

Brawn Biotech Limited

Brawn Biotech Limited

CIN: L74899DL1985PLC022468

Regd. Office: 4B, Asaf Ali Road, IInd Floor,
Delhi Stock Exchange Building, New Delhi - 110002
Ph. No. 0124-4880196, Fax: 011-23275208

Email: solution@brawnbiotech.com, website: www.brawnbiotech.com

NOTICE OF THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY SECOND ANNUAL GENERAL MEETING of the members of "BRAWN BIOTECH LIMITED" will be held on Saturday, 23rd September, 2017 at 11:00 A.M. at 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 audited financial statements of the company for the year ended 31st March, 2017 including Audited Balance Sheet as at 31st March, 2017 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 there on.
2. To declare dividend of Rs. 1.5 per equity share of Rs. 10 each for the year ended 31st March 2017.
3. To appoint a director in place of Mr. Brij Raj Gupta (DIN 00974969), who retires by rotation and being eligible, offers himself for re-appointment.

To consider, and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Brij Raj Gupta (DIN 00974969), Director of the Company, who retires by rotation and being eligible has offered for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

4. Ratification of appointment of Statutory Auditor

To consider, and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:
"RESOLVED FURTHER THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Rajiv Udai & Associates, Chartered Accountants having Firm Registration No. 18764N, as Statutory Auditors of the Company to hold the office from the conclusion of this Annual general Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company to be held in the year 2018 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

AS SPECIAL BUSINESS:

5. To consider the appointment of Mr. Arun Mudgal (DIN: 06366992) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Listing Guidelines, Mr. Arun Mudgal (DIN No. 06366992), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years up to the conclusion of the Annual General Meeting of the Company to be held in 2022."

By order of the Board
For BRAWN BIOTECH LIMITED

Sd/-
Mamta Surkali
(Company Secretary)

Dated: 12th August, 2017
Place: New Delhi

For Brawn Biotech Limited
Mamta Surkali
Company Secretary

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NOTES:

1. a) **Appointment of PROXY:** 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 as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of the persons seeking re-appointment/appointment as Directors are provided in 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 **Saturday, the 16th day of September, 2017 to Saturday, the 23rd day of September 2017** (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. Payment of dividend as recommended by the Directors, if declared at the meeting, will be made to;
(a) the members holding shares in physical form and whose name appear in the Register of Members on the close of the day on **16th September, 2017** and
(b) to the members holding shares in dematerialized form and whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the close of business hours on **16th September, 2017**.
9. Payment of dividend will be made through National Electronic Clearing Services (NECS) by crediting the dividend amount to the bank account of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and who wish to avail of NECS facility to receive dividend from the Company may furnish the information to RCMC Share Registry Private Limited, the Registrars and Transfer Agents. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through NECS mechanism.
10. 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.
11. Electronic copy of the Annual Report for the financial period ending **31.03.2017**, Notice of the 32nd 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.

For Brawn Biotech Limited
M. Anurag
Company Secretary

Brawn Biotech Limited

12. Members may also note that the Notice of the 32nd AGM and the Annual Report 2017 will be available on the Company's website, 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.

13. 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 from time to time and Regulations 44 of SEBI Listing Regulations, 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 Limited (CDSL).
- 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 **Wednesday, September 20, 2017 at 9.00 a. m.** and ends on **Friday, September 22, 2017 at 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 **16th day of September, 2017** 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 shareholders voting electronically are as under:

- (i) The voting period begins on **Wednesday, September 20, 2017 at 9.00 a. m.** and ends on **Friday, September 22, 2017 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **16th day of September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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. The sequence number of the respective shareholders is mentioned on the address label of the Annual Report.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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 (iv).

For Brawn Biotech Limited
A. Jaishta
 Company Secretary

Brawn Biotech Limited

- (vii) 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 <BRAWN BIOTECH LIMITED> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **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 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.
 - 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 linked in the login should be mailed to 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

ITEM 5:

It is proposed to appoint Mr. Arun Mudgal as an Independent Directors under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years for a term up to 23rd September, 2022. Mr. Arun Mudgal is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director.

For Brawn Biotech Limited
Manita
Company Secretary

Brawn Biotech Limited

The Company has received notice in writing from members along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Arun Mudgal for the office of Independent Director of the Company.

The Company has also received declarations from Mr. Arun Mudgal that he meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Arun Mudgal fulfill the conditions for appointment as Independent Director as specified in the Act. Mr. Arun Mudgal is independent of the management.

