

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: 08.09.2021

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai-400051

Kind Attn: General Manager-DCS

Scrip Code: 533543

Kind Attn: Head- Listing

Symbol: BROOKS

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sirs,

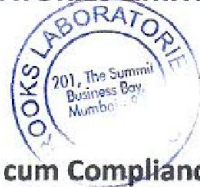
In terms of Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the Notice of 19th Annual General Meeting (AGM) of the Company to be held on Wednesday, 29th September, 2021 through Video Conference/Other Audio-Visual Means for your information and record.

Thanking You,

Yours faithfully

For **BROOKS LABORATORIES LIMITED**


(Jyoti Sancheti)



Company Secretary cum Compliance Officer

Encl.: As Stated above

NOTICE

Notice is hereby given that the 19th Annual General Meeting of Brooks Laboratories Limited will be held on Wednesday, 29th September 2021 at 9 a.m. through Video Conference/Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of annual audited Standalone and Consolidated financial statements and reports thereon**

To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31st March 2021 and the Report of directors and Auditors thereon.

2. **Appointment of Director in place of those retiring by rotation**

To reappoint Mr. Atul Ranchal (DIN: 01998361), who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration of the Cost Auditors**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT under the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), the Company hereby ratifies the remuneration payable to M/s. Balwinder & Associates, Cost Accountants, Mohali (Firm Reg No. 000201), as recommended by the Audit Committee and approved by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2022, amounting to Rs. 60,000/- plus taxes.”

4. **Appointment of Mr. Manpreet Singh Naroo (DIN: 02926574) as a Whole-time Director designated as Technical Director.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 152, 160, 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of Manpreet Singh Naroo (DIN:02926574) as a Whole-time Director to be designated as Technical Director for 5 years with effect from 29th September 2021 to 28th September 2026, who shall be liable to retire by rotation and on terms and conditions as agreed between the Board and Mr. Manpreet Singh Naroo.”

“RESOLVED FURTHER THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013, the consent of the members be and is hereby accorded for his remuneration up to a maximum of Rs. 3,00,000/- per month for the period from 29th September 2021 to 28th September 2024 on the recommendation of Nomination and Remuneration Committee.”

5. **Appointment of Mrs. Kaushalya Singh (DIN: 0009244596) as a Whole-time Director.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 152,160,196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of Mrs. Kaushalya Singh (DIN: 0009244596) as a Whole-time Director for 5 years with effect from 29th September 2021 to 28th September 2026, who shall be liable to retire by rotation and on terms and conditions as agreed between the Board and Mrs. Kaushalya Singh.”

“RESOLVED FURTHER THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013, the consent of the members be and is hereby accorded for her remuneration up to a maximum of Rs. 1,50,000/- per month for the period from 29th September 2021 to 28th September 2024 on the recommendation of Nomination and Remuneration Committee.”

6. **Approval for Related Party Transactions**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company’s Policy on Related Party Transaction(s) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to

such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any other person(s) authorized by the Board to exercise its powers, including the powers conferred by this resolution) to enter into contract(s)/arrangement(s)/transaction(s) with the related party as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to the Sale, purchase or supply of goods or materials leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the Company or any other transactions of whatever nature, at arm’s length basis and in ordinary course of business, notwithstanding that such transactions may exceed 10% of the consolidated turnover of the Company in any financial year or such threshold limit as may be specified by the listing regulations from time to time up to such extent and on such terms and conditions as specified in the table forming part of the explanatory statement annexed to this notice.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, and things and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

7. Approval for reduction of stake in Brooks Steriscience Limited, a Wholly-Owned Subsidiary of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 24 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI (LODR) Regulations” and the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or any other governmental or statutory authorities and subject to such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (“the Board”, which term shall be deemed to mean and include any Committee constituted by the Board) of the Company, to effect the reduction of its shareholding to less than or equal to 50% held in Brooks Steriscience Limited, a Wholly-Owned Material Subsidiary of the Company, on such terms and conditions and in such manner as the Board of Directors of the Company at its absolute discretion may determine”.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalize, settle and execute the required transactional documents concerning the said reduction of its shareholding to less than or equal to 50% including but not limited to agreements, arrangements (including with respect to indemnities, guarantees, etc.), undertakings, letters, and any other documents as may be required from time to time and to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary and in the best interest of the Company to give effect to the resolution for completion of the divestment, without being required to seek any further consent or approval of the shareholders of the Company, and to delegate all or any of the powers or authorities herein conferred or to engage any Committee of the Board, employee or officer of the Company, advisor, consultant, agent or intermediary, as may be deemed necessary.”

