

24th Annual General Meeting

Date: 26th September, 2009

Day: Saturday

Time: 9.30 A.M.

Place: "The Executive Club"

439, Vill- Shahoorpur,

P.O. – Fatehpur Beri,

New Delhi- 110074

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BOARD OF DIRECTORS

Sh. B.R.Gupta

Chairman-cum-Managing Director

Smt. Urmila Gupta

Director

Smt. Brij Bala Gupta

Director

Sh. Manohar Lal

Director

Sh. Mahesh Kumar Nanchal

Director

Sh. Bal Kishan Sharma

Director

COMPANY SECRETARY

Sh. Jaspreet Singh

AUDITORS

M/s Satinder Saini & Co.

Chartered Accountants

514, Suneja Tower – 1, District Center

Janak Puri

New Delhi- 110058

BANKERS

Punjab National Bank
H-22, Tropical Building,
Connaught Place,
New Delhi- 110001

REGISTERED OFFICE

C-64, Lajpat Nagar-I,
New Delhi – 110024.

CORPORATE OFFICE

4/4B, Asaf Ali Road, Old Delhi Stock Exchange Building,
New Delhi – 110002.

**REGISTRAR AND TRANSFER AGENT
FOR BOTH PHYSICAL & DEMAT**

M/s RCMC Share Registry Private Ltd.,
B-106, Sector – 2, Noida – 201301 (U.P.)



CHAIRMAN'S STATEMENT

Dear Shareholders,

I extend hearty welcome to you on the eve of the Annual General Meeting of the Company.

At the very outset, I would like to share with all of you my deep sense of satisfaction over the sterling results achieved by your Company. I am extremely happy to report to you that despite all adverse and challenging circumstances, your Company has fared very well during this year. Your company is trying to reduce the debt, increase the profitability and significantly improve the networth.

The year 2008-09 has been odd year globally for number of significant reasons. Meltdown of major economies, world wide recession, liquidity crunch, de-growth in GDPs, unprecedented jobs cuts, near bankruptcy situation for many corporate giants of the developed countries and increased threat of terrorism than ever before impacted the lives of human beings.

India was not immune to these events. However, Indian financial and banking sector was stable and timely economic stimulants implemented by the Government brought stability. Further boost was received by peoples mandate to a stable Government at the centre. Opening up of financial and insurance sectors to foreign investors and thrust given to the growth has helped the country in maintaining sustained growth and thereby boosting up investor's confidence in the Indian economy.

While all these events happening around the world, no exception to our country, your Company has recorded an unprecedented growth in income from operations and recorded increase in profits before tax to Rs. 41.41 Lacs. Revenues for the year at Rs. 409.94 lacs were higher by 442.41% compared to the previous year.

This was achieved through an increased focus on securing profitable jobs and implementing a sustained efficiency program across the enterprise, which includes working towards improving cash collection, controlling expenditure and optimizing its resources wherever possible. These initiatives are showing visible success in all major financial indicators of your Company's results for the year.

In view of the increasing profits, your Company need to wipe off its losses accumulated over the years & thus is unable to distribute any dividends. Still, we hope that if the progress goes on like this, we will be distributing dividends soon.

I am please to inform that the Bombay Stock Exchange has revoked the suspension of trading on the equity shares of the Company with effect from 29th May 2009. Thus the trading of the shares of the Company has started on Bombay Stock Exchange. Soon the Delhi Stock Exchange is also starting its Online trading Platform facilitating trading on the equity share of the Company at the DSE's trading terminals across the country.

Finally, I wish to record my sincere thanks to Brawn Group for their unstinted support and contribution in turnaround of your Company. I also wish to place on record thanks to my colleagues on the Board, shareholders, suppliers, customers, bankers and employees at all levels for their continued support.

B. R. Gupta
CHAIRMAN

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Brawn Pharmaceuticals Limited will be held on Saturday, the 26th September, 2009 at 9.30 A.M. at "The Executive Club", 439, Vill – Shahoorpur, P.O. – Fatehpur Beri, New Delhi-110074 to transact the following businesses.

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date and the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Brij Raj Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mahesh Kumar Nanchal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To reappoint Statutory Auditors' of the company and fix their remuneration and for the purpose to consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution.