Copy of the draft letter for appointment of Mr. Arun Mudgal as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

No Director, Key Managerial Personnel or their relatives except Mr. Arun Mudgal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution for the approval of the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER (In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Re-Appointment of Mr. Brij Raj Gupta (DIN: 00974969) (Item No. 3)

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, effective from 1st day of April, 2016, 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.

Mr. Brij Raj Gupta, being longest in office, shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

A brief resume of Mr. Brij Raj Gupta is provided in this Annual Report.

Accordingly, the Board recommends his re-appointment.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in agenda item No. 3.

PROFILE OF DIRECTORS AND OTHER DIRECTORSHIPS

Mr. Brij Raj Gupta (DIN: 00974969)

Mr. Brij Raj Gupta is presently the Managing Director of the Company. He has been appointed as Director in the year 1985 and since then he is playing a vital role in the Company.

Mr. Gupta aged 65 years, has vast experience of Pharmaceutical Sector for over 30 years. He handles and looks over the entire Company and its working and plays a vital role in overall management of the company.

He holds 499800 Equity Shares in the Company.

He is also a Director in various other Companies naming Brawn Laboratories Limited, Overseas Laboratories Limited and Brawn Cosmetics and Herbs Private Limited.

By order of the Board
For BRAWN BIOTECH LIMITED

Sd/-
Mamta Surkail
(Company Secretary)

Dated: 12th August, 2017
Place: New Delhi

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For Brawn Biotech Limited
Mamta
Company Secretary

Brawn Biotech Limited

BRAWN BIOTECH LIMITED

(CIN: L74899DL1985PLC022468)

Regd. Office: 4B, Asaf Ali Road, 8 Floor, Delhi Stock Exchange Building, New Delhi 110002
 Telefax: 011-23275208 E-mail: solutions@brawnbiotech.com, Website: www.brawnbiotech.com

Form No. MGT- 11
 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

32nd Annual General Meeting – 23rd September, 2017

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 falling 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 32nd Annual General Meeting of the Company to be held on Saturday September 23, 2017 at 11:00 a.m. at Executive Club, 439, VIII - Shahdarpur, 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*	
		For	Against
Ordinary Business			
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, 2017		
2	To declare Dividend for the Financial Year ended 31 st March, 2017 on Equity shares of the Company.		
3	Appoint a Director in place of Mr. Brj Raj Gupta, who retires by rotation and being eligible offers himself for re-appointment		
4	Ratification of appointment of M/s Rajiv Udai & Associates as Statutory Auditors and fixation of their remuneration		
Special Business			
5	Appointment of Mr. Arun Mudgal as an independent Director of the Company.		

Affix
 Revenue
 Stamp not
 less than
 Rs. 2.00

Signed this _____ day of _____, 2017.

Signature of the member

Signature of the Proxy Holder(s)

NOTES:

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 32nd 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' columns blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

For Brawn Biotech Limited

M. Anand

Company Secretary

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Brawn Biotech Limited

BRAWN BIOTECH LIMITED

(CIN: L74899DL1985PLC022468)

Regd. Office: 4B, Asaf Ali Road, II Floor, Delhi Stock Exchange Building, New Delhi 110002
Telefax: 011-23275208 E-mail: solution@brawnbiotech.com, Website: www.brawnbiotech.com

ATTENDANCE SLIP

(to be handed over at the entrance of the meeting hall)

32nd ANNUAL GENERAL MEETING - SEPTEMBER 23, 2017

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 32nd Annual General Meeting of the Company at Executive Club, 439, Vll - Shahoorpur, P. O., Fatehpur Beri, New Delhi - 110074 on Saturday September 23, 2017 at 11 : 00 A.M.

Name of the Member / Proxy
(In BLOCK letters)

Signature of the Member /Proxy

NOTES:

1. Please complete the Folio/DP ID-Client ID No. and name. Hand over signed attendance slip at the entrance.
2. Only member/ proxy can attend the meeting. No minors would be allowed at the meeting.
3. Electronic copy of the Annual Report for the financial period ended on 31.03.2017 and Notice of the Annual General Meeting (AGM) along with 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.
4. Physical copy of Annual Report for the financial period ended on 31.03.2017 and Notice of Annual General Meeting along with 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
5. Members are requested to carry their photo ID proof for verification at the venue of Annual General Meeting.

For Brawn Biotech Limited


Company Secretary

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Route Map
32ND ANNUAL GENERAL MEETING

Executive Club, 439, Vill- Shahoorpur, P. O., Fatehpur Beri, New Delhi - 110074.



For Brawn Biotech Limited

Mamta
Company Secretary

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