

BRAWN

CIN NO.: L74899DL1985PLC022468

1ST October, 2014

To,
The Manager-Listing,
The Bombay Stock Exchange Limited,
Phiroz Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai-400001

Ref: Scrip Code No. 530207

Subject: Submission of proceedings of A.G.M.

Dear Sir,

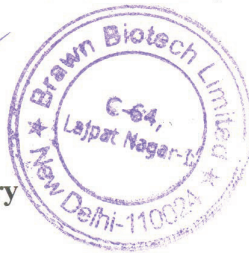
We are hereby submitting the proceedings of the 29th Annual General Meeting of the Company held on 29th September, 2014 at 03:00 P.M. at The Executive Club, 439, Vill-Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 along with the copy of the resolutions passed at the aforesaid AGM as per the requirement of listing agreement, for your kind perusal.

Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,
For **BRAWN BIOTECH LIMITED,**

Amit Bansal
Company Secretary



Encl : as above

BRAWN BIOTECH LTD.
(Formerly Known as Brawn Pharmaceuticals Ltd.)

... for better life

Regd. Office : C-64, LAJPAT NAGAR-1, NEW DELHI-110024 TEL.: 91-11-29815331 Email : legal@brawnlabs.com Website : www.brawnlabs.com
Export Office : OLD DELHI STOCK EXCHANGE BUILDING 4/4B, ASAF ALI ROAD, NEW DELHI-110002 (INDIA) TEL.: 011-32911528, 32911529 FAX: 011-23275208
Email: export@brawnlabs.com
Corporate Office : Plot No. - 30, Sector - 33 Near Hero Honda Factory, Gurgaon (Haryana) 122001 TEL.: 0124-4666152, 4222462, E-mail: admin@brawnlabs.com
Works : 13, NEW INDUSTRIAL TOWNSHIP, FARIDABAD-121001 (HR) TEL.: 0129-3290659 / 3290738 E-mail : plant_fbd@brawnlabs.com

Proceedings of the 29th Annual General Meeting held at The Executive Club, 439, Vill-Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 at 03.00 p.m. on Monday, the 29th of September, 2014

Present

Mr. Brij Raj Gupta, Chairman & Managing Director
Mr. Trilok Singh, Independent Director & Member of Audit Committee

In Presence:

Mr. Amit Bansal, Company Secretary

Mr. Satinder Kumar Saini, Proprietor of M/s Satainder Saini and Co., Chartered Accountants, Statutory Auditor of the Company, was present.

Mr. Gautam Goyal, Practicing Company Secretaries, appointed as Scrutinizer to scrutinize E-Voting & Poll Process, was also present.

27 Members in person representing 3,77,730 equity shares.
NIL members present by proxy.

The Company Secretary after introducing the Directors present informed that the requisite quorum was present at the meeting and asked the Chairman to declare open the meeting.

Mr. Brij Raj Gupta, Chairman of the Board, occupied the chair and welcomed the members and others present.

The notice convening the 29th Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.

Thereafter the Chairman delivered his speech to the Members, in which he highlighted the Company's current performance and future prospects.

The Company Secretary explained that pursuant to the provisions of the Companies Act, 2013, the Auditor's Report is required to be read only when there is qualification or adverse comment in the Report. As there was no such qualification, the company secretary took the report as read with the unanimous consent of the members present.

Thereafter, Chairman explained to shareholders about the e-voting system as under:
The e-voting facility has been introduced from this year as per New Companies Act, 2013 and process/procedure for the same has already been informed to all the shareholders through notice of Annual General Meeting. The e-voting period commenced on Friday, September 19, 2014 (9.00 a.m.) and ended on Saturday, September 20, 2014 (6.00 p.m.).



Ms. Gautam Goyal & Associates, Company Secretaries, Delhi, were appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Company Secretary informed that shareholders who have already voted through e-voting are not eligible to vote today and shareholders who have not voted through e-voting can vote here by using ballot paper already provided to them.

The Shareholders were requested to fill their complete details in the ballot paper and cast their vote on each resolution as per their choice and put the ballot paper, after folding, in the ballot box.

The Chairman declared that the result of e-voting and polling by ballot paper would be declared to the stock exchanges and the same would along with the Scrutinizer's Report be posted on the website of the Company and also on the website of CDSL at the earliest but not later than the statutory limit specified in the Companies Act, 2013.

