- (ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

**The accompanying notes are an integral part of the financial statements.**

**"As per our report of even date"**

**For and on behalf of Board of Directors**

**FOR SATINDER SAINI & CO.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No.008834N**

**(S. K. SAINI)**  
**PROPRIETOR**  
**M.No. 87357**

**(Brij Raj Gupta)**  
**(Managing Director)**

**(Brij Bala Gupta)**  
**(Director)**

**(Amit Bansal)**  
**(Company Secretary)**

**(Rati Garg)**  
**(Chief financial Officer)**

**PLACE : NEW DELHI**  
**DATE : 29.05.2015**



**NOTES FORMING PART OF FINANCIAL STATEMENTS**

(Figures In Thousands except share quantity and per share data)

**1. SIGNIFICANT ACCOUNTING POLICIES****(A) GENERAL**

The accounts are prepared on historical cost basis as a going concern following the mercantile system of accounting and recognizing income and expenditure on accrual basis. Accounting policies not specifically referred to otherwise are consistent and in concurrence with generally accepted accounting principles.

**(B) VALUATION OF INVENTORIES**

Inventories are valued at cost or market price whichever is lower.

**(C) FIXED ASSETS AND DEPRECIATION**

Fixed assets are stated at cost less accumulated depreciation. Depreciation on fixed assets is provided on straight-line method at the rates and in the manner provided in schedule XIV to the Companies Act, 1956.

**(D) INVESTMENTS**

Investments are stated at cost of acquisition.

**(E) REVENUE RECOGNITION**

(I) sales

Sales are recognized when effectively the risk and rewards of ownership has passed to the buyer.

(ii) Commission/Fee/Discount Income

Commission / Fee/ Discount Income is accounted as and when accrued and realizable upon raising of bills.

**(F) FOREIGN EXCHANGE TRANSACTION**

Transactions in foreign currency are recorded at the exchange rate prevailing at the time of such transactions. Realized gains or losses on foreign exchange transactions are recognized in the Profit and Loss account at the time of actual realization of gains/losses.

**(G) CONTINGENT LIABILITIES**

Liabilities below Rs. 1,00,000/- if any are not recognized as contingent liability.

**2. NOTES ON ACCOUNTS:****(A) CONTINGENT LIABILITIES NOT PROVIDED FOR**

	F.Y. 2014-15	F.Y. 2013-14
(i) Claims against the company not acknowledged as debts	Nil	Nil
(ii) Estimated amounts of contracts remaining to be executed on Capital Accounts and not provided for	Nil	Nil

**(B) IN THE OPINION OF DIRECTORS**

(i) The current assets and loans and advances are approximately of value stated if realized in the ordinary course of business except to the extent of impairment, if any.

(ii) The provision for all known liabilities is adequate and considered reasonable.

(C) Balances of Sundry Debtors, Creditors and other Advances are subject to confirmation/reconciliation and consequential adjustment if any arising there to shall be considered in due course of time.

**(D) RETIREMENT BENEFITS**

Liability for Gratuity and Leave encashment is being provided based upon the certificate of Acturian at the end of the year.



<b>(E)</b>	<b>Managerial Remuneration :</b>	F.Y. 2014-15	F.Y. 2013-14
	Remuneration to Directors	Nil	Nil
<b>(F)</b>	<b>Auditor's Remuneration:</b>		
	Statutory Audit Fee	112.36	112.36
	Internal Audit Fee	28.09	-
	Secretarial Audit Fee	23.00	-
<b>(G)</b>	<b>The deferred tax assets comprises of the following:</b>		
	<b>i. Deferred Tax Assets/(Liability)</b>		
	Related to Fixed Assets	0.00	111.78
	<b>Net Deferred Tax Assets/(Liabilities)</b>	<b>0.00</b>	<b>111.78</b>

**(H) Related Party Disclosure**

(a) Related party disclosures as required to by AS-18 are given below:

Companies/Firms in which Directors & their relative are interested:-

<b>Name of Concern</b>	<b>Relationship</b>
M/s Brawn Laboratories Ltd.	Associate Company by virtue of Common Directors
M/s Overseas Laboratories Pvt. Ltd.	Associate Company by virtue of Common Directors
M/s Delhi Pharma	Associate firm by virtue of relative of Director is proprietor
M/s Fine Pharmachem	Associate firm by virtue of relative of Director is proprietor
M/s South Delhi Medicos	Associate firm by virtue of relative of Director is proprietor
M/s Sai Corporation	Associate firm by virtue of relative of Director is proprietor

