

**BRAWN**

Proceedings of the 30th Annual General Meeting held at The Executive Club, 439, Vill-Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 at 03.30 p.m. on Thursday, the 24th of September, 2015

Present

Mr. Brij Raj Gupta, Chairman & Managing Director
Mr. Trilok Singh, Independent Director & Member of Audit Committee

In Presence:

Mr. Amit Bansal, Company Secretary
Ms. Rati Garg, Chief Financial Officer

Mr. Satinder Kumar Saini, Proprietor of M/s Satainder Saini and Co., Chartered Accountants, Statutory Auditor of the Company, was present.

Mr. Gautam Goyal, Practicing Company Secretaries, appointed as Scrutinizer to scrutinize E-Voting & Poll Process, was also present.

32 Members in person representing 6,42,310 equity shares.
NIL members present by proxy.

The Company Secretary after introducing the Directors present informed that the requisite quorum was present at the meeting and asked the Chairman to declare open the meeting.

Mr. Brij Raj Gupta, Chairman of the Board, occupied the chair and welcomed the members and others present.

The notice convening the 30th Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.

Thereafter the Chairman delivered his speech to the Members, in which he highlighted the Company's current performance and future prospects.

The Company Secretary explained that pursuant to the provisions of the Companies Act, 2013, the Auditor's Report is required to be read only when there is qualification or adverse comment in the Report. As there was no such qualification, the company secretary took the report as read with the unanimous consent of the members present.

Thereafter, Chairman explained to shareholders about the e-voting system as under: *...for better life*

BRAWN BIOTECH LTD.
(Formerly Known as Brawn Pharmaceuticals Ltd.)

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Email: export@brawnlab.com
Corporate Office : Plot No. - 30, Sector - 33 Near Hero Honda Factory, Gurgaon (Haryana) 122001 TEL.: 0129-4666152, 4222462 E-mail: admin@brawnlab.com
Works : 13, NEW INDUSTRIAL TOWNSHIP, FARIDABAD-121001 (HR) TEL.: 0129-3290659 / 3290738 E-mail : plant_fbd@brawnlab.com

The e-voting facility has been introduced from last year as per Companies Act, 2013 and process/procedure for the same has already been informed to all the shareholders through notice of Annual General Meeting. The e-voting period commenced on Sunday, September 20, 2015 (9.00 a.m.) and ended on Wednesday, September 23, 2015 (6.00 p.m.).

M/s Gautam Goyal & Associates, Company Secretaries, Delhi, were appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Company Secretary informed that shareholders who has already voted through e-voting is not eligible to vote today and shareholder who has not voted through e-voting can vote here by using ballot paper already been provided to them.

The Shareholders were requested to fill their complete details in the ballot paper and cast their vote on each resolution as per their choice and put the ballot paper, after folding, in the ballot box.

The Chairman declared that the result of e-voting and polling by ballot paper would be declared to the stock exchanges and the same would along with the Scrutinizer's Report be posted on the website of the Company and also on the website of CDSL at the earliest but not later than the statutory limit specified in the Companies Act, 2013.

Mr. Brij Raj Gupta, Chairman thanked the shareholders for their active participation in the annual general meeting and declared the meeting as closed.

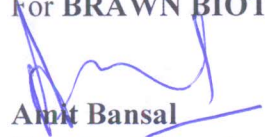
RESOLUTIONS PASSED THROUGH E-VOTING AND POLL PROCESS

1. **"RESOLVED THAT** the Audited Balance Sheet and Statement of Profit and Loss for the year ending on 31st March, 2015 and the Reports of Board of Directors and Auditors as on that date be and are hereby approved."
2. **"RESOLVED THAT** pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the shareholders be and is hereby accorded for the appointment of Smt. Urmila Gupta as Director of the Company."
3. **"RESOLVED THAT**, pursuant to Section 139 any other applicable provisions of the Companies Act, 2013, M/s Satinder Saini and Co., Chartered Accountants, with Firm Registration No. 008834N, be and are hereby re-appointed 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 at a remuneration fixed by Audit Committee.