"RESOLVED THAT M/s Satinder Saini & Co., Chartered Accountants, 514, Suneja Tower – 1, District centre, Janak Puri, New Delhi – 110058 be and are hereby reappointed as statutory auditors of the company to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company."

Special Business:

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

"RESOLVED THAT Mr. Bal Kishan Sharma, who was appointed as an Additional Director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as an ordinary Director of the Company whose office shall be liable for determination through retirement by rotation."

Place: New Delhi
Date: 02-06-2009

For and on behalf of the Board of Directors

Sd/-
(B.R. Gupta)
Chairman-Cum-Managing Director

Notes:

- a.) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY, A BLANK FORM OF PROXY IS ENCLOSED HERewith AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED, DULY FILLED IN, TO THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FOURTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**
- b.) The Register of Members and Share Transfer Book of the Company will remain closed from Tuesday, the 22nd September, 2009 to Saturday, the 26th September, 2009 (both days inclusive).
- c.) Shareholders are requested to intimate the change of address, if any, to the Company's Registrar & Transfer Agent M/s. RCMC Share Registry Private Limited, B-106, Sector-2, Noida – 201301 (U.P.)
- d.) Members /Proxies should bring the attendance slip enclosed herewith duly filled in for attending the meeting. Members, who hold shares in dematerialized form are requested to bring their Client ID and DP ID Number for easy identification of attending at the meeting.
- e.) Shareholders seeking any information or having any query with regard to accounts are requested to write to the Company at least seven days before the date of the meeting, so as to enable the management to keep the information ready.
- f.) Members are requested to bring their copies of Annual Reports with them to the meeting, as extra copies of the Annual Reports will not be available for distribution at the meeting.
- g.) Explanatory Statement as required under section 173(2) of the Companies Act, 1956, in respect of Special Business under item no. 5 is enclosed herewith.

Place: New Delhi
Date: 02.06.2009

For and on behalf of the Board of Directors

Sd/-
B.R. Gupta
(Chairman-Cum-Managing Director)

Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956

Item No. 5:

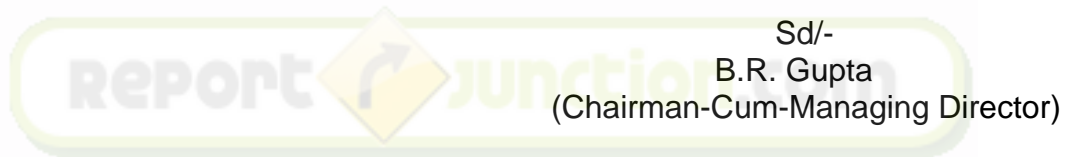
Mr. Bal Kishan Sharma was co-opted on the Board of Directors of the Company as an Additional Director to hold office until the date of ensuing annual general meeting. The Board is proposing to appoint him as an ordinary director in the ensuing AGM. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

Mr. Bal Kishan Sharma is interested and concerned in the proposed resolution.

Place: New Delhi
Date: 02.06.2009

For and on behalf of the Board of Directors

Sd/-
B.R. Gupta
(Chairman-Cum-Managing Director)

A large, semi-transparent watermark logo for 'Report Junction' is centered across the page. It features the word 'Report' in a bold, sans-serif font, followed by a stylized yellow diamond icon containing a blue circular arrow, and then the word 'Junction' in a similar font. The entire logo is enclosed within a light green rounded rectangular border.

DIRECTORS' REPORT

Dear Shareholders,

The Directors of your Company have pleasure in presenting to you the Twenty Fourth Annual Report on the business & operations of the company and Audited Statement of Accounts for the year ended 31st March, 2009 along with the Auditor's Report thereon.

