



33rd Annual Report
2017-18

Brawn Biotech Limited
CIN : L74899DL1985PLC022468

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Schedule of 33rd Annual General Meeting

Date	22 nd September, 2018
DAY	Saturday
TIME	11.00 A.M
PLACE	Executive Club, 439, Vill- Shahoorpur, P. O., Fatehpur Beri, New Delhi- 110074
BOOK CLOSURE DATE	15 th September, 2018 to 22 nd September, 2018 (both days inclusive)

Dear Shareholders,

It gives me great pleasure to present the annual report for the financial year 2017- 18.

Overall Indian Economy is marked by a number of Key Structural incentives to build strength across key macroeconomics parameter for sustainable future growth. Financial Year 2017- 18 was a momentous one as the Indian economy embraced the biggest economic reform of GST followed by year of Demonetisation. This move towards 'One nation, One tax' will provide a substantial boost for all organised and unorganized sector of Indian economy.

With induction of GST and other economic changes, Financial Year 2018 becomes a tough year but with the focused and strong team, Company has achieved business challenges and has planned to expand its customer base in domestic as well as export markets.

We have invested in Generic and other associated health products and with this, we have achieved the key objective of establishing a brand image of Brawn in Pharmaceutical Industry. Our organization is now focusing to consistently provide effective medical products to customers in India and our overseas.

LOOKING AHEAD

We see greater opportunity in Pharmaceutical industry and with a commitment to build better tomorrow, we will be looking at building a stronger organization to achieve several milestones on the path of excellence and profitable growth in coming years.

We appreciate the hard work and commitment demonstrated by Team Brawn, in this challenging period.

Finally, I would like to thank all our shareholders, investors and partners for their continuous support and confidence in our journey. We solicit your continued support towards Brawn's transformation.

Thank You,
Yours Sincerely,

Sd/-
Brij Raj Gupta
Chairman & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sh. Brij Raj Gupta
(Chairman-cum-Managing Director)

Smt. Brij Bala Gupta
(Director)

Sh. Arun Mudgal
(Independent Director)

Sh. Subhash Chander
(Additional Independent Director)

Smt. Kanta Takkar
(Additional Independent Director)

COMPANY SECRETARY

Ms. Mamta Surkali

STATUTORY AUDITOR

M/s Rajiv Udai & Associates
(Chartered Accountants)

REGISTERED OFFICE

4B, Asaf Ali Road, IIInd Floor,
Delhi Stock Exchange Building,
New Delhi – 110002

REGISTRAR AND TRANSFER AGENT

M/s RCMC Share Registry Private Ltd.,
B-25/1, First Floor,
Okhla Industrial Area, Phase- II
New Delhi- 110020

CHIEF FINANCIAL OFFICER

Mrs. Rati Garg

BANKERS

Punjab National Bank

CORPORATE OFFICE

Plot No. 30, Sector 33,
Infocity- II, Gurgaon,
Haryana- 122001

LISTED AT

BSE LIMITED
(Scrip Code: 530207)

Dear Shareholders,

We request you to please update your e- mail id, pan and bank details along with full name, folio no., address, contact no. and specimen signature in our record with our Registrar and Share transfer Agent by post at the address- RCMC Share Registry Pvt. Ltd., B-25/1, First Floor, Okhla Industrial Area, Phase- II, New Delhi- 110020 or by email at mdnair@rcmcdelhi.com.

Kindly quote your folio no. in all correspondence.

COMMITTEES OF BOARD OF DIRECTORS**AUDIT COMMITTEE**

Sh. Arun Mudgal (Independent Director)	Chairman
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Sh. Subhash Chander (Additional Independent Director)	Member
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Smt. Kanta Takkar (Additional Independent Director)	Member
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NOMINATION AND REMUNERATION COMMITTEE

Sh. Arun Mudgal (Independent Director)	Chairman
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Smt. Kanta Takkar (Additional Independent Director)	Member
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Sh. Subhash Chander (Additional Independent Director)	Member
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STAKEHOLDERS RELATIONSHIP COMMITTEE

Sh. Arun Mudgal (Independent Director)	Chairman
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Smt. Kanta Takkar (Additional Independent Director)	Member
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Sh. Subhash Chander (Additional Independent Director)	Member
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Dear Members,

You are cordially invited to attend the 33RD Annual General Meeting of the members of Brawn Biotech Limited ('the Company') to be held on Saturday, 22nd September, 2018 at 11:00 A.M. at Executive Club, 439, Vill- Shahoorpur, P. O., Fatehpur Beri, New Delhi- 110074

The notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e- voting are enclosed.