**Directors:**

Mr. Brij Raj Gupta  
 Mrs. Brij Bala Gupta  
 Mrs. Urmila Gupta  
 Mr. Mahesh Kumar Nanchal  
 Mr. Manohar Lal  
 Mr. Trilok Singh

**Relatives of Director :**

Mr. A. K. Gupta  
 Mrs. Shashi Bala Gupta  
 Dr. Atul Gupta  
 Mr. Nitin Gupta  
 Mr. Love Gupta  
 Mr. Kush Gupta

**Transactions with related parties:**

S.No.	Name of Company/Firm	Nature of Transactions	F.Y. 2014-15	F.Y. 2013-14
1	M/s Brawn Laboratories Ltd.	Sales/Purchases/ Discount Income	-	267,524.00
2	M/s Delhi Pharma Sales/ (Sales Return)-Net		-	-
3	M/s South Delhi Medicos	Sales	-	564.61

**(I) Segment Reporting (AS-17)**

**1- Primary Segment:** The identification of Business segment is done in accordance with the system adopted for internal financial reporting to the board of directors and management structure. The company has identified products as primary segment.

**2- Secondary Segment:** The company had operated in one segment only.



(J) <b>Earning Per Share</b>	F.Y. 2014-15	F.Y. 2013-14
Profit / (Loss) after Tax as per Profit & Loss Account	2,980.85	1,183.10
Number of Equity Share	3000300	3000300
Earnings/ (Loss) Per Shares	0.99	0.39

(K) In view of the insufficient information from the suppliers regarding their status as SSI units, the amount due to small scale industrial undertaking can not be ascertained.

(L) <b>Amount remitted in foreign currency</b>	F.Y. 2014-15	F.Y. 2013-14
(a) Expenditure in foreign currency		
Traveling expense	Nil	Nil
(b) Value of imports on CIF basis	Nil	Nil
(c) Earning in foreign currency		
Export of good	334,368.46	278,597.92

(M) Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with current year figures.

### Notes Forming Part of Financial Statements

#### Note-3: Equity Share Capital

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount as at 31/3/2015	Amount as at 31/3/2014
1	<u>Authorised Capital</u> 45,00,000 Equity Shares of Rs.10/- Each (Previous Year 45,00,000 Equity Shares of Rs.10/- Each)	45,000.00	45,000.00
2	<u>Subscribed, Issued and Paid up Capital</u> 30,00,300 Equity Shares of Rs10/- Each Fully Paid Up (Previous Year 30,00,300 Equity Shares of Rs10/- Each Fully Paid Up)	30,003.00	30,003.00
	<b>Total</b>	<b>30,003.00</b>	<b>30,003.00</b>

#### Shareholding Pattern

S.No.	Name of Shareholders Holding More than 5%	as on 31/03/2015		as on 31/03/2014	
		Number	Percentage	Number	Percentage
1	Mr Adarsh Kumar Gupta			187,650	6.25%
2	Mr Brij Raj Gupta			377,650	12.59%
3	Mrs Shashi Bala Gupta			209,600	6.99%
	<b>Total</b>			<b>774,900</b>	<b>25.83%</b>

#### Reconciliation

Particulars	As at 31 March, 2015	As at 31 March, 2014
Equity Shares (Fully Paid Up) having voting rights		
Opening Balance	3,000.30	3,000.30
Fresh Issue during the year	-	-
Other Changes	-	-
Closing Balance	3,000.30	3,000.30



**Notes Forming Part of Financial Statements**

**Note- 4: Reserve & Surplus**

(Figures In Thousands except share quantity and per share data)

S. No.	Particulars		As at 31 March, 2015		As at 31 March, 2014
1	<b>Securities Premium Reserve</b> 3,60,000 Equity Shares of Rs 10/- each issued At a premium of Rs 15/- each 19,60,300 Equity Shares of Rs 10/- each issued At a premium of Rs 5/- each		15,201.50		15,201.50
2	<b>Investment Allowance Reserve</b>		150.00		150.00
3	<b>General Reserve</b>		5,844.00		5,844.00
4	<b>Profit / (Loss) Account</b>				
	Opening Balance	(4,400.78)		(5,847.55)	
	Add/(Less) Profit/(Loss) during the year	2,843.00		1,446.77	
	Add/(Less): Adjustment of depreciation in accordance with Schedule-II of Companies Act 2013	(266.50)	(1,824.28)	0	(4,400.78)
	<b>TOTAL</b>		<b>19,371.22</b>		<b>16,794.72</b>

