

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 FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th ANNUAL GENERAL MEETING of the members of "BRAWN BIOTECH LIMITED" will be held on Saturday, 21st September, 2019 at 10:30 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, 2019 including Audited Balance Sheet as at 31st March, 2019 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 appoint a director in place of **Mrs. Brij Bala Gupta** (DIN 00975261), who retires by rotation and being eligible, offers herself for re-appointment.

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

"RESOLVED THAT Mrs. Brij Bala Gupta (DIN 00975261), 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."

AS SPECIAL BUSINESS:

3. **To appoint Mr. Brij Raj Gupta as (DIN: 00974969) as Director of the company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Brij Raj Gupta (DIN: 00974969), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013."

4. **Appointment of Mr. Mahesh Verma as Manager(KMP) of the company**

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other

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applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactments thereof, for the time being in force), Mr. Mahesh Verma (PAN: AZAPM6951B) be and is hereby appointed as Manager of the Company for a period of five years commencing from August 13, 2019 on terms and conditions including remuneration as given below.

- a. Basic Salary: 187200 per annum.
- b. House Rent Allowance: 140400 per annum.
- c. Conveyance limit of Rs. 19200 per annum.
- d. Medical and other allowance: 121200 per annum.
- e. Variable Pay to be paid as decided by the Board.
- f. All other terms and conditions of his employment be decided by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Sd/-
Priyanka Sharma
(Company Secretary)**

Dated: 13th August, 2019

Place: New Delhi

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.

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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 **Sunday, the 15th day of September, 2019 to Saturday, the 21st day of September 2019** (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 **10.30 a.m. to 12.30 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 **31.03.2019**, Notice of the 34th 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 34th AGM and the Annual Report 2019 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.

11. 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 (India) 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 18, 2019 at 9.00 a. m.** and ends on **Friday, September 20, 2019 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 **14th day of September, 2019** 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 18, 2019** and ends on **Friday, September 20, 2019**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **14th September, 2019** 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.
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).

- (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 <**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 login 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 3:

The Board of Directors of the Company (the 'Board'), at its meeting held on 13th August 2019 has appointed Mr. Brij Raj Gupta (DIN: 00974969) as Additional Director to hold office upto the date of this Annual General Meeting. The NRC in its meeting has recommended the appointment of Mr. Brij Raj Gupta as a regular Director on the Board of the Company and also recommended to the shareholder that he be appointed and should be allowed to continue as a director of company.

Mr. Brij Raj Gupta is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director.

The Company has received notice in writing from Mr. Brij Raj Gupta along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidatures of Mr. Brij Raj Gupta for the office of Director of the Company.

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

The Board recommends the resolution for the approval of the members

ITEMS 4:

The Board of Directors of the Company ("the Board") at its meeting held on August 13, 2019 has, subject to approval of members, appointed Mr. Mahesh Verma (PAN: AZAPM6951B) as a Manager (Key Managerial Personnel), for a period of 5 (five) years commencing from, August 13, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee') of the Board and approved by the Board.

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

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

PROFILE OF DIRECTORS(Seeking appointment/ reappointment)

Mrs. Brij Bala Gupta (DIN: 00975261)

Mrs. Brij Bala 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.

She has vast experience of Pharmaceutical Sector for over 30 years. She handles and looks over the entire Company and its working and plays a vital role in overall management of the company.

Mr. Brij Raj Gupta (DIN: 00974969)

Mr. Brij Raj Gupta aged 67 years is s a Director and Promoter of the Company since Incorporation. He looks and

Brawn Biotech Limited

handles over the entire company and its working of the Company. He has over 32 years of experience and well versed with all the segments of the Company.

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)

Name of Director	Mr. Brij Raj Gupta	Mrs. Brij Bala Gupta
Terms and conditions of appointment/ Reappointment	Director, Liable to retire by rotation	Director, Liable to retire by rotation
Date of Birth	15.04.1952	06.07.1947
Date of Appointment	13.08.2019	24.11.2004
Relationship with other Directors Inter se	Not Applicable	Not Applicable
No. of Equity Shares held in the Company as on 31.03.2019	499800	89600
List of other Companies in which Directorships are held	BRAWN LABORATORIES LIMITED OVERSEAS LABORATORIES PRIVATE LIMITED BRAWN COSMETICS AND HERBALS PRIVATE LIMITED	NIL
Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	NIL	NIL
No of Board Meetings attended during the year	Five out five	Five out five
Past Remuneration	NIL	NIL
Remuneration sought to be paid	NIL	NIL

For Brawn Biotech Limited

Company Secretary

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

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]

34th Annual General Meeting – 21st September, 2019
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 34th Annual General Meeting of the Company to be held on Saturday, September 21, 2019 at 10:30 a.m. at 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, 2019		
2	Appoint a Director in place of Mrs. Brij Bala Gupta, who retires by rotation and being eligible offers herself for re-appointment		
Special Business			
1	Appointment of Mr. Brij Raj Gupta as (DIN: 00974969) as Director of the company		
2	Appointment of Mr. Mahesh Verma as Manager(KMP) of the company		

Signed this day of 2019.

