



Corp. Off.:- 201, "The Summit Business Bay"
Behind Guru Nanak Petrol Pump,
Off Andheri Kurla Road, Andheri (E),
Mumbai - 400 093 (India)
Ph. : +91 22 69073100

Date: 19/12/2024

**To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001
Scrip Code: 533543**

**To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai-400051
Symbol: BROOKS**

Subject: Notice of Extra-Ordinary General Meeting ("EOGM").

Ref.: Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/ Madam,

This is in furtherance to our Fund Raising Committee meeting's outcome dated 17th December, 2024 and in pursuant to the provisions of Regulation 30 of Listing Regulations and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extra-Ordinary General Meeting ("EOGM") of the company scheduled to be held on Saturday, January 11, 2025 at 11:30 AM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Further, the Notice of the EOGM along with the Valuation Report, Pricing Certificate, Compliance Certificate, and other relevant documents have also been made available on the website of the Company at www.brookslabs.net and the Company has commence the dispatch of Notice of the EOGM to the Members through electronic means on the email addresses as registered with the Company /Registrar and Share Transfer Agent/ Depository Participant(s), in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Kindly take the same on record.

Thanking You.

Yours Faithfully,
For Brooks Laboratories Limited

**Prashant Rathi
Chief Financial Officer**

Enclosed as above



(CIN NO: L24232HP2002PLC000267)

Regd. Off & Works: Village Kishanpura, Baddi Nalagarh Road, Baddi (H.P) - 174101 (India)
Corp. Off.: - 201, "The Summit Business Bay", Behind Guru Nanak Petrol Pump, Off Andheri Kurla
Road, Andheri (E), Mumbai - 400 093 (India)

Tel.: 01795 236939; E-mail: investors@brookslabs.net , Website: www.brookslabs.net

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ('EOGM') OF THE MEMBERS OF BROOKS LABORATORIES LIMITED WILL BE HELD ON SATURDAY, 11TH JANUARY, 2025 AT 11:30 A.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1:

ISSUANCE OF 35,33,520 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH TO ENTITIES BELONGING TO THE NON-PROMOTER CATEGORY:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges") on which the Equity Shares of the Company having face value of Rs. 10/- each are listed, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), the Government of India ("GOI") and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the GOI, RBI, SEBI, Stock Exchanges, MCA and any other relevant statutory, governmental authorities or departments, institutions or bodies (collectively referred to as "Authorities") and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors (hereinafter referred to as the "Board")/Fund Raising Committee (hereinafter referred to as the "FRC") (Fund Rising Committee

constituted by board in its meeting dated 11th December, 2024) of the Company which terms shall be deemed to include any committee duly constituted by the “Board”/“FRC” in future in this regards, to exercise one or more of its powers (including the powers conferred hereunder) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the “Board”/ “FRC” in its absolute discretion, the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the “Board”/ “FRC” to create, issue, offer, and allot up to 35,33,520 (Thirty-Five Lakh Thirty-Three Thousand Five Hundred and Twenty) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, in dematerialized form, on Preferential allotment basis, to non- promoters at an issue price of Rs. 141.50/- (Rupees One Hundred Forty-One and Fifty Paise Only) (including premium of Rs. 131.50/- per share) per share, as determined in accordance with the pricing guidelines prescribed under Regulation 164 and 166A of the Chapter V of SEBI ICDR Regulations 2018, valuation report issued in this respect issued by Bhavesh M Rathod, Chartered Accountant, Registered Valuer - Securities or Financial Assets, (Reg No: IBBI/RV/06/2019/10708) duly approved and took on records by the “FRC” in its meeting held on 17th December, 2024, aggregate issue size up to Rs. 49,99,93,080/- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Three Thousand and Eighty Only), for cash consideration on a preferential basis (“Preferential Issue”), and on such terms and conditions, as are stipulated in the explanatory statement attached and as may be determined by the “Board”/ “FRC” in accordance with the SEBI ICDR Regulations and other applicable laws, provided however, that the price arrived as stated above is not less than the price arrived as per the provisions of Chapter V of SEBI ICDR Regulations, to the following proposed allottees the details given below (collectively referred to as “Proposed Allottees”):

