

# 37th Annual Report 2021-22

BRAWN BIOTECH LIMITED



**Brawn Biotech Ltd.**  
(Formerly known as BRAWN Pharmaceuticals Ltd.)

## **Dear Shareholders,**

I trust and pray that you all are safe, healthy and following all precautionary protocols to protect yourselves from infection.

I am delighted to present you Brawn's financial year 2022 Annual Report, it is my pleasure to greet all of you at 37th 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)
Mr. Subhash Chander	(Independent Director)
Mrs. Kanta Takkar	(Independent Director)

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

Ms. Priyanka Sharma

### **CHIEF FINANCIAL OFFICER**

Ms. Rati Garg till 30.07.2022  
Ms. Pooja Pandey from 05.08.2022

### **STATUTORY AUDITOR**

M/s Rajiv Udai & Associates  
(Chartered Accountants)

### **BANKERS**

Punjab National Bank

### **REGISTERED OFFICE**

C-64, First Floor, Lajpat Nagar-1, New  
Delhi – 110024

### **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)

## **COMMITTEES OF BOARD OF DIRECTORS**

### **AUDIT COMMITTEE**

Mr. Subhash Chander (Independent Director)	Chairman
Mrs. Kanta Takkar (Independent Director)	Member
Mr. Brij Raj Gupta (Director)	Member

### **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Subhash Chander (Independent Director)	Chairman
Mrs. Kanta Takkar (Independent Director)	Member
Mr. Brij Raj Gupta (Director)	Member

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Subhash Chander (Independent Director)	Chairman
Mrs. Kanta Takkar (Independent Director)	Member
Mr. Brij Raj Gupta (Director)	Member

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## Schedule of 37<sup>th</sup> Annual General Meeting

Date	24 <sup>th</sup> September, 2022
DAY	Saturday
TIME	1:00 P.M
MODE	Through video conferencing or other audio visual mode
BOOK CLOSURE DATE	17 <sup>th</sup> September, 2022

**Brawn Biotech Limited**  
**CIN: L74899DL1985PLC022468**

Regd. Office: C-64, First Floor, Lajpat Nagar-1,  
New Delhi – 110024

Ph. No. 011-29815331

Email: [solution@brawnbiotech.com](mailto:solution@brawnbiotech.com), website: [www.brawnbiotech.com](http://www.brawnbiotech.com)

**NOTICE OF THIRTY SEVENTH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 37<sup>th</sup> ANNUAL GENERAL MEETING of the members of "BRAWN BIOTECH LIMITED" will be held on 24<sup>th</sup> September, 2022 through video conferencing or other audio visual mode to transact the following business.

**AS ORDINARY BUSINESS**

**1. Adoption of Financial Statements:**

To consider and adopt the **audited standalone financial statements** of the company for the financial year ended 31<sup>ST</sup> March, 2022 together with the Board's Report and the Auditors' Report thereon.

**2. Appointment of Mr. Brij Raj Gupta (DIN: 00974969), who retires by rotation and being eligible, offers himself for re-appointment:**

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

**"RESOLVED THAT** Mr. Brij Raj Gupta (DIN: 00974969), 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."

**SPECIAL BUSINESS**

**3. Re-appointment of Mr. Subhash Chander (having DIN 06952570) as the Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time **Mr. Subhash Chander** (having DIN 06952570), who was appointed as an Independent Director at the 33rd

Annual General Meeting of the Company and who holds office upto 10th November, 2022 and who is eligible for re-appointment and who meets the criteria for independence as provided in the Companies Act, 2013 and the rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 11th November, 2022 up to 11th November, 2027, not liable to retire by rotation."

**4. Re-appointment of Ms. Kanta Takkar (having DIN 07988719) as the Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time **Ms. Kanta Takkar** (having DIN 07988719), who was appointed as an Independent Director at the 33rd Annual General Meeting of the Company and who holds office upto 10th November, 2022 and who is eligible for re-appointment and who meets the criteria for independence as provided in the Companies Act, 2013 and the rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 11th November, 2022 up to 11th November, 2027, not liable to retire by rotation."

**Dated: 22.08.2022**  
**Place: New Delhi**

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

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

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 1000 members on 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. 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](http://www.brawnbiotech.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).
7. 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.



8. 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.

**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 21.09.2022 at 9:00 A.M and ends on 23.09.2022 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 16.09.2022 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	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is</li> </ol>