Yours sincerely,
For BRAWN BIOTECH LIMITED,


Amit Bansal
Company Secretary



GAUTAM GOYAL

B.COM (H), ACS

PRACTICING COMPANY SECRETARY

Tel: 011-64510009, MOBILE: 9910714508

OFF: 535/536 NAYA BAZAR

LOHRI GATE

DELHI-110006

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SCRUTINIZER REPORT

To,
The Chairman
Brawn Biotech Limited
C-64, Lajpat Nagar
Delhi-110024

Sub: Resolutions passed through E-Voting and Poll conducted at the 30th Annual General Meeting of Brawn Biotech Limited.

I, Gautam Goyal, (Practicing Company Secretary), have been appointed as the Scrutinizer by the Board of Directors of **Brawn Biotech Limited ("the Company")** having its registered Office situated at C-64, Lajpat Nagar New Delhi - 110024, for the purpose of scrutinizing the electronic voting process and votes through poll held at the Annual General Meeting; i.e. 24th September, 2015.

The Company had appointed Central Depository Services (India) Limited, (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Sunday, 20th September, 2015 at 9:00 A.M. till Wednesday, 23rd September, 2015 at 5:00 P.M.

The Company had also provided voting facility by poll at the 30th Annual General of the Company, to the members present in person or by proxy; who did not exercised their right to vote through electronic voting facility.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on resolutions specified in the notice of the 30th Annual General Meeting. My responsibility as a Scrutinizer for the e-voting process and poll is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.



The result of the E-Voting together with that of Poll is as follows:

(A) As an Ordinary Resolution- Item No. 1.

Consideration and adoption of the Audited Balance Sheet as on 31st March, 2015, Profit & Loss Account and the Cash Flow Statement for the year ended on that date and the Report of Directors and Auditors thereon.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	18	12,72,991	99.91 %
Poll	22	1,041	.08 %
Total	40	12,74,032	99.99 %

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

III. Invalid Votes:

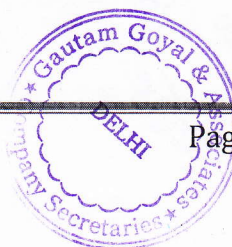
	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of invalid votes
E-Voting	-	-	-
Poll	1	130	.01%
Total	1	130	.01%

(B) As an Ordinary Resolution- Item No.2.

Appointment of Director in place of Smt. Urmila Gupta (DIN: 02061436), who retires by rotation and being eligible offers herself for re-appointment.

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	18	12,72,991	99.91%
Poll	22	1,041	.08%
Total	40	12,74,032	99.99%



GAUTAM GOYAL

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PRACTICING COMPANY SECRETARY

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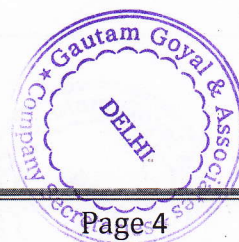
EMAIL: gautampcs@yahoo.com

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of invalid votes
E-Voting	-	-	-
Poll	1	130	.01%
Total	1	130	.01%



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(C) As an Ordinary Resolution- Item No.3.

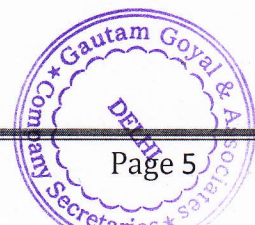
To appoint Statutory Auditors and to fix their remuneration

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	18	12,72,991	99.91%
Poll	22	1,041	.08%
Total	40	12,74,032	99.99%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-



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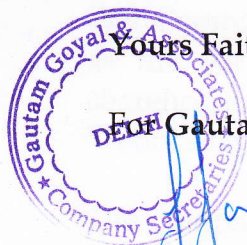
III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of invalid votes
E-Voting	-	-	-
Poll	1	130	.01%
Total	1	130	.01%

Thanking You,

Yours Faithfully,

For Gautam Goyal & Associates



(Gautam Goyal)

C.P No. 8938

Date: 28th September 2015

Place: Delhi