Mr. Brij Raj Gupta, Chairman thanked the shareholders for their active participation in the annual general meeting and declared the meeting as closed.

RESOLUTIONS PASSED THROUGH E-VOTING AND POLL PROCESS

AS ORDINARY BUSINESS

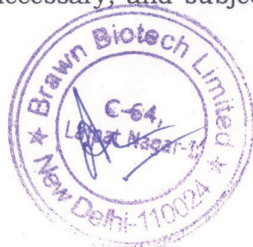
1. To receive, consider and adopt the financial statements of the company for the year ended 31st of March, 2014 including Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Balance Sheet and Statement of Profit and Loss for the year ending on 31st March, 2014 and the Reports of Board of Directors and Auditors as on that date be and are hereby approved.

FURTHER RESOLVED THAT the Annual Accounts of the Company be signed, on behalf of the Company, by Mr. Brij Raj Gupta and Mrs. Brij Bala Gupta, Directors of the company and be then passed on to the auditors for their report and further the same be sent to the shareholders for their approval in the Annual General Meeting."

2. To appoint a director in place of Mr. Brij Raj Gupta (DIN: 00974969), who retires by rotation and being eligible offers himself for reappointment.

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the members in the General Meeting and subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and



acceptable to the appointee, the consent of the shareholders be and is hereby accorded for the appointment of Mr. Brij Raj Gupta as Director of the Company.

3. To appoint M/s Satinder Saini and Co., Chartered Accountants (Firm Regn. No. 008834N), New Delhi, as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2015.

“RESOLVED THAT, pursuant to Section 139 any other applicable provisions of the Companies Act, 2013, M/s Satinder Saini and Co., Chartered Accountants, with Firm Registration No. 008834N, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration fixed by Audit Committee.

AS SPECIAL BUSINESS

4. 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 section 149, 150 & 152 and other applicable provisions, if any, 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 said Act, Mr. Manohar Lal (DIN : 01276880), Independent Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 (Five) consecutive years commencing from 29th September, 2014.”

5. 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 section 149, 150 & 152 and other applicable provisions, if any, 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 said Act, Mr. Mahesh Kumar Nanchal (DIN : 01276915), Independent Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 (Five) consecutive years commencing from 29th September, 2014.”

6. 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 section 149, 150 & 152 and other applicable provisions, if any, 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 said Act, Mr. Trilok Singh (DIN : 06770266), Additional Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 (Five) consecutive years commencing from 29th September, 2014.”



7. To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

To approve and adopt new Articles of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

Yours sincerely,

For **BRAWN BIOTECH LIMITED**,



Amit Bansal

Company Secretary



GAUTAM GOYAL

B.COM (H), ACS

PRACTICING COMPANY SECRETARY

Tel: 011-64510009, MOBILE: 9910714508

OFF: 535/536 NAYA BAZAR

LOHRI GATE

DELHI-110006

EMAIL: gautampcs@yahoo.com

SCRUTINIZER'S REPORT

30th September, 2014

To,

The Chairman,

Of Twenty Ninth Annual General Meeting of the Shareholders of Brawn Biotech Limited held on , Monday, the 29th Day of September, 2014 at "The Executive Club" Village Shahoorpur, P.O., - Fathepur Beri, New Delhi-110074.

Dear Sir

Re:- Scrutinizer's Report on Voting through electronic means and poll conducted at the Twenty Ninth Annual General Meeting of the Shareholders of Brawn Biotech Limited held on , Monday, the 29th Day of September, 2014

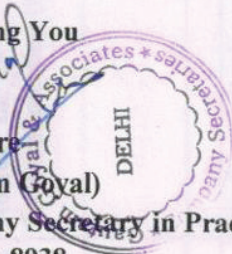
I, Gautam Goyal, Practicing Company Secretary has been appointed as Scrutinizer for Electronic Voting and also for the purpose of the Poll conducted on resolutions passed at the Annual General Meeting held on Monday, the 29th day of September, 2014

1. The Members of the Company were given an option to vote electronically on e-voting platform, provided by Central Depository Services Limited, CDSL from 19th September, 2014 (9.00 A.M.) and ended on 20th September, 2014 (6.00 P.M.)
2. At the Annual General Meeting, the company facilitated the members present in the meeting who could not exercised their votes through e-voting, to record their votes through poll process. My detailed scrutinizers report dated 22nd September, 2014 on votes through e-voting has been already submitted to the Chairman of the Company.
3. A consolidated report on voting done an all the resolutions is attached herewith.
4. I confirm that the register has been maintained electronically to record the assent or dissent received, mentioning the particulars, Folio no.s or Client ids of the shareholders, number of shares held by them, nominal value of such shares and the date sheet, papers relating to e-voting, poll and all other relevant records related to voting were sealed and handed over to me for safe keeping.

