



# 34th Annual Report

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2018-19



**Brawn Biotech Limited**  
CIN : L74899DL1985PLC022468

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### Schedule of 34<sup>th</sup> Annual General Meeting

Date	21 <sup>st</sup> September, 2019
DAY	Saturday
TIME	10.30 A.M
PLACE	Executive Club, 439, Vill- Shahoorpur, P. O., Fatehpur Beri, New Delhi- 110074
BOOK CLOSURE DATE	15 <sup>th</sup> September, 2019 to 21 <sup>st</sup> September, 2019 (both days inclusive)

## **Dear Shareholders,**

I am delighted to present you Brawn's financial year 2019 Annual Report, it is my pleasure to greet all of you at 34th Annual General Meeting.

Brawn's strong entrepreneurial spirit is powering growth and consistently creating value as a company deeply rooted in its purpose to offer life-saving medical solutions and creating enduring stakeholder value. We envision becoming the most admired pharmaceutical company in India for clean and ethical business and marketing practices. We believe in maintaining the highest level of integrity, transparency and ethics.

We are building a more agile and innovation-driven enterprise, with an aggressive growth approach, which can respond faster to changing consumer demand and market dynamics. At the same time, we remain committed to our core principles and values to make specialty medicines accessible and affordable to all.

Brawn is spurring innovation, quality, operational excellence and competent leadership. The company is building on its firm foundation equipped with a diversified portfolio and driving growth in key markets.

### **LOOKING AHEAD**

Facilitating better access to quality, affordable healthcare globally is what drives us to excel. I am extremely proud of our people for being the strength that powers Brawn and congratulate them heartily for their achievements.

I would like to express my heartfelt appreciation to our wider stakeholder community for their support. I am confident that Brawn will scale newer heights of performance and excellence this year.

Thank You,  
Yours Sincerely,

Regards,  
**Brij Raj Gupta**  
**Chairman**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Brij Raj Gupta	(Chairman)
Mrs. Brij Bala Gupta	(Director)
Mrs. Kanta Takkar	(Independent Director)
Mr. Subhash Chander	(Independent Director)
Mr. Arun Mudgal	(Independent Director)

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Priyanka Sharma

### **CHIEF FINANCIAL OFFICER**

Ms. Rati Garg

### **STATUTORY AUDITOR**

M/s Rajiv Udai & Associates  
(Chartered Accountants)

### **BANKERS**

Punjab National Bank

### **REGISTERED OFFICE**

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

### **CORPORATE OFFICE**

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

### **REGISTRAR AND TRANSFER AGENT**

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

### **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](mailto:mdnair@rcmcdelhi.com).**

**Kindly quote your folio no. in all correspondence.**

## **COMMITTEES OF BOARD OF DIRECTORS**

### **AUDIT COMMITTEE**

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

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

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

You are cordially invited to attend the 34<sup>th</sup> Annual General Meeting of the members of Brawn Biotech Limited ('the Company') to be held on Saturday, 21<sup>st</sup> September, 2019 at 10:30 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.

Thanking You,

**Regards,**

**Priyanka Sharma**

**(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 FOURTH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 34<sup>th</sup> ANNUAL GENERAL MEETING of the members of “BRAWN BIOTECH LIMITED” will be held on Saturday, 21<sup>st</sup> September, 2019 at 10:30 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 31<sup>st</sup> March, 2019 including Audited Balance Sheet as at 31<sup>st</sup> March, 2019 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 appoint a director in place of **Mrs. 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** Mrs. 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:**

3. **To appoint Mr. Brij Raj Gupta as (DIN: 00974969) as Director of the company**

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 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), Mr. Brij Raj Gupta (DIN: 00974969), 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 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 Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”

4. **Appointment of Mr. Mahesh Verma as Manager(KMP) of the company**

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other



applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactments thereof, for the time being in force), Mr. Mahesh Verma (PAN: AZAPM6951B) be and is hereby appointed as Manager of the Company for a period of five years commencing from August 13, 2019 on terms and conditions including remuneration as given below.

- a. Basic Salary: 187200 per annum.
- b. House Rent Allowance: 140400 per annum.
- c. Conveyance limit of Rs. 19200 per annum.
- d. Medical and other allowance: 121200 per annum.
- e. Variable Pay to be paid as decided by the Board.
- f. All other terms and conditions of his employment be decided by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Sd/-  
Priyanka Sharma  
(Company Secretary)**

**Dated: 13<sup>th</sup> August, 2019**

**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 **Sunday, the 15<sup>th</sup> day of September, 2019 to Saturday, the 21<sup>st</sup> day of September 2019** (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 **10.30 a.m. to 12.30 p.m.** on all working days upto the date of the meeting.
8. 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.
9. Electronic copy of the Annual Report for the financial period ending **31.03.2019**, Notice of the 34<sup>th</sup> 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.
10. Members may also note that the Notice of the 34<sup>th</sup> AGM and the Annual Report 2019 will be available on the Company's website, [www.brawnbiotech.com](http://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](mailto:solution@brawnbiotech.com).

#### **11. VOTING THROUGH ELECTRONIC MEANS**

- a. 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).
- b. 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.

- c. 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.
- d. The remote e-voting period commences on **Wednesday, September 18, 2019 at 9.00 a. m.** and ends on **Friday, September 20, 2019 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 **14<sup>th</sup> day of September, 2019** 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:**

- (i) The voting period begins on **Wednesday, September 18, 2019** and ends on **Friday, September 20, 2019**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **14<sup>th</sup> September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>