Place: Mumbai
September 3, 2021

By Order of the Board of Directors
For **Brooks Laboratories Limited**

Sd/-

Jyoti Sancheti
Company Secretary & Compliance Officer

Registered Office:
Village Kishanpura,
Nalagarh Road, Baddi, Distt. Solan, H.P.
CIN: L24232HP2002PLC000267
Email id: investors@brookslabs.net

NOTES:

1. An Explanatory Statement according to Section 102(1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.
2. 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.
3. The Register of Members and Share Transfer Books will remain closed from Thursday, September 23, 2021, to Wednesday, September 29, 2021 (both days inclusive).
4. 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 Registrar and Share Transfer Agent in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.
5. SEBI has mandated submission of Permanent Account Number (PAN) by every member of the Company. Members holding shares in dematerialised form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.
6. For any assistance or information about shares, dividends, etc. Members may contact the Registrar and Share Transfer Agents viz. Link Intime India Private Limited, C-101,247 Park, L.B.S.Marg, Vikhroli (W), Mumbai- 400083 (Tel: 022-49186000; Fax: 022-49186060; Email: rnt_helpdesk@linkintime.co.in; Website: www.linkintime.co.in)
7. 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 10 a.m. and 12 noon up to the date of the Meeting.
8. In case of any queries regarding the Annual Report, the Members may write to investors@brookslabs.net to receive an email response.

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.brookslabs.net. 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 AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVMARE AS UNDER:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users of who have opted for CDSL's Easi / Easiest facility can log in through their existing user id and password. The option will be made available to reach the e-Voting page without any further authentication. The URLs for users to log in to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login thesis / Easiest user will be able to see the e-Voting Menu. On the clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>If the user is not registered for Easi/Easiest, an option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a link on the 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, the user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>

Individual Shareholders holding securities in Demat mode with NSDL	<p>If you are already registered for the 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 mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under the ‘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.</p> <p>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</p> <p>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 mobile. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<p>You can also log in using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above mentioned 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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on the “Shareholders” module.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.

5. 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.
6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 the company records to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on the “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. 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 the “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) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. 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) on which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and the Company at the email address viz; investors@brookslabs.net (designated email address by the 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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meetings & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after a successful login as per the instructions mentioned above for Remote 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.
5. Further shareholders will be required to allow Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops 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 before the meeting** mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days before meeting** mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). 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 AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 investors@brookslabs.net/rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@brookslabs.net/rnt.helpdesk@linkintime.co.in.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

A statement under Section 102(1) of the Companies Act, 2013 ('Act')**Resolution No.3**

As per Notification dated 31st December 2014 issued by the Ministry of Corporate Affairs, the Companies (Cost Records and Audit) Rules, 2014, provisions relating to the auditing of cost accounting records apply to the Company with effect from the date of the above Notification. Accordingly, the audit of cost accounting records of the Company is mandatory from the financial year 2014-15.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Balwinder & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of Rs.60,000/- plus taxes per financial year.

Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration to the Cost Auditor payable for the financial year 2021-22.

The Board accordingly recommends the resolutions for the approval of the shareholders by way of an Ordinary resolution.

The Directors recommend the Resolutions for the approval of Members.

Resolution No. 4

Mr. Manpreet Singh Naroo was appointed as an Additional Director by the Board of Directors with effect from 3rd September 2021 pursuant to Section 161 of the Companies Act, 2013. The Company has received from Mr. Manpreet Singh Naroo(DIN:02926574) (i) consent in writing to act as Whole-time Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

Mr. Manpreet Singh Naroo aged 50 years, is a Post-Graduate in Chemistry and MBA in Production and Operations. He has vast experience of 28 years in the Pharmaceutical Industry at various levels. His areas of expertise are in the Production of Pharmaceutical Products. His association brings years of professional experience to facilitate operations and maximize the productivity and growth of the Organisation.

The matter regarding the appointment of Mr. Manpreet Singh Naroo as a Whole-time Director to be designated as Technical Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The Board of Directors approved the appointment of Mr. Manpreet Singh Naroo as a Whole-time Director to be designated as Technical Director of the Company for a term of up to 5 years from 29th September 2021 to 28th September, 2026 and further approve his remuneration up to a maximum of Rs. 3,00,000/- per month for the period from 29th September 2021 to 28th September 2024 on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members at the ensuing Annual General Meeting of the Company. A statement pursuant to clause (iv) of 2nd proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given in Annexure 1 in this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, except Mr. Manpreet Singh Naroo, in Resolution 4.

The brief profile of Mr. Manpreet Singh Naroo and the detail of shareholding as per requirements of the Companies Act, 2013, the rules made thereunder, and Secretarial Standard (SS-2) is mentioned in Annexure 2.