Sr. No	Name of the proposed Allottee	Status of Allottee Individual/ Body Corporate/ Trust /HUF	Nature of persons who are the ultimate beneficial Owner	No. Equity Shares proposed to be allotted	Category Promoter / Non-Promoter	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	Quant Mutual Fund - Quant Business Cycle Fund	Mutual Fund	NA	19,08,120	Non-promoter	MF
2	Saumik Ketankumar Doshi	Individual	NA	3,53,350	Non-promoter	Not applicable
3	Gagan Dinanath Chaturvedi	Individual	NA	1,41,340	Non-promoter	Not applicable
4	Visaria Family Trust	Trust	Kamal Visaria	1,76,670	Non-promoter	Trust
5	S J Investment Services Private Limited	Body Corporate	1. Rajanikant Trivedi 2. Pratap Trivedi 3. Malini Trivedi	2,12,010	Non-promoter	Not applicable
6	Deep Jagdish Master	Individual	NA	2,12,010	Non-promoter	Not applicable
7	Jalan Chemical Industries Private Limited	Body Corporate	1. Dhiraj Bhutoria 2. Rajesh Jain 3. Vaibhav Jain	1,41,340	Non-promoter	Not applicable
8	Ramesh Thakurdas Jaisinghani	Individual	NA	2,12,010	Non-promoter	Not applicable
9	Reshma Manish Kukreja	Individual	NA	35,330	Non-promoter	Not applicable
10	Keya Vimal Salot	Individual	NA	1,41,340	Non-promoter	Not applicable
	TOTAL			35,33,520		

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be Thursday 12th December, 2024 being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting i.e. Saturday, January 11, 2025 to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The Proposed Allottees of Equity Shares shall be required to bring in the entire 100 % of the consideration in cash for the Equity Shares to be issued and allotted, on or prior to the date of allotment thereof;
- c) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- d) The pre-preferential shareholding of the Proposed Allottees, if any, except pre- preferential shareholding held by Mutual Fund [*Mutual Fund investing through its various schemes as per the Sub-Regulation 5 of Regulation 158 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*], and Equity Shares proposed to be allotted to all the proposed allottees shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- e) No partly paid-up Equity Shares shall be issued and allotted;
- f) Allotment of the Equity Shares shall only be made in dematerialized form;
- g) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) where shares of the company are listed, subject to the receipt of necessary regulatory permissions and approvals;
- h) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and
- i) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend, other corporate action benefits and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the “Board”/“FRC” or any Committee of the Board be and are hereby authorized to make an offer to each of the Proposed Allottee(s) through a private placement offer letter in Form PAS – 4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment of the said Equity Shares to the Proposed Allottees would be made only upon receipt of the in-principle approval from the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, receipt of the consideration as aforesaid, receipt

of permission from any regulatory or statutory authority and within the timelines prescribed under the applicable laws and to record the name and details of the Proposed Allottees in Form PAS-5;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the “Board”/“FRC” or any other committee of the Board, Director(s), CFO or such authorized Officer(s) of the Company be and are severally hereby authorized to do all such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Equity Shares, and to give effect to these resolutions, without being required to seek any further consent or approval of the Members, including, without limitation, the following:

