**BRAWN**2nd September, 2016

To,
The Manager-Listing,
The Bombay Stock Exchange Limited,
Phiroz Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai-400001

Ref: Scrip Code No. 530207

Subject: Submission of proceedings of A.G.M.

Dear Sir,

We are hereby submitting the proceedings of the 31st Annual General Meeting of the Company held on 1st September, 2016 at 11:00 A.M. at "Rajmahal Banquet" Agarwal Funcity Mall, 2nd Floor, CBD Ground, Near Karkardooma Court, Opp. ICAI Building, Shahdara, Delhi-110032 alongwith the copy of the resolutions passed at the aforesaid AGM as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for your kind perusal.

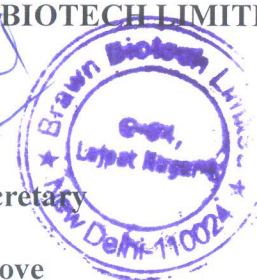
The copy of Scrutinizer's Report for E-voting and Poll process is also enclosed for your reference.

Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,
For **BRAWN BIOTECH LIMITED**,


Amit Bansal
Company Secretary



Encl : as above

BRAWN BIOTECH LTD.

(Formerly Known as Brawn Pharmaceuticals Ltd.)

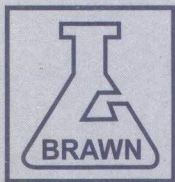
... for better life

Regd. Office : C-64, LAJPAT NAGAR-1, NEW DELHI-110024 TEL.: 91-11-29815331 Email : legal@brawnlabs.com Website : www.brawnlabs.com

Export Office : OLD DELHI STOCK EXCHANGE BUILDING 4/4B, ASAF ALI ROAD, NEW DELHI-110002 (INDIA) TEL.: 011-32911528, 32911529 FAX: 011-23275208
Email: export@brawnlabs.com

Corporate Office : Plot No. - 30, Sector - 33 Near Hero Honda Factory, Gurgaon (Haryana) 122001 TEL.: 0124-4666152, 4222462, E-mail: admin@brawnlabs.com

Works : 13, NEW INDUSTRIAL TOWNSHIP, FARIDABAD-121001 (HR) TEL.: 0129-3290659 / 3290738 E-mail : plant_fbd@brawnlabs.com



BRAWN

Proceedings of the 31st Annual General Meeting held at Rajmahal Banquet, Agarwal Funcity Mall, 2nd Floor, CBD Ground, Near Karkardooma Court, opp ICAI Building, Shahdara, Delhi-110032 on 1st September 2016 at 11:00 A.M.

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. Atul Aggarwal, Partner of M/s M.K. Aggarwal & Co., Chartered Accountants, Statutory Auditor of the Company, was present.

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

52 Members in person representing 5,00,082 equity shares.
5 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 31st 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:

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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 Monday, August 29, 2016 (9.00 a.m.) and ended on Wednesday, August 31, 2016 (5.00 p.m.).

M/s Gautam Goyal, Practicing Company Secretary, Delhi, was appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Company Secretary informed that shareholders who have already voted through e-voting are 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, 2016 and the Reports of Board of Directors and Auditors as on that date be and are hereby approved."
2. **"RESOLVED THAT** a Dividend @ 10% on the equity share capital of the Company for the financial year 2015-16 be and is hereby declared".
3. **"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. Brij Bala Gupta as Director of the Company."



4. **"RESOLVED THAT**, pursuant to Section 139 any other applicable provisions of the Companies Act, 2013, M/s Rajiv Udai & Associates, Chartered Accountants, with Firm Registration No. 018764N, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for the next 5 years at a remuneration fixed by Audit Committee."

Yours sincerely,

For **BRAWN BIOTECH LIMITED,**

Amit Bansal
Company Secretary





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 31st 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. 01st September, 2016.

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 Monday, 29th August, 2016 at 9:00 A.M. till Wednesday, 31st August, 2016 at 5:00 P.M.

The Company had also provided voting facility by poll at the 31st 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 31st 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, 2016, 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	16	14,02,588	99.97
Poll	42	282	.03
Total	58	14,02,870	100

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	2	2	0
Total	2	2	0

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	7	-	-
Total	7	-	-



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

Declaration of Dividend for the financial year ended 31st March 2016, on Equity Shares of the company.

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	16	14,02,588	99.97
Poll	42	282	.03
Total	58	14,02,870	100

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	2	2	0
Total	2	2	0

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	7	-	-
Total	7	-	-



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

Appointment of Director in place of Mrs. Brij Bala Gupta (DIN: 00975261), 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	16	14,02,588	99.97
Poll	42	282	.03
Total	58	14,02,870	100

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	2	2	0
Total	2	2	0



**III. Invalid Votes:**

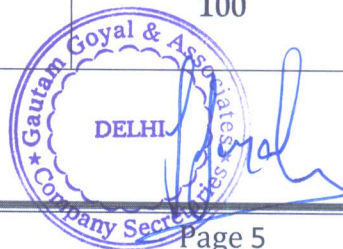
	Number of Members who voted through E-Voting Process and poll	Number of votes cast (in proportion to shareholding)	% of total number of invalid votes
E-Voting	-	-	-
Poll	7	-	-
Total	7	-	-

(D) As an Ordinary Resolution- Item No.4.

To appoint M/s Rajiv Udai & Associates, Chartered Accountants, (Firm Regn. No.018764N) in place of M/s M.K. Aggarwal & Co., Chartered Accountants (Firm Regn. No. 01411N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for the next 5 years 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	16	14,02,588	99.97
Poll	42	282	.03
Total	58	14,02,870	100



**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	2	2	0
Total	2	2	0

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	7	-	-
Total	7	-	-

Thanking You,

Yours Faithfully,

For Gautam Goyal & Associates
(Gautam Goyal)
C.P. No. 8938

Date: 02nd September 2016

Place: Delhi