Resolution No. 5

Mrs. Kaushalya Singh was appointed as an Additional Director by the Board of Directors with effect from 3rd September 2021 pursuant to Section 161 of the Companies Act, 2013. The Company has received from Mrs. Kaushalya Singh (DIN:0009244596) (i) consent in writing to act as Whole-time Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

Mrs. Kaushalya Singh aged 55 years, is a Commerce Graduate. She has vast experience of 21 years in the Purchase and Administration of the Pharmaceutical Industry. Her association brings years of professional experience to facilitate operations and maximize the productivity and growth of the Organisation.

The matter regarding the appointment of Mrs. Kaushalya Singh as a Whole-time Director was placed before the Nomination and Remuneration Committee and it has recommended her appointment. The Board of Directors approved the appointment of Mrs. Kaushalya Singh as a Whole-time Director of the Company for a term up to 5 years from 29th September 2021 to 28th September, 2026 and further approve her remuneration up to a maximum of Rs. 1,50,000/- per month for the period from 29th September 2021 to 28th September 2024 on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members at the ensuing Annual General Meeting of the Company. A statement pursuant to clause (iv) of 2nd proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given in Annexure 1 in this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, except Mrs. Kaushalya Singh, in Resolution 5.

The brief profile of Mrs. Kaushalya Singh and the detail of shareholding as per requirements of the Companies Act, 2013, the rules made thereunder and Secretarial Standard (SS-2) is mentioned in Annexure 2.

Resolution No. 6

Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2015 (“the Rules”) states that no Company shall enter into material related party transactions except with the consent of the members of the Company, where such transactions are either not (a) in the ordinary course of business or (b) on an arm’s length basis.

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) states that all material-related party transactions shall require approval of the shareholders through resolution.

The shareholders’ approval is sought to the related party/material related party transactions entered / to be entered into with the below-mentioned parties. The Company has obtained prior approval of the Audit Committee to the said transactions as required under Regulation 23(2) of the Listing Regulations.

All related party transactions are/shall be at arm’s length basis and in the ordinary course of business of the Company and therefore the provisions of the Act and the Rules made thereunder are not attracted.

However, Regulation 23(4) of the Listing Regulations states that all material related party transactions shall require approval of the shareholders through resolution and related parties shall abstain from voting on such resolution. Member’s approval is therefore sought under relevant provisions of the Act, applicable, if any, and the Listing Regulations.

Information relating to transactions are as under –

Name of the Related Party	Name of Director/KMP interested	Nature of Relationship	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	The estimated amount of transactions during the financial years 2021-22 and 2022-23
Brooks Steriscience Limited (BSL)	Mr. Atul Ranchal, Chairman, and Mr. Rajesh Mahajan, Managing Directors are Director	Wholly Owned Subsidiary Company	Purchase/Sale of Goods, Providing and availing job work services, Cross Charges for shared services, Commission in respect of goods purchased/sold and services availed/ provided	Up to Rs. 70 Crores
SteriBrooks Penems Private Limited	Mr. Atul Ranchal, Chairman is Director	Associate/ Joint Venture Company	Purchase/Sale of Goods	Up to Rs. 70 Crores
Steriscience Specialties Private Limited	None	Joint Venturer Company	Purchase/Sale of Goods	Up to Rs. 70 Crores

Material Terms of the Contract- The proposed contracts/ arrangements/ transactions related to sale /purchase of goods/services or any other transaction(s), which shall be governed by the Company’s Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the members. Some of the arrangements could be in the form of Purchase Orders/ Service Orders based on negotiations whose terms and conditions shall satisfy arm’s length criteria.

Material terms of the transactions with Related Parties include the following: 1) All the transactions were continuingly in the ordinary course of business and were undertaken on an arm’s length basis and in the ordinary course of business. 2) The transactions were based on Purchase / Service Orders issued from time to time.

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors relevant to the contract have been considered.

Any other information relevant or important for the Members to decide on the proposed resolution: None

In view of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of an Ordinary Resolution. The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Hence, the Audit Committee / Board recommends the resolution set out in the Item as an Ordinary resolution. None of the Related Parties shall vote in the resolution. None of the Director, key managerial personnel, and their relatives, are concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

Resolution No. 7

Pursuant to the joint venture agreement executed on July 22, 2020 between Steriscience Private Limited (vide Novation agreement dated October 16, 2020 Steriscience Private Limited assigned its duties, rights and responsibilities to Steriscience Specialties Private Limited) and Brooks Laboratories Limited (JV Partners), Brooks Steriscience Limited (BSL) was incorporated whereby Brooks Laboratories Limited was to held 73.33% stake and Steriscience Specialties Private Limited (SSPL) to held 26.67% stake. The Ertapenem manufacturing line was commissioned with this Investment.