- (a) offer, issue and allot the up to 35,33,520 Equity Shares on preferential issue basis, subject to such terms and conditions, as the “Board”/“FRC” may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance of the Equity shares, including among other things, number of Equity Shares to be issued and allotted, size of the issue, terms and conditions in connection with premium, pricing and / or finalizing the objects of the issuance and monitoring of the same;
- (c) approve, finalize, and execute offer document(s) (including, among other things, any draft offer document, offering circular, registration statement, placement document, information memorandum, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalize the application form(s), notices, including any other documents or any term sheets or any other ancillary documents in this regard;
- (d) approve, finalize, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and arrangements, agreements, memoranda, documents, etc. in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, listing, trading, appointment of legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required) and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Equity Shares, and to remunerate them by way of fees, commission, brokerage costs, charges and other expenses and also to reimburse them out of pocket expenses incurred by them in connection therewith;
- (e) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (f) seek any consents and approvals, including, among others, the consent(s) from the Company’s lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (g) file requisite documents/ forms/deeds/ declarations including filing of forms FC-GPR with the SEBI, Stock Exchanges, the GOI, the RBI, the MCA and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (h) seeking the listing of the Equity Shares on any stock exchange(s), submitting the listing application(s) to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (i) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (j) approving the issue price and finalize allocation and the basis of allotment(s) of the Equity Shares on the basis of the applications thereof as received, where applicable;
- (k) acceptance and appropriation of the proceeds of the issue of the Equity Shares;
- (l) affix the common seal of the Company whereas applicable and required, on any agreement(s), undertaking(s), deed(s) or other document(s), in the presence of any one or more of the Directors/ CFO of the Company or any one or more of the officers of the Company as may be authorized by the Board in accordance with the Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Fund Raising Committee or any other committee(s) of the Board, Director(s), CFO or Officer(s) of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their

absolute discretion consider necessary, desirable or expedient including without limitation, application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Stock Exchanges, Depositories, RBI, GOI and/ or such other Authorities as may be necessary for the purpose, issuing clarification on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), to resolve and settle any questions/difficulties that may arise with respect to the offer, issue and allotment of the said Equity Shares, including making an offer to the Proposed Allottees, utilization of issue proceeds, signing of all deeds and documents as may be required, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the "Board"/"FRC" shall be final and conclusive and all actions taken by the "Board"/"FRC" in connection with any matter(s) referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT the members of the Company hereby take note of the Pricing Certificate issued by M/s Ajay Shobha & Co. (Practicing Chartered Accountant) a peer reviewed firm having (FRN – 317031E) and the Compliance Certificate issued by M/s Nitesh Chaudhary & Associates, Practicing Company Secretary, peer reviewed firm, under the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, certifying that the issuance of equity shares by the Company complies with the applicable provisions of SEBI ICDR Regulations.

The members further take note of the documents Copy of the Notice of the Extra-Ordinary General Meeting (EOGM), Valuation Report, Pricing Certificate, Compliance Certificate issued by the Practicing Company Secretary; other related documents are available on the Company's website at www.brookslabs.net.

RESOLVED FURTHER THAT the equity shares to be allotted, be listed on the BSE Limited and National Stock Exchange of India Limited (stock exchanges) where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

For Brooks Laboratories Limited

Place: Baddi

Date: 17.12.2024

Sd/-

Bhushan Singh Rana

Whole Time Director

DIN: 10289384

Registered Office:

Village Kishanpura,

Nalagarh Road, Baddi, Distt. Solan, H.P.

CIN: L24232HP2002PLC000267

Email id: investors@brookslabs.net

Website: www.brookslabs.net

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020

dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Extra-Ordinary General Meeting (“EOGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the EOGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EOGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the EOGM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 1 of the Notice, is annexed hereto. Further, the relevant details with respect to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of item no.1 at this EOGM are also annexed.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the EOGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”.
4. Members may note that this Notice along with all other Reports, Certificates and documents shall also be available on Company’s website at <https://www.brookslabs.net> and notice of EOGM will be available on the websites of the Stock Exchanges i.e. BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Securities Limited (‘CDSL’) at www.evotingindia.com.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EOGM and hence the Proxy Form, Attendance Slip and route map of EOGM are not annexed to this Notice.
6. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the EOGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to cs@brookslabs.net.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at and on the website of the Company’s Registrar and Transfer Agent (RTA), Link Intime India Private Limited (RTA) at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various

benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard.