S.No.	Particulars		For the Year Ended on 31st March 2015		For the Year Ended on 31st March 2014
1	Profit / (Loss) for the Year		2,843.00		1,446.77
	Less: Dividend on Equity Shares	-		-	
	Tax on Distributed Profits on Equity	-		-	
	Transfer to General Reserve	-		-	
			<b>2,843.00</b>		<b>1,446.77</b>

**Note-5: Long Term Borrowings**

(Figures In Thousands except share quantity and per share data)

S. No.	Particulars	Amount as at 31/3/2015		Amount as at 31/3/2014
1	<b>Secured</b>			
	<b>A. Loan From Banks</b>			
	- Term Loans	-		-
	(Car Loan Total Outstanding Rs.61.40 (Previous year Rs.154.10) Amount due in one year Rs.61.40 (Previous Year Rs 92.00) ( Refer Note 7)			
	<b>TOTAL</b>	-		-

**Note-6: Long Term Provisions**

S.No.	Particulars	Amount as at 31.03.2015		Amount as at 31.03.2014
A.	<b>Employee Benefits</b>			
	- Compensated Absents*	231.74		221.22
	- Gratuity*	486.41		461.58
	- Others	-		-
	<b>TOTAL</b>	<b>718.15</b>		<b>682.80</b>

\* Provisions have been made on the basis certificates obtained from acturian.



**Notes Forming Part of Financial Statements**

**Note-7: Short Term Borrowings**

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31.03.2014
<b>A.</b>	<b>Secured</b>		
	Loan Repayable on Demand		
	a From Banks (Refer Note-5)	1,098.84	61.40
	b From Other Parties	-	-
	<b>TOTAL</b>	<b>1,098.84</b>	<b>61.40</b>

**Note-8: Trade Payables**

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31.03.2014
1	Trade Payables	3,134.04	4,494.25
2	Due from Related Parties	64,853.74	63,279.81
	(In respect of goods purchased from M/s Brawn Laboratories Limited.)		
	<b>Total</b>	<b>67,987.78</b>	<b>67,774.06</b>

**Note-9: Other Current Liabilities**

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31.03.2014
A	- Statutory remittances		
	Contributions towards Employee Welfare	115.24	177.28
	Direct / Indirect Taxes	208.15	89.19
B	- Payables on purchase of fixed assets	-	-
C	- Expenses Payable	3,354.77	4,209.86
D	- Trade / Security Deposits received	3,500.00	5,600.00
E	- Advances from customers	1,806.93	1,711.14
F	- Cheques issued but not yet presented	3,636.51	3,493.07
G	- Employees Balances Pending Settlements	507.92	686.68
	<b>Total</b>	<b>13,129.52</b>	<b>15,967.22</b>

**Note10: Short Term Provisions**

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31.03.2014
A	Employee Benefits		
	- Compensated Absents	7.49	-
	- Gratuity	10.82	-
	- Bonus	3,256.42	3,068.22
B	Others Short Term Provisions		
	- Income Tax	4,422.51	2,619.85
	<b>Total</b>	<b>7,697.25</b>	<b>5,688.07</b>

## Notes Forming Part of Financial Statements

**Note -11 : Tangible Assets Schedule**

(Figures in Thousands except share quantity and per share data)