Thanking You

Signature
(Gautam Goyal)

Company Secretary in Practice
C.P. No. 8938



Sr. No.	Resolution No. As given in Notice of 29 th Annual General meeting (b)	Total Valid Votes Shares (c)	E-Voting		Poll		Total				Remarks	
			Assent (d)	Dissent (e)	Assent (f)	Dissent (g)	Assent (d+f)	%	Dissent (e+g)	%		
Ordinary Business												
1.	Adoption of Balance Sheet: To Consider. Receive and adopt Audited Balance Sheet as on 31.03.2014 and Profit and Loss Statement for the year ended 31.03.2014 and the reports of the Directors and Auditors thereon/	1187106	1186776	0	230	0	1187106	100	0	0	Passed with requisite Majority	
2.	Appointment of directors retiring by Rotation: To appoint a Director in place of Shri Brij Raj Gupta (DIN: 00974969), who retires by rotation, and being eligible offers himself for re-appointment	1187106	1186776	0	230	0	1187106	100	0	0	Passed with requisite Majority	
3.	Appointment of Statutory Auditors: To Appoint M/s Satinder Saini & Co., Chartered Accountants and retiring auditors of the Company from conclusion of the ensuing AGM to the conclusion of the next AGM.	1187106	1186776	0	230	0	1187106	100	0	0	Passed with requisite Majority	



4.	Appointment of Independent Director: To Appoint Shri Manohar Lal (DIN: 01276880) as an Independent Directors for a period of 5 years with effect from 29 th September, 2014	1187106	1186776	0	230	0	1187106	100	0	0	Passed with requisite Majority
5.	Appointment of Independent Director: To Appoint Shri Mahesh Kumar Nanchal (DIN: 01276915) as an Independent Directors for a period of 5 years with effect from 29 th September, 2014.	1187106	1186776	0	230	0	1187106	100	0	0	Passed with requisite Majority
6.	Appointment of Independent Director: To Appoint Shri Trilok Singh (DIN: 06770266) as an Independent Directors for a period of 5 years with effect from 29 th September, 2014.	1187106	1186776	0	230	0	1187106	100	0	0	Passed with requisite Majority
7.	Adoption of new Articles of Association of the Company: To adopt new set of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013	1187106	1186776	0	230	0	1187106	100	0	0	Passed with requisite Majority

[Handwritten Signature]

Gautam Goyal & Associates
DELHI
 Secretaries

SCRUTINIZER'S REPORT22nd September, 2014

To,

The Chairman,
Of Twenty Ninth Annual General Meeting of the Shareholders of Brawn Biotech Limited to be held on , Monday,
the 29th Day of September, 2014 at "The Executive Club" Village Shahoorpur, P.O., - Fathepur Beri, New Delhi-
110074.

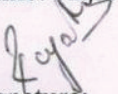
Dear Sir

Re:- Scrutinizer's Report on Voting through electronic means in terms of Section 108 of the Companies Act, 2013
read with Rule 20(3)(xi) of the (Companies Management and Administration) Rules, 2014

1. The Management of the Company is responsible to ensure the compliance with Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the twenty ninth Annual General Meeting of the Company. My responsibility as a Scrutinizer for e-voting is restricted to making of a scrutinizer report relating to votes cast in favour/ against the resolutions based on the reports generated from the e-voting system provided by the CDSL, the authorized agency to provide e-voting facilities, engaged by the company for the purpose.
2. The Members of the Company as on Cut Off date i.e. 22nd August, 2014 were entitled to vote on resolutions (as set out in the Notice of the 29th Annual General Meeting of the Company)
3. The e-voting period commenced on 19th September, 2014 (9.00 A.M.) and ended on 20th September, 2014 (6.00 P.M.)
4. Accordingly, the electronic votes casted were taken into account and at the end of this voting period i.e. 20th September, 2014, the CDSL Portal was blocked for e-voting.
5. The Votes cast were unblocked on Saturday the 20th day of September in presence of two witnesses Mr. Rajat Gupta and Mrs. Shweta Goyal who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