9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.brookslabs.net/investor-forms.php>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the EOGM as per Section 103 of the Act.
13. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the EOGM by electronic means and has engaged the services of CDSL to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EOGM ('remote e-voting') as well as e-voting during the proceedings of the EOGM through VC/OAVM ('e-voting at the EOGM').
14. The remote e-voting period commences on Wednesday, January 8, 2025 (9.00 a.m. IST) and ends on Friday, January 10, 2025 (5.00 p.m. IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
15. Members holding shares, as on the close of business hours on Saturday, January 4, 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
16. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the RTA in case of shares held in physical form so that all communication including Notices, Circulars, etc. can be sent to them electronically.
17. All documents referred to in the Notice and accompanying Statements are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 01:00 p.m. up to the date of the Meeting.
18. In case of any queries regarding the Notice of EOGM, the Members may write to cs@brookslabs.net to receive an email response.
19. The instructions for remote e-voting are as under:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

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 EOGM

will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM 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 EOGM. 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 EOGM will be provided by CDSL.
3. The Members can join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM 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 EOGM. 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 EOGM 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 EOGM has been uploaded on the website of the Company at <https://www.brookslabs.net/financial-results.php>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EOG Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. www.evotingindia.com.
7. The EOGM 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 to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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 Wednesday, January 8, 2025 (9.00 a.m. IST) and ends on Friday, January 10, 2025 (5.00 p.m. IST). 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

January 4, 2025 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 shareholder's/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 above said 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 CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in

physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com

- 1) Click on “Shareholders” module.
- 2) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) 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 e-voting of any company, then your existing password is to be used.

- 4) If you are a first-time user follow the steps given below:

		For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

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 will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, 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.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@brookslabs.net (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@brookslabs.net . The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@brookslabs.net. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not

casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Email id: cs@brookslabs.net

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO: 1

ISSUANCE OF 35,33,520 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH TO ENTITIES BELONGING TO THE NON-PROMOTER CATEGORY:

We are in the business of manufacturing and marketing of pharmaceuticals nationally & internationally. We are having our own manufacturing Unit at Baddi, Himachal Pradesh. We are a Pharmaceutical Contract Research & Manufacturing Services, company having wide range of products catering to critical care segment in Parental Section like Beta Lactam, General Dry powder Injectables, Ampoules and Liquid vials, Dry Syrups and Tablets etc.

Our products range include:

- Liquid Injection
- Dry Powder Injection
- Carbapenem Dry Powder Injectables
- Tablets
- Oral Suspension

We are a Research & Development driven Pharmaceutical manufacturing company. We have a team of qualified professionals who are constantly working to stabilize new molecules in niche segments, thus serving our customers with stable latest products.

The Company anticipates growth opportunities in its existing business and continues to evaluate various avenues for growth and expansion of its business activities. An equity infusion will also strengthen the Company's balance sheet and fuel the growth of company and its Joint Venture/Associate business. Accordingly, subject to compliance with applicable law, the Company proposes to raise capital by this preferential issue for the purposes of Investment in Company's Joint Venture/ Associate for meeting their working capital requirements, and Company's general corporate purposes, as may be approved by the "Board"/ "FRC" of the Company.

The proceeds from the issue of Securities shall be utilized for any of the aforesaid purposes to the extent permitted by law.

The "Board" has authorized and approved the fund raising proposal through preferential issue in its meeting held on 11th December, 2024 and constituted Fund Raising Committee (FRC) accordingly and the "FRC" at their meeting held on 17th December, 2024, has approved and finalized the preferential issue to raise funds by way of preferential issue up to 35,33,520 (Thirty-Five Lakh Thirty-Three Thousand Five Hundred and Twenty) Equity Shares of face value Rs. 10/- at an issue price of Rs. 141.50/- per share (including premium of Rs. 131.50/- per shares), aggregating value up to Rs. 49,99,93,080 (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Three Thousand and Eighty Only) ("Preferential Issue") subject to necessary approval(s), for cash and on such terms and conditions in accordance with the provisions of SEBI ICDR Regulations.