S. No.	Particulars	Rate of Dep.	Gross Block			Depreciation			Net Block			
			As At 01.04.14	Additions	Sale/ Adjustment	Transfer to Retained Earnings	As At 31.03.2015	Up to 31.03.14	For the year	Deduction/ Adjustment	Up to 31.03.15	As At 31.03.2015
1	Computers	16.21%	688.58	18.50	187.82	266.50	262.96	29.22	170.71	205.01	57.94	352.08
2	Airconditioners & Refrigeration	6.33%	59.13	-	-	-	59.13	36.23	-	45.67	13.46	49.69
3	Mobile/Telephone Instruments	6.33%	95.65	25.20	95.65	-	25.20	2.66	5.66	2.66	22.54	89.99
4	Office Equipments	6.33%	37.11	22.35	37.11	-	22.35	0.69	7.11	0.69	21.66	30.00
5	Vehicles	9.50%	271.75	1,761.70	-	-	2,033.45	193.00	-	257.54	1,775.91	207.21
	<b>Total</b>		<b>1,162.22</b>	<b>1,827.75</b>	<b>320.38</b>	<b>266.50</b>	<b>2,403.09</b>	<b>261.80</b>	<b>183.48</b>	<b>511.57</b>	<b>1,891.52</b>	<b>728.97</b>
	<b>Previous Year Figures</b>		<b>1,049.91</b>	<b>112.31</b>	<b>-</b>	<b>-</b>	<b>1,162.22</b>	<b>147.18</b>	<b>-</b>	<b>433.25</b>	<b>728.97</b>	<b>763.84</b>

Note: The depreciation has been charged as per the rates prescribed under the companies act 2013



**Notes Forming Part of Financial Statements**

**Note -12 : Non Current Investments**

(Figures In Thousand except share quantity and per share data)

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31.03.2014
A	<b>Trade Investment Unquoted</b> (at cost)		
	- Equity Instruments		
	30000 Equity Shares of Brawn Laboratories Ltd of Rs. 10/- each (Previous Year 30000 Equity Shares of Brawn\ Laboratories Limited of Rs. 10/- each) (Related Party by virtue of same Directors)	300.00	300.00
	- Others		
	<b>Total</b>	<b>300.00</b>	<b>300.00</b>

**Note -13 : Deferred Tax Assets ( Liabilities )**

(Figures In Thousand except share quantity and per share data)

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31.03.2014
A	<b>Opening Balance</b>	111.78	(117.00)
	<b>Creation for Deferred Tax Assets/ (written off)</b>	(137.85)	228.78
	<b>Total</b>	<b>(26.07)</b>	<b>111,782.42</b>

**Note -14 : Long Term Loans & Advances**

(Figures In Thousand except share quantity and per share data)

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31.03.2014
1	<b>DEPB CREDIT RECOVERABLE</b> The Company has recognized DEPB Credit Recoverable claim of Rs.Nil (Rs.4140.00 Thousand), arised on account of custom duty credit on export sales. These claims are recoverable subject to receipt of export payments, which are overdue and under litigation. The management considered these debtors as good and hence no provision is considered necessary. (Refer Note No. 2(M))	-	-
2	<b>SECURITY DEPOSIT - REGISTRAR GENERAL DELHI</b> Security Deposited with Court pending litigation.	107.50	107.50
3	<b>SECURITY DEPOSIT - THE REGISTRAR DELHI HIGH COURT</b> Security Deposited with Court pending litigation.	156.10	156.10
4	<b>SECURITY DEPOSIT - DEPOT RENT</b>		-
5	<b>STAFF ADVANCES</b> (Unadjusted Balances with ex employees. Management is in process of settling the full and final settlement of the employees. No provision for doubtful recoveries has been made.)	1,563.22	2,745.73
	<b>Total</b>	<b>1,826.83</b>	<b>3,009.33</b>



## Notes Forming Part of Financial Statements

## Note-15 : Other Non - Current Assets

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount as at 31.03.2015	Amount as at 31/3/2014
1	Long Term Trade Receivable - Considered Good under Litigations (Amount recoverable from M/s Balajee Comercio Geral - Lda against export sales in earlier years. The amount is under dispute and pending before Court for settlement. Management considered these recoverables as good and hence no provision considered necessary.)	26,816.48	26,816.48
	<b>TOTAL</b>	<b>26,816.48</b>	<b>26,816.48</b>

## Note -16 : Inventories

(Figures In Thousand except share quantity and per share data)

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31/3/2014
1	Finished Goods	10,278.11	17,108.63
	<b>Total</b>	<b>10,278.11</b>	<b>17,108.63</b>

## Note -17 : Trade Receivables

(Figures In Thousand except share quantity and per share data)

S.No.	Particulars	Amount as at 31.03.2015	Amount as at 31/3/2014
1	<b>Unsecured</b> Over Six Months - Considered Good - Related Parties		
	Others - Considered Good - Related Parties	92,093.70 57.21	81,615.98 2,030.02
	<b>Total</b>	<b>92,150.91</b>	<b>83,645.99</b>

## Note -18 : Cash and Bank Balances

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount as at 31.03.2015	Amount as at 31/3/2014
1	Cash and Cash Equivalents		
	1 Cash in Hand	896.28	1,137.90
	2 Balance with Scheduled Bank in Current Accounts	1,600.93	744.63
	<b>Total</b>	<b>2,497.20</b>	<b>1,882.53</b>





**Schedule Forming Part of Accounts**

**Note -19 : Short Term Loans and Advances**

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount as at 31.03.2015	Amount as at 31.03.2014
1	Staff Advances (Imprest with the 95 (214) number of staff members)		-
2	Tax Deducted At Source	2,647.47	2,413.01
3	Deposits / Balances with Sales Tax Authorities	449.55	439.57
4	Advance to Suppliers	1,088.57	406.27
5	Prepaid Expenses		23.82
6	E.M.D./Security Deposits with AIIMS	50.00	50.00
7	MAT Credit	34.89	34.885
	<b>TOTAL</b>	<b>4,270.48</b>	<b>3,367.56</b>

**Note -20 : Sale of Products**

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount for the year ended 31/3/2015	Amount for the year ended 31/3/2014
1	Domestic *	45,439.13	88,444.63
2	Export *	334,368.46	278,597.92
	* Sale of products consists Trading of pharmaceuticals drugs & medicines.		
3	Other Operating Income (Comprises of Commission, Discount & Draw Back)	6,656.48	10,681.00
	<b>TOTAL</b>	<b>386,464.07</b>	<b>377,723.55</b>

**Note -21 : Other Incomes**

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount for the year ended 31/3/2015	Amount for the year ended 31/3/2014
1	Notice Pay Deduction	56.90	46.13
2	Short & Excess	1.04	4.54
3	Miscellaneous Income	428.82	-
4	Gain on Foreign Exchange Fluctuation	30.97	7,073.78
	<b>TOTAL</b>	<b>517.74</b>	<b>7,124.45</b>

**Note-22 : Cost of Goods Sold**

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount for the year ended 31/3/2015	Amount for the year ended 31/3/2014
1	Opening Stock	17,108.63	15,985.14
	Add: Purchases during the year	329,917.20	283,053.68
		347,025.83	299,038.82
	Less: Closing Stock	10,278.11	17,108.63
	<b>Cost of Goods sold</b>	<b>336,747.72</b>	<b>281,930.18</b>

**Schedule Forming Part of Accounts****Note -23 : Direct Expenses**

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount for the year ended 31/3/2015	Amount for the year ended 31/3/2014
1	Freight & Cartage Inward	247.67	279.83
2	Commission Expenses	912.78	2,872.93
3	Scheme & Discount Expenses	3,519.72	33,543.74
4	Breakage & Expiry Expenses	11,926.37	4,146.73
	<b>TOTAL</b>	<b>16,606.55</b>	<b>40,843.22</b>

**Note- 24 : Employee Benefits Expenses**

(Figures In Thousand except share quantity and per share data)

S. No.	Particulars	Amount for the year ended 31/3/2015	Amount for the year ended 31/3/2014
1	Salary, Bonus and Allowances	13,676.48	26,065.85
2	Gratuity	265.91	49.44
3	Leave Encashment	21.27	(77.70)
2	Contribution to Provident and Other Funds	691.63	1,756.92
3	Staff Welfare Expenses	42.22	44.91
4	Training & Conference Expenses	-	-
5	Incentives	484.82	495.62
	<b>TOTAL</b>	<b>15,182.33</b>	<b>28,335.04</b>

**Note-25 : Finance Cost**

(Figures In Thousands except share quantity and per share data)

S. No.	Particulars	Amount for the year ended 31/3/2015	Amount for the year ended 31/3/2014
1	Intererest on Term Loan	137.29	11.69
2	Interest on Securities Deposits	607.45	675.33
3	Interest on Late Deposit of TDS	130.24	229.04
4	Bank Charges	169.80	503.79
	<b>TOTAL</b>	<b>1,044.79</b>	<b>1,419.85</b>



**Schedule Forming Part of Accounts**

**Note-26 : Other Indirect Expenses**

(Figures In Thousands except share quantity and per share data)