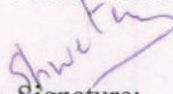
Name: Rajat Gupta

Signature:



Name: Shweta Goyal

Signature:



GAUTAM GOYAL

B.COM (H), ACS
 PRACTICING COMPANY SECRETARY
 Tel: 011-64510009, MOBILE: 9910714508

OFF: 535/536 NAYA BAZAR
 LOHRI GATE
 DELHI-110006
 EMAIL: gautampcs@yahoo.com

6. The register has been maintained electronically to record assent or dissent received, mentioning the particulars of name, addresses, folio no.s or client ids of the shareholders, number of shares held by them and the nominal value of the shares. There were no shares with differential voting rights in the company, hence there is no requirement of maintaining of the list of shares with differential voting rights.
7. The details containing, *inter alia*, list of Equity Shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL), i.e. www.evotingindia.com and based on such reports generated, the results of e-voting are as under:

Sr. No.	Resolution No. As given in Notice of 29 th Annual General meeting	Particulars of e-Votes Cast				Results Declared
		Members e-Voting				
		No. Of Members e-voted	No. Of e-votes cast by them	% of the total no. Of e-votes cast		
	Ordinary Business					
1.	Adoption of Balance Sheet: To Consider. Receive and adopt Audited Balance Sheet as on 31.03.2014 and Profit and Loss Statement for the year ended 31.03.2014 and the reports of the Directors and Auditors thereom/	Votes Cast in Favour	12	1186776	100%	Approved by requisite Majority
	Votes Cast Against	0	0	0		
	Votes Cast Invalid	0	0	0		
		Total				
2.	Appointment of directors retiring by Rotation: To appoint a Director in place of Shri Brij Raj Gupta (DIN: 00974969), who retires by rotation, and being eligible offers himself for re-appointment.	Votes Cast in Favour	12	1186776	100%	Approved by requisite Majority
	Votes Cast Against	0	0	0		
	Votes Cast Invalid	0	0	0		
		Total				



GAUTAM GOYAL

B.COM (H), ACS

PRACTICING COMPANY SECRETARY

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DELHI-110006

EMAIL: gautamcps@yahoo.com

3.	Appointment of Statutory Auditors: To Appoint M/s Satinder Saini & Co., Chartered Accountants and retiring auditors of the Company from conclusion of the ensuing AGM to the conclusion of the next AGM.	Votes Cast in Favour	12	1186776	100%	Approved by requisite Majority
		Votes Cast Against	0	0	0	
		Votes Cast Invalid	0	0	0	
		Total				
SPECIAL BUSINESS						
4.	Appointment of Independent Director: To Appoint Shri Manohar Lal (DIN: 01276880) as an Independent Directors for a period of 5 years with effect from 29 th September, 2014.	Votes Cast in Favour	12	1186776	100%	Approved by requisite Majority
		Votes Cast Against	0	0	0	
		Votes Cast Invalid	0	0	0	
		Total				
5.	Appointment of Independent Director: To Appoint Shri Mahesh Kumar Nanchal (DIN: 01276915) as an Independent Directors for a period of 5 years with effect from 29 th September, 2014.	Votes Cast in Favour	12	1186776	100%	Approved by requisite Majority
		Votes Cast Against	0	0	0	
		Votes Cast Invalid	0	0	0	
		Total				



GAUTAM GOYAL

B.COM (H), ACS

PRACTICING COMPANY SECRETARY

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OFF: 535/536 NAYA BAZAR

LOHRI GATE

DELHI-110006

EMAIL: gautampcs@yahoo.com

6.	Appointment of Independent Director: To Appoint Shri Trilok Singh (DIN: 06770266) as an Independent Directors for a period of 5 years with effect from 29 th September, 2014.	Votes Cast in Favour	12	1186776	100%	Approved by requisite Majority
		Votes Cast Against	0	0	0	
		Votes Cast Invalid	0	0	0	
		Total				
7.	Adoption of new Articles of Association of the Company: To adopt new set of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013	Votes Cast in Favour	12	1186776	100%	Approved by requisite Majority
		Votes Cast Against	0	0	0	
		Votes Cast Invalid	0	0	0	
		Total				

Thanking You

Signature

(Gautam Goyal)

Company Secretary in Practice

C.P. No. 8938