The floor price for the Preferential Issue (as determined by the "Board"/"FRC" in accordance with the pricing guidelines prescribed under Regulation 164 and 166 A of the SEBI ICDR Regulations) has been arrived Rs. 139.88/- per shares and the issue price has been decided Rs. 141.50/- per Equity Share, which is higher than the floor price.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations”), approval of members of the Company (“Members”) by way of a special resolution (“Special Resolution”) is required for the Preferential Issue.

Terms of Issue of Equity Shares:

- (i) All Equity Shares to be issued and allotted by the “Board”/“FRC” shall be subject to provisions of Memorandum of Association & Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company;
- (ii) the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations
- (iii) The equity shares so offered, issued and allotted will be listed on BSE & NSE (Stock Exchanges) where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe the Eq. Shares to be issued pursuant to this Preferential Issue.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

1. Objects of this issue:

To raise further Equity Share Capital in order to augment the Investment in our Joint Venture (Brooks Steriscience Limited)/Associate Company in which the company already holding 49% equity shares and other general corporate purposes of the Company, by way of fresh issue of securities for cash.

The proceeds from the preferential issue are proposed to be utilized as stated above. **This includes:**

Object of the Issue	Description of object of issue
1. Proposed to be utilized to augment the Company’s investment in its Joint Venture	<p>The Company plan to allocate further investment up to Rs. 47,50,00,000/- (Rupees Forty-Seven Crore Fifty Lakh Only) in Brooks Steriscience Limited/Associate of the Company in which the company already holding 49% equity shares.</p> <p>Brooks Steriscience Limited (BSL), established in 2020, is a joint venture between Steriscience Specialties Private Limited and Brooks Laboratories Limited. Operating from its Vadodara facility in Gujarat, India. BSL specializes in the manufacturing of carbapenem products and holds critical regulatory approvals for</p>

	<p>both its site and products. The plant is US FDA, EU-GMP, UK MHRA, ANVISA approved.</p> <p>This investment proposal is for a strong foothold in the pharmaceutical sector, the Company (Brooks Laboratories Limited) has established itself as a prominent player in pharmaceutical formulation development and production. This Joint Venture (BSL) is aimed at expanding the business operations and further strengthening the Company's position in the industry to expand geographical presence.</p> <p>1. Operational Support: Enhancing the joint venture's working capital to ensure smooth operations and timely execution of its commitments.</p> <p>2. Strategic Growth: Facilitating the joint venture in tapping new markets, improving competitiveness, and achieving long-term growth objectives and related activities.</p> <p>The proposed investment aims to consolidate the Company's position within the joint venture, maximize returns, and contribute significantly to the creation of long-term shareholder value.</p>
<p>2. General Corporate Purpose of the Company</p>	<p>The Company proposes to deploy the balance of the Net Proceeds, aggregating to Rs. 2,49,93,080/- (Rupees Two Crore Forty-Nine Lakh Ninety-Three Thousand Eighty Only) (i.e., less than 25% of the total issue size), towards general corporate purposes, in compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). The Net Proceeds earmarked for general corporate purposes may be utilized for, but are not limited to, the following:</p> <ul style="list-style-type: none"> i) Expenses related to human resources, including salaries, recruitment, and employee-related expenditures in the ordinary course of business. ii) Acquisition, maintenance, and upgradation of hardware, software, and allied/ancillary items to improve operational efficiency and infrastructure. iii) Funding growth opportunities that align with the Company's long-term strategy and market expansion plans. iv) Repayment of loans to improve the Company's financial leverage and reduce debt obligations. v) General maintenance expenses related to Factory, Plant. office infrastructure, facilities, and operational efficiency. vi) Payment of technical and professional charges for services related to legal, consulting, auditing, and technical operations. vii) Meeting unforeseen contingencies or expenses in the ordinary course of business which may not be foreseeable at the time of raising funds. viii) In addition to the above, the Company may utilize Net Proceeds for any other expenditures that are deemed expedient by the Board of Directors, or a duly constituted committee thereof, subject to compliance with the relevant provisions of the Companies Act, 2013, and any other applicable laws. The Company's management, in line with the policies set by the

	<p>Board, shall have the flexibility to allocate any surplus amounts, if any, as required.</p> <p>ix) Issue related expenses i.e. Intermediaries and / or Advisors, (including for underwriting, listing, trading, appointment of legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required if any) and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Equity Shares, and to remunerate them by way of fees, commission, brokerage costs, charges and other expenses and also to reimburse them out of pocket expenses incurred by them in connection therewith.</p>
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(Collectively referred as the “Objects”).