S. No.	Particulars	Amount for the year ended 31/3/2015	Amount for the year ended 31/3/2014
1	Advertise Expenses	249.00	241.20
2	AGM Expenses	119.86	50.59
3	Audit Fees	163.45	112.36
4	Business Promotion Expenses	1,780.10	3,319.85
5	Computer Maintenance Expenses	197.55	165.88
6	Conveyance Expenses	76.31	37.73
7	Electricity & Diesel Expenses	230.45	758.56
8	Freight & Cartage Out ward	1,090.44	1,453.22
9	Insurance Expenses	161.08	211.73
10	General Expenses	147.76	280.75
11	Input Vat Reverse	28.13	41.23
12	Legal & Professional Fees	1,564.46	847.64
13	Listing & Filing Fee	143.21	4.88
14	Medical Expenses & L.TA.	-	20.17
15	Office Expenses	480.03	734.85
16	Other Expenses	-	138.04
17	Postage & Communication Expenses	230.67	245.83
18	Packing Expenses	0.73	72.51
19	Printing & Stationary Expenses	235.91	383.97
20	Ocitrai & Entry Tax Expenses	10.35	239.49
21	Repair & Maintenance Expenses	113.96	679.02
22	Registration & Licence Fee	50.14	10.50
23	Rent	988.57	780.60
24	Share Management Expenses	35.30	28.64
25	Telephone Expenses	469.37	1,158.37
26	Testing Charges	189.05	651.36
27	Travelling Expenses	3,422.91	9,331.65
28	Labour Charges	35.02	57.31
29	LD Charges	15.30	40.04
30	Income Tax	-	29.34
31	Tender Charges	-	6.00
32	Subscription & Membership fees	22.16	-
33	Loss on sale of computer	103.86	-
	<b>TOTAL</b>	<b>12,355.11</b>	<b>22,133.31</b>

"As per our report of even date"  
**FOR SATINDER SAINI & CO.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No.008834N**

For and on behalf of Board of Directors

(Brij Raj Gupta)  
 (Managing Director)

(Brij Bala Gupta)  
 (Director)

(S. K. SAINI)  
 PROPRIETOR  
 M.No. 87357

(Amit Bansal)  
 (Company Secretary)

(Rati Garg)  
 (Chief financial Officer)

PLACE : NEW DELHI  
 DATE : 29.05.2015



**BRAWN BIOTECH LIMITED**

**PROXY FORM**

(CIN: L74899DL1985PLC022468)

Regd. Office: C-64, Lajpat Nager-1, New Delhi-110024

Tel: 011-32911528, Fax: 011-23275208 E-mail: [solution@brawnbiotech.com](mailto:solution@brawnbiotech.com), Website: [www.brawnbiotech.com](http://www.brawnbiotech.com)

Name of the member(s) :
Registered address:
Email Id:
Folio No./DP ID- Client ID:

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- 1) Name: \_\_\_\_\_  
E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_ Or failing him / her \_\_\_\_\_
- 2) Name: \_\_\_\_\_  
E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, September 24, 2015 at 03:30 p.m. at "The Executive Club", 439, Vill- Shahoorpur, P.O. – Fatehpur Beri, New Delhi- 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
Ordinary Business		For	Against
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015		
2	Appoint a Director in place of Mrs .Urmila Gupta, who retires by rotation and being eligible offers herself for re-appointment		
3	Re-Appointment of M/s Satinder Saini and Co. as Statutory Auditors and fixation of their remuneration		

Affix Revenue Stamp not less than Re 0.15

Signed this ..... day of ..... 2015.

**Signature of the member**

**Signature of the Proxy Holder(s)**

**NOTE:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30<sup>th</sup> Annual General Meeting.
- \*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For ' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.



**ATTENDANCE SLIP**

**Folio No./ DP ID / Client ID:**

**Number of shares held**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 30<sup>TH</sup> Annual General Meeting of the Company at "The Executive Club", 439, Vill- Shahoorpur, P.O. – Fatehpur Beri, New Delhi- 110074 on Thursday, September 24,2015 at 03:30 P.M.

\_\_\_\_\_  
Name of the Member / Proxy  
(in BLOCK letters)

\_\_\_\_\_  
Signature of the Member /Proxy

**Note:**

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2015 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2015 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.
4. Members are requested to carry their photo ID proof for verification at the venue of Annual General Meeting.

## Courier

To

*If undelivered, please return to :*  
**Brawn Biotech Limited**  
Old Delhi Stock Exchange Building  
4/4B, Asaf Ali Road,  
New Delhi - 110 002