NOTICE

The **FORTY FIRST ANNUAL GENERAL MEETING** of **BRAWN BIOTECH LIMITED** will be held on Tuesday, 29th day of September 2026 at 11.00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2026 together with the Reports of the Board of Directors and the Auditors thereon.

2. 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.

3. Appointment of M/s. G D S M and Co. Chartered Accountants (Firm Registration No. 034194N) as the Statutory Auditors of the Company.

SPECIAL BUSINESS:

1. To consider and approve managerial remuneration of Mr. Amit Kumar (Manager-KMP) as per the provisions of Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, and pursuant to the recommendation of Nomination & Remuneration Committee and subsequent approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to the payment of remuneration of ₹9,76,512/- (Rupees Nine Lakh Seventy-Six Thousand Five Hundred and Twelve only) per annum, to Mr. Amit Kumar, Manager of the Company, for a period of three years effective from 12.02.2026, forming part of and without prejudice to his said overall five-year term of appointment.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year of the Company during period of three years, the remuneration payable to Mr. Amit Kumar as Manager (KMP) of the Company shall be in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, as amended from time to time subject to the compliance of provisions thereof.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution."

By Order of the Board of Directors

Sd/-
Priyanka Sharma
Company Secretary & Compliance Officer

Place: Delhi,
Date: August 13, 2026

NOTES:

1. The Explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.

2. The Ministry of Corporate Affairs ("MCA"), inter alia, vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), till further orders, in accordance with the requirements laid down in Paragraphs 3 and 4 of General Circular No. 20/2020 dated May 5, 2020, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars and the SEBI Circulars, the 41st Annual General Meeting ("Meeting" or "AGM") of the Company is scheduled to be held through VC/OAVM on Tuesday, September 29, 2026, at 11.00 A.M. (IST). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at C-64, First Floor, Lajpat Nagar-1, Delhi-110024.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Since the AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.brawnbiotech.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

8. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

9. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 26.09.2026 at 9:00 A.M and ends on 28.09.2026 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 22.09.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders / Members	Login Method
Individual Shareholders holding securities in demat mode with **CDSL (Depository)**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their Existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My easi new (token) tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com Home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders / Members	Login Method
Individual Shareholders holding securities in demat mode with **NSDL (Depository)**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4)For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders / Members	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants **(DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forgot User ID' / 'Forgot Password' option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL & CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022 - 4886 7000 and 022 – 2499 7000.
Individual Shareholders holding securities in demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA

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. 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

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.

- Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; solution@brawnbiotech.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at solution@brawnbiotech.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at solution@brawnbiotech.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Place: Delhi
Date: August 13, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4:
Mr. Amit Kumar was re-appointed as Manager of the Company for a term of five years by the members at the Annual General Meeting held on 30.09.2025, pursuant to Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013.

The Remuneration payable/paid to Mr. Amit Kumar considering the "Nil" Profit for relevant financial year i.e. FY 25-26 has already been approved by the Board of Directors in their meeting held on 09th day of April, 2026 upon the recommendation of Nomination & Remuneration Committee of the Company.

The Board In principal approval under section 197 and pursuant to the provisions of Schedule V of the Companies Act, 2013 has been granted on the basis of provisional financial statement of the Company for relevant period.

Since the Company's profits for the relevant period was inadequate/nil as per the Audited Financial Statement of the Company for FY ended 31-03-2026, remuneration payable to Mr. Amit Kumar is required to be approved by members also in accordance with Section II of Part II of Schedule V to the Act.

The particulars required to be disclosed under the second proviso to clause (B) of Section II, Part II of Schedule V, and under Section 102(1) of the Act, are set out below:

I. General Information

1. Nature of industry: Pharmaceuticals
2. Date of commencement of commercial production: Not applicable — existing commercial operations
3. In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus: Not applicable
4. Financial performance based on given indicators (Figures in ₹ thousand):

Particulars	**FY 2023-24**	**FY 2024-25**	**FY 2025-26**
Revenue from Operations	1,64,946.91	1,34,649.87	1,69,777.32
Profit/(Loss) before tax	(15,442.11)	(17,980.78)	10.80
Profit/(Loss) after tax	(12,470.07)	(17,400.80)	(9,406.18)
EPS (₹)	(4.15)	(5.68)	3.26