Utilization of Issue Proceeds:

This preferential issue is for Equity Shares, shall be received by the Company on or before the date of allotment of Eq. Shares, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, as per the Company’s business requirements as follows:

Sr · N.	Particulars	Total estimated amount to be utilized for each of the Objects	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Proposed to be utilized to augment the Company’s investment in its joint venture in Brooks Steriscience Limited/Associate of the Company in which the company already holding 49% equity shares.	Rs. 47,50,00,000/-	On or before 6 months from the allotment of Equity Shares.
2	General Corporate Purpose	Rs. 2,49,93,080/-	On or before 12 months from the allotment of Equity Shares.
Total		Rs. 49,99,93,080/-	

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the “Board”/“FRC”, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the “Board”/“FRC”, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the “Board”/“FRC”, subject to compliance with applicable laws.

Interim Use of Issue Proceeds:

Our Company, in accordance with the policies formulated by the “Board” from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the Director/KMP, promoter of the Company intends to subscribe in the proposed issue of Equity Shares.

3. Maximum number of specified securities to be issued:

The Company intends to 35,33,520 issue equity shares of face value Rs. 10/- per share at a price of Rs.141.50/- (including premium of Rs. 131.50/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018 as follows:

The said 35,33,520 EQUITY SHARES on preferential basis to the non-promoters (Public) investors for consideration in cash.

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under: -

S. No.	Category	Pre-issue		Post-Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding:				
	Individual	1,55,00,292	59.06	1,55,00,292	52.05
	Body-Corporate	0	0	0	0
	Subtotal (A)	1,55,00,292	59.06	1,55,00,292	52.05
B	Non-Promoters' holding:				
	Individual	84,52,791	32.20	95,48,171	32.06
	Body-Corporate	7,66,127	2.92	11,19,477	3.76
	Others (including MF, HUF, NRI, Trust, Clearing Member, LLP, Employee etc.)	15,27,528	5.82	36,12,318	12.13
	Sub Total (B)	1,07,46,446	40.94	1,42,79,966	47.95
	GRAND TOTAL (A+B)	2,62,46,738	100.00	2,97,80,258	100.00

5. Proposed time with in which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of pre & post preferential issue capital that may be held by them:

Sr . No.	Name of the proposed allottee	The name of natural persons who are ultimate beneficial owner	Category (Promoter /Non-Promoter)	Pre-Issue		Number of Equity Shares proposed to be Allotted	Post-Issue	
				No. of Shares	Percentage holding (%)		No. of Shares	Percentage holding (%)
1	Quant Mutual Fund - Quant Business Cycle Fund	Mutual Fund	Non-Promoter	10,12,991	3.86	19,08,120	29,21,111	9.81
2	Saumik Ketankumar Doshi	Individual	Non-Promoter	0	0.00	3,53,350	3,53,350	1.19
3	Gagan Dinanath Chaturvedi	Individual	Non-Promoter	0	0.00	1,41,340	1,41,340	0.47
4	Visaria Family Trust	Trust: Kamal Visaria	Non-Promoter	0	0.00	1,76,670	1,76,670	0.59
5	S J Investment Services Private Limited	Body Corporate: 1. Rajanikant Trivedi 2. Pratap Trivedi 3. Malini Trivedi	Non-Promoter	0	0.00	2,12,010	2,12,010	0.71
6	Deep Jagdish Master	Individual	Non-Promoter	0	0.00	2,12,010	2,12,010	0.71
7	Jalan Chemical Industries Private Limited	Body Corporate: 1. Dhiraj Bhutoria 2. Rajesh Jain 3. Vaibhav Jain	Non-Promoter	0	0.00	1,41,340	1,41,340	0.47
8	Ramesh Thakurdas Jaisinghani	Individual	Non-Promoter	65,500	0.25	2,12,010	2,77,510	0.93
9	Reshma Manish Kukreja	Individual	Non-Promoter	0	0.00	35,330	35,330	0.12
10	Keya Vimal Salot	Individual	Non-Promoter	0	0.00	1,41,340	1,41,340	0.47
	TOTAL					35,33,520		