FINANCIAL RESULTS

The Financial Results of the Company for the year ended 31st March 2009 are as follows:

<i>(Rs. in Lakh)</i>		
Particulars	Year ended 31.03.2009	Year ended 31.03.2008
Gross Sales	409.94	92.66
Profit before Depreciation & Interest	41.52	8.00
Interest	0.02	NIL
Depreciation	0.09	NIL
Profit/(Loss) before Tax	41.41	8.00
Excess Provision for Income Tax of previous year written back	-	0.13
Provision of Gratuity	0.24	0.01
Provision for Income Tax	4.39	0.33
Provision for Deferred Tax	-	(6.84)
Net Profit/(Loss) after Tax	36.78	0.93
Profit/Loss brought forward	202.35	(203.28)
Amount Available for Appropriation	(165.57)	(202.35)
Appropriations		
Transfer to General Reserve	NIL	NIL
Balance carried to Balance Sheet	(165.57)	(202.35)

OPERATIONS AND PERFORMANCE

During 2008-09, your Company made a strategic entry with its generic formulations in the premium markets of Iraq and consolidated its strengths in the less regulated and emerging markets. This was done while striving for leadership position in the domestic market. The total export sales of the Company were Rs 246.72 Lacs while the domestic sales were Rs 163.22 Lacs.

All these positive developments helped your Company to improve its top and bottom line. It has placed huge orders for manufacture and hence the operating profit was much higher over the previous year. Revenues for the year at Rs. 409.94 lacs were higher by 442.41%. Brawn Pharmaceuticals Ltd. is effectively facing the challenges of entering into severely competitive markets, prevailing high product prices. The strengths of the Company's ability to manage resources from end-to-end and capacity to deliver what the customer wants at affordable prices, is helping the company to overcome the constraints.

Your Company sees big potential with its large basket of regulatory approved products in the regulated markets.

The Company had massive trading activities during the year. However the company has obtained drug license on loan license basis of getting its products manufactured from other parties. Also, the pipeline of new products being developed by the team in R&D would add to the offers to the market in the future.

DIVIDEND

In view of profits earned by the Company, your Directors regret their inability to recommend any dividend for the year 2008-2009 to cover up the losses of the past years.

DIRECTORS

After the last Annual General Meeting, Mr. Bal Kishan Sharma was appointed as additional director. In terms of the provisions of the Companies Act, 1956, they hold office until the date of the ensuing Annual General Meeting. His appointment as an ordinary Director of the Company is placed before the Members for consideration. The Board recommends the resolution(s) for adoption by the members.

After the last Annual General Meeting, Mr Trilok Chand Sharma resigned from the Board. The Board takes this opportunity to place its gratitude for services rendered by them.

Mr. Brij Raj Gupta and Mr. Mahesh Kumar Nanchal retire by rotation and being eligible offers themselves for re-appointment. Directors recommend their re-appointment.

AUDITORS

The Statutory Auditors, M/s. Satinder Saini & Co., Chartered Accountants, New Delhi retire at the forthcoming Annual General Meeting and offer themselves for re-appointment as the Auditors' of the company.

As required under Section 224 (1B) of the Companies Act, 1956, the company has obtained from them a confirmation to the effect that their appointment, if made, would be in conformity with the limits prescribed in the said section.

AUDITORS' REPORT

Observations to the Auditors when read together with the relevant notes to the accounts and accounting policies are self-explanatory.

DEVELOPEMENT

One of the main objectives of the company in the current financial year is to improve and develop good export market.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of your Company state:

- (a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- (b) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That the Directors had prepared the annual accounts for the year ended 31st March 2009 on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Particulars in respect of conservation of energy, technology absorption and other particulars required under Section 217 (1)(e) of The Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is enclosed as Annexure 'A' and forms part of this report.

CORPORATE GOVERNANCE

Your Company believes in conducting the business with due compliance of all the applicable laws, rules and regulations. The Company has duly implemented the system of corporate governance as per the requirements of the Listing Agreement. Detail report appears in the Annexure forming part of this report.

EMPLOYEES RELATION

Your Directors wish to express their sincere appreciation of the efficient services rendered by the employees at all levels throughout the company.

PARTICULARS OF EMPLOYEES

None of the Employee of the Company has received remuneration above the limits as prescribed in Sub-section 2A of Section 217 of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975.

FIXED DEPOSIT

The Company has not accepted any fixed deposit from the public during the year under review.

ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude to the Government Authorities, Company's Bankers, Dealers, Customers and its Business Associates for their valued support extended to the company.

For and on behalf of the Board of Directors

PLACE: New Delhi

DATE: 02.06.2009

**Sd/-
(B.R. Gupta)
CHAIRMAN-CUM-MANAGING DIRECTOR**