5. Foreign investments or collaborations, if any: Not applicable

II. Information about the appointee

1. Background details: Mr. Amit Kumar is seasoned management professional with over 15 years of experience. He is acting as a Manager (Key Managerial Personnel) currently, with exposure to corporate operations, statutory and regulatory compliance, and governance frameworks. Educationally, holds a B.A (Hons) Degree, Post Graduate Diploma in Business Administration (Marketing Management) and a recognized A-Level Advanced Diploma in Computer Applications, providing a balanced foundation of managerial, analytical, and systems-oriented expertise, contributing to efficient decision-making and organizational growth.
2. Past remuneration: Details of past remuneration given below:

   a. Basic Salary: 2,21,472 per annum.
   b. House Rent Allowance: 110736 per annum.
   c. Conveyance limit of Rs. 19200 per annum.
   d. Medical and other allowance: 15000 per annum.
   e. Variable Pay to be paid as decided by the Board.

3. Recognition or awards: Mr Amit Kumar has total experience of more than 15 years, dedicated in pharmaceuticals industry. He has been extremely passionate about the role that the pharmaceuticals can play in the progress of India.
4. Job profile and his suitability: Mr. Amit Kumar has experience of management of all aspects in an organisation. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr. Amit Kumar is best suited for the position wherein, he is exclusively handling pharmaceuticals related activities & responsibilities of the Company.
5. Remuneration proposed: ₹9,76,512/- (Rupees Nine Lakh Seventy-Six Thousand Five Hundred and Twelve only) per annum, subject to such annual increment as may be approved by the Board/Nomination and Remuneration Committee from time to time, for a period of three years, forming part of and without prejudice to his overall term of appointment of five years.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr. Amit Kumar, the remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: None

III. Other information

1. Reasons for loss or inadequate profits: As per the audited Profit & Loss Account of the Company for the financial year 2025-26, the Company has incurred loss. Hence the Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are nil.

2. Steps taken or proposed to be taken for improvement: The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

3. Expected increase in productivity and profits, in measurable terms: As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in pharmaceuticals industry there will be increase in profits of the Company.

IV. Disclosures

As the company is exempt from the Corporate Governance requirements under Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by virtue of Regulation 15(2) thereof, the Company does not prepare a Corporate Governance section as part of its Board's Report/Annual Report. The disclosures otherwise required under Section IV of Part II of Schedule V namely, all elements of the remuneration package, details of fixed components and performance-linked incentives, service contract/notice period/severance fee, and stock option details, are accordingly not applicable to the Company on this account and are not separately disclosed in the Board's Report.

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Amit Kumar has also been approved by the Nomination and Remuneration Committee of the Board.

None of the Directors or Key Managerial Personnel of the Company, other than Mr. Amit Kumar and his relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Therefore, the Board of Directors of the Company recommends the passing of this Resolution as Ordinary Resolution by Members.

Documents referred to in the accompanying Notice of the 41st AGM and the Explanatory Statement shall be available for inspection by the Members, without any fee, during normal business hours [09:00 A.M. to 05:00 P.M. (IST)], on all working days except Sundays either physically, at the Registered Office of the Company; or electronically, upon request sent to solution@brawnbiotech.com, from the registered e-mail ID mentioning the Member’s name, Folio No. / Client ID and DP ID, the documents sought for inspection, along with a self-attested copy of the PAN card.

Annexure to the Notice of Annual General Meeting

Details of the Director seeking appointment / re-appointment at Annual General Meeting [Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings]:

Name of the Director	Mr. Brij Raj Gupta
DIN	00974969
Designation	Non-Executive Director
Date of Birth (Age)	April 15, 1952 (74 years)
Expertise in Specific Functional Area / Brief Resume	Mr. Brij Raj Gupta has been associated with the company for a long period having expertise in pharmaceutical business.
Terms and conditions of appointment or re-appointment	Re-appointment in terms of section 152(6) of the Companies Act, 2013
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	NA
Directorship held in other Listed Companies (excluding Foreign Companies)	None
Committee positions held in other listed Companies	None
Nationality	Indian
No. of meetings of Board attended during the year	8 out of 8
No. of shares held (a) Own (b) For other persons on a beneficial basis	 500774 Nil