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

8. Change in the control, if any:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment, the

existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there is proposed allotment of more than 5% of post-issue equity shareholding of the company to an proposed allottee as details given in the above point no. 6 percentage of pre & post preferential issue capital, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment but it will not change any management control or change in promoter of the company, hence guidance on control premium is not considered under Regulation 166A, accordingly the valuation report has been obtained by company in applicable regulations of Chapter V of SEBI (ICDR) Regulations, 2018.

9. Price of the issue: -

In compliance with SEBI ICDR Regulation, the minimum issue price per Equity Share is higher of the price determined through following methods:

The Equity shares of the Company are listed with BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges") and are frequently traded as per provisions of SEBI ICDR Regulations. For the purpose of computation of the price, with BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges"), the Stock Exchange which has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 & 10 Trading days prior to the relevant date has been considered. In terms of the provisions of Regulation 164 and 166A of the ICDR Regulations, the minimum price at which the Equity Shares may be issued.

Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The offer price of equity shares of face value Rs. 10/- (Rupees Ten only) per equity share/warrant is Rs. 141.50/- (Rupees One Hundred Forty-One and Fifty Paise only) per share (including premium of Rs. 131.50/- per share) per Equity Share as determined under applicable Regulation 164 and 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Valuation Report has been obtained from Bhavesh M Rathod, Chartered Accountant, Registered Valuer - Securities or Financial Assets, (Reg. No: IBBI/RV/06/2019/10708) and Pricing Certificate has been obtained from M/s Ajay Shobha & Co., Chartered Accountant, FRN 317031E, which are is available at the registered office of the Company for your review and is placed on the website of the Company at www.brookslabs.net.

10. Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 12th December, 2024.

11. Appointment of Monitoring Agency for Monitoring of utilisation of funds:

As the size of preferential issue is of Rs. 49,99,93,080 (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Three Thousand and Eighty Only, which is below Rs. 100,00,00,000/- (Rupees Hundred Crores), therefore, appointment of Monitoring Agency is not applicable for this preferential issue proposed by the company, however the company will intimation and disclose the utilization of issue proceeds to the Stock Exchanges as per the applicable regulations of SEBI (ICDR) Regulations and Regulation 32 of SEBI (LODR) Regulations 2015 in prescribed timeline till the complete utilization of issue proceeds.

12. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the M/S Nitesh Chaudhary & Associates (Practicing Chartered Account) certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.brookslabs.net

13. Undertakings

- a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

14. Willful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of its promoters or directors are willful defaulters or fraudulent borrowers. The "Board" / "FRC" of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The "Board" / "FRC", therefore, recommends the resolution for your approval. The "Board" / "FRC" of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

The "Board" / "FRC", therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days between 11:00 am to 1:00 p.m., from Monday to Friday up to the last date of remote e- voting.

The "Board" / "FRC" recommends the Special Resolution set out at Item No. 1 of the Notice for approval of Members.

For Brooks Laboratories Limited

Place: Baddi

Date: 17.12.2024

Registered Office:

Village Kishanpura,

Nalagarh Road, Baddi, Distt. Solan, H.P.

CIN: L24232HP2002PLC000267

Email id: investors@brookslabs.net

Website: www.brookslabs.net

Sd/-

Bhushan Singh Rana

Whole Time Director

DIN: 10289384