Further, this is to inform you that w.e.f., December 05, 2018, Securities Exchange Board of India, with a view to ensure transparency, has mandated that transfer of securities shall be carried out in dematerialized form only except in case of transmission or transposition. Therefore, all the shareholders holding securities in physical form are advised to dematerialize the same by or before 5th December, 2018.

Thanking You,

Sd/-
Mamta Surkali
(Company Secretary)

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 THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY THIRD ANNUAL GENERAL MEETING of the members of “BRAWN BIOTECH LIMITED” will be held on Saturday, 22nd September, 2018 at 11:00 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, 2018 including Audited Balance Sheet as at 31st March, 2018 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 declare dividend of Rs. 1.0 per equity share of Rs. 10 each for the year ended 31st March 2018.
3. To appoint a director in place of **Smt. 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** Smt. 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:

4. **To regularize the appointment of Shri. Subhash Chander (DIN: 06952570) as an Independent Director**

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 read with Schedule IV 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), Shri. Subhash Chander (DIN: 06952570), 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 who holds office up to the date of this Annual General Meeting 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 an Independent Director of the Company for a period up to May 22, 2023 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”

5. **To regularize appointment of Smt. Kanta Takkar (DIN: 07988719) as an Independent Director**

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 read with Schedule IV 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), Smt. Kanta Takkar (DIN: 07988719), 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 who holds office up to the date of this Annual General Meeting 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 an Independent Director of the Company for a period up to May 22, 2023 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”

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

Sd/-

**Mamta Surkali
(Company Secretary)**

**Dated: 13th August, 2018
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.
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 **Saturday, the 15th day of September, 2018 to Saturday, the 22nd day of September 2018** (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 **11.00 a.m. to 1.00 p.m.** on all working days upto the date of the meeting.
8. Payment of dividend as recommended by the Directors, if declared at the meeting, will be made to;
(a) the members holding shares in physical form and whose name appear in the Register of Members on the close of the day on **15th September, 2018** and
(b) to the members holding shares in dematerialized form and whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the close of business hours on **15th September, 2018**.
9. Payment of dividend will be made through National Electronic Clearing Services (NECS) by crediting the dividend amount to the bank account of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and who wish to avail of NECS facility to receive dividend from the Company may furnish the information to RCMC Share Registry Private Limited, the Registrars and Transfer Agents. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through NECS mechanism.
10. 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.
11. Electronic copy of the Annual Report for the financial period ending **31.03.2018**, Notice of the 33rd 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.

12. Members may also note that the Notice of the 33rd AGM and the Annual Report 2018 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.

13. VOTING THROUGH ELECTRONIC MEANS

- 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).
- 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.
- 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.
- The remote e-voting period commences on **Wednesday, September 19, 2018 at 9.00 a. m.** and ends on **Friday, September 21, 2018 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 **15th day of September, 2018** 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:

- The voting period begins on **Wednesday, September 19, 2018 at 9.00 a. m.** and ends on **Friday, September 21, 2018 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 **15th day of September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders / Members
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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. The sequence number of the respective shareholders is mentioned on the address label of the Annual Report.
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 of <**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 4:

It is proposed to appoint Mr. Subhash Chander as an Independent Directors under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years for a term up to 21st September, 2023. Mr. Subhash Chander is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director.

The Company has received notice in writing from members along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Subhash Chander for the office of Independent Director of the Company.

The Company has also received declarations from Mr. Subhash Chander that he meet with the criteria of independence as prescribed both under sub- Section (6) of Section 149 of the Companies Act, 2013.