Affix
Revenue
Stamp not
less than
Rs 0.15

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

NOTES:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 34th 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.

Sharma
 Company Secretary

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)

34th ANNUAL GENERAL MEETING- SEPTEMBER 21, 2019

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 34th Annual General Meeting of the Company at Executive Club, 439, Vill- Shahoorpur, P. O., Fatehpur Beri, New Delhi- 110074 on Saturday, September 21, 2019 at 10:30 A.M.

Name of the Member / Proxy
(in BLOCK letters)

Signature of the Member /Proxy

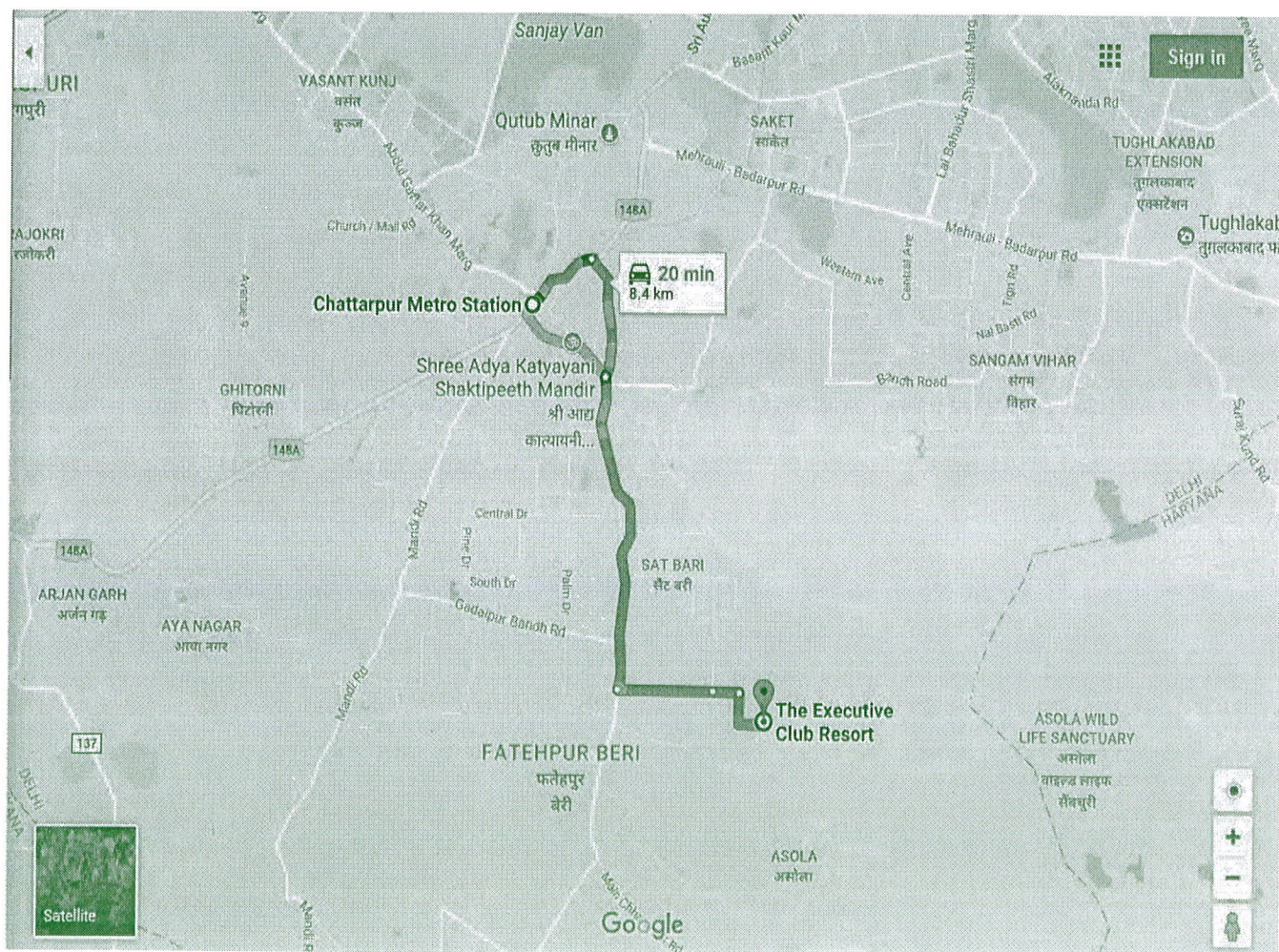
NOTES:

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 31.03.2019 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 31.03.2019 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

Route Map
34th ANNUAL GENERAL MEETING
Executive Club, 439, Vill- Shahoorpur, P. O., Fatehpur Beri, New Delhi- 110074.



For Brawn Biotech Limited

Sharma

Company Secretary