

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Brawn Pharmaceuticals Limited will be held on Tuesday, the 28th September, 2010 at 9.30 A.M. at "The Executive Club", 439, Vill – Shahoorpur, P.O. – Fatehpur Beri, New Delhi-110074 to transact the following businesses.

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and Profit and Loss Account for the year ended on that date and the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Brij Bala Gupta, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mrs. Urmila Gupta, who retires by rotation and being eligible, offers herself for re-appointment.
4. To reappoint Statutory Auditors' of the company and fix their remuneration and for the purpose to consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution.

"RESOLVED THAT M/s Satinder Saini & Co., Chartered Accountants, 514, Suneja Tower – 1, District centre, Janak Puri, New Delhi – 110058 be and are hereby reappointed as statutory auditors of the company to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company."

Special Business:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to such consents and permissions, if any, as may be necessary, approval of the Company be and is hereby accorded in terms of Section 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and the Schedule(s) thereto, including any statutory amendment or re-enactment thereof, to the re-appointment of Brij Raj Gupta as Managing Director for a fresh tenure of five years effective from 28-09-2010 on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:-

TENURE:

Five years with effect from 28/09/2010.

FUNCTIONS:

Subject to the direction, control and superintendence of the Board of Directors, Brij Raj Gupta shall have the overall responsibility for looking after the day to day management of the Company.

REMUNERATION:

Subject to the overall limit or remuneration payable to all the managerial personnel taken together, the remuneration payable to Brij Raj Gupta shall comprise salary, perquisites and commission, as may be decided by the Board/Remuneration Committee within an overall ceiling of 5% of the net profits of the Company, computed in the manner laid down in Section 349 of the Companies Act, 1956.

REMUNERATION FOR A PART OF THE YEAR

Remuneration for a part of the year shall be computed on pro-rata basis.

MINIMUM REMUNERATION

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Brij Raj Gupta shall be decided by the Remuneration Committee subject to the provisions of the Companies Act, 1956 and such approval, if any, as may be required.

TERMINATION

The appointment of Brij Raj Gupta as Managing Director may be terminated by either party, giving to the other, three calendar months notice in writing.

In the event of termination of this appointment of Brij Raj Gupta by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 1956 or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT the Board/Remuneration Committee be and is hereby authorized to alter, vary and increase the remuneration in the event of any liberalization/revision in the levels of permissible managerial remuneration, notwithstanding the overall remuneration set out as above, as may then be prescribed/permissible.

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“Resolved that subject to the provisions of section 21 and 31 of the Companies Act, 1956 and other applicable provisions, if any, and subject to the approval of Central Government and other authorities as may be required the name of the Company be and is hereby changed from **Brawn Pharmaceuticals Limited** to **Brawn Biotech Limited**.

Resolved further that the Clause I of the Memorandum of Association of the Company be substituted with the following new Clause:

I. The Name of the Company is **BRAWN BIOTECH LIMITED.**

Resolved further that the name Brawn Pharmaceuticals Limited wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the Brawn Biotech Limited.

Resolved further that the Board of Directors of the Company be and is hereby authorized to add, delete or change the main objects of the Company, if required, and to do all such acts, deeds, matters and things that may be necessary, proper or expedient, to give effect to this resolution.

Resolved further that the Board of Directors of the Company be and is hereby authorised to agree to such changes/modifications as may be suggested by the Registrar of Companies or other competent authority or that may otherwise deem fit by the Board and to take such other steps as may be required to give effect to this resolution.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Mahesh Kumar Nanchal, who was appointed as an Additional Director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as an ordinary Director of the Company whose office shall be liable for determination through retirement by rotation.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Manohar Lal, who was appointed as an Additional Director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as an ordinary Director of the Company whose office shall be liable for determination through retirement by rotation.”

Place: New Delhi
Date: 28-08-2010

For and on behalf of the Board of Directors

Sd/-
(B.R. Gupta)
Chairman-Cum-Managing Director

Notes:

- a.) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY, A BLANK FORM OF PROXY IS ENCLOSED HERewith AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED, DULY FILLED IN, TO THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FOURTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**
- b.) The Register of Members and Share Transfer Book of the Company will remain closed from Thursday, the 23rd September, 2010 to Tuesday, the 28th September, 2010 (both days inclusive).
- c.) Shareholders are requested to intimate the change of address, if any, to the Company's Registrar & Transfer Agent M/s. RCMC Share Registry Private Limited, B-106, Sector-2, Noida – 201301 (U.P.)
- d.) Members /Proxies should bring the attendance slip enclosed herewith duly filled in for attending the meeting. Members, who hold shares in dematerialized form are requested to bring their Client ID and DP ID Number for easy identification of attending at the meeting.
- e.) Shareholders seeking any information or having any query with regard to accounts are requested to write to the Company at least seven days before the date of the meeting, so as to enable the management to keep the information ready.
- f.) Members are requested to bring their copies of Annual Reports with them to the meeting, as extra copies of the Annual Reports will not be available for distribution at the meeting.
- g.) Explanatory Statement as required under section 173(2) of the Companies Act, 1956, in respect of Special Business under item nos. 5 to 8 is enclosed herewith.

Place: New Delhi
Date: 28.08.2010

For and on behalf of the Board of Directors

Sd/-
B.R. Gupta
(Chairman-Cum-Managing Director)

Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956

Item No. 5:

The tenure of Mr. Brij Raj Gupta to serve the Company as Managing Director of the Company expires this year. Thus, he is re-appointed as Managing Director of the Company for a further period of Five Years with effect from the date of Annual General Meeting. Therefore, the members' approval is sought to the re-appointment. The terms of his re-appointment and remuneration are set out in the resolution.

Mr. Brij Raj Gupta is interested in the resolution. Mrs. Brij Bala Gupta and Mrs. Urmila Gupta, who are relatives of Mr. Brij Raj Gupta, may be deemed to be interested in the resolution.

Item No. 6:

Our Company is seeing the window of opportunity for capitalizing on the new set of ideas and technologies. There is huge potential of growth in Biotechnology products and our Company wants to utilize its present goodwill to take advantage of this opportunity. Therefore it is proposing to change the name of Company to Brawn Biotech Limited to reflect an image that we are dealing in biotechnology products in pharmaceutical industry. Most of the traditional pharmaceutical Companies are tying up with new biotechnology entrants in order to provide new technology products to their old market network.

Item No. 7:

The Board is proposing to appoint Mr. Mahesh Kumar Nanchal as an ordinary director in the ensuing AGM. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

Mr. Mahesh Kumar Nanchal is interested and concerned in the proposed resolution.

Item No. 8:

The Board is proposing to appoint Mr. Manohar Lal as an ordinary director in the ensuing AGM. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

Mr. Manohar Lal is interested and concerned in the proposed resolution.

Place: New Delhi
Date: 28.08.2010

For and on behalf of the Board of Directors

Sd/-
B.R. Gupta
(Chairman-Cum-Managing Director)