Further to strengthen the manufacturing capability it was decided by JV partners to invest further Rs. 74.5 crores by infusion of Equity by Steriscience Specialties Private Limited. This will change the shareholding ratio to 51% of Steriscience Specialties Private Limited and 49% of Brooks Laboratories Limited.

The new investment of Rs. 74.5 crores will be deployed to set up an API facility for Carbapenems. This will strengthen BSL's position as it will have API as well as FDF in-house. Besides this, BSL will also set up front-end capabilities to market carbapenem products globally, including the US, Europe, Canada, Australia, and India.

Globally, Carbapenems are a \$2 billion-plus opportunity with limited players having dedicated capabilities to manufacture these products for the regulated markets. These fresh investments will bolster our global positioning and fast-track our ability to penetrate new markets with a significant competitive advantage driven by manufacturing, quality, and supply assurance.”

We are looking forward to strong impulses from this partnership. This partnership will result in US FDA certification of the facility, Global market reach, Building capabilities in R&D, Backward integration, and Introduction of a new product range. This will have a multifold impact on enterprise value.

However, Regulations 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require prior approval of the shareholders by way of special resolution for fresh equity infusion by JV partner SSPL in its material subsidiary resulting in the reduction of its shareholding to less than/equal to fifty percent or cease the exercise of control over its material subsidiary.

Now, the Company requires prior approval of the shareholders by way of special resolution for reduction of shares below 50% in the subsidiary Company Brooks Steriscience Limited.

The Board of Directors recommends the passing of this resolution as mentioned in Item No. 7 as Special Resolution being in the greater interest of all stakeholders including shareholders, employees, and its creditors. It will amount to protect the interest of the stakeholders.

Except to the extent of their shareholding interest, if any, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in this Special Resolution.

Place: Mumbai
September, 3, 2021

By order of the Board of Directors
For **Brooks Laboratories Limited**

Sd/-

Jyoti Sancheti
Company Secretary &
Compliance Officer

Regd. Office: Village Kishanpura,
Nalagarh Road, Baddi, Distt.Solan, H.P.
CIN: L24232HP2002PLC000267
Email id: investors@brookslabs.net

ANNEXURE 1
STATEMENT under 2ND PROVISIO TO SCHEDULE V [PART II SECTION II (Clause iv)] OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION					
1.	Nature of Industry	Pharmaceuticals			
2.	Date of commencement of commercial production	The Company was incorporated on 23.01.2002. Its plant at Baddi started its commercial production in June 2006			
3.	In the case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus	N.A.			
4.	Financial Performance based on given indicators	Please refer to Exhibit 1.1			
5.	Foreign investments or collaborators, if any	NRI Investment of Rs.12,79,930/- as on 31.03.2021			
INFORMATION ABOUT THE APPOINTEE		Mr. Manpreet Singh Naroo, Director		Mrs. Kaushalya Singh, Director	
1.	Background Details	Refer to the Statement to Resolution No. 4 above and Annexure 2		Refer to the Statement to Resolution No. 5 above and Annexure 2	
2.	Past Remuneration	Year	Remuneration	Year	Remuneration
		2020-21	NIL	2020-21	Rs. 8.28 lakhs
		2019-20	NIL	2019-20	Rs.8.27 lakhs
3.	Recognition or Awards	N.A.		N.A.	
4.	Job Profile and his suitability	Refer the Statement to Resolution No. 4 above and Annexure 2		Refer the Statement to Resolution No. 5 above and Annexure 2	
5.	Remuneration proposed	Up to a Maximum of Rs. 3,00,000/- per month		Up to a Maximum of Rs. 1,50,000/- per month	
6.	Comparative remuneration profile concerning the industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of origin)	Please refer to Exhibit 1.2		Please refer to Exhibit 1.2	
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He has no pecuniary relationship with the Company apart from receiving remuneration or relationship with the managerial personnel.		She has no pecuniary relationship with the Company apart from receiving remuneration or relationship with the managerial personnel.	
I. OTHER INFORMATION					
1.	Reasons for loss or inadequate profits	During the Financial Year 2020-21, due to high operational and depreciation costs at Vadodara factory alongwith prior period Income Tax settlement under Vivaad se vishwas scheme of Government of India., the Company has incurred a loss of Rs. 1558.76 lakhs.			
2.	Steps were taken or proposed to be taken for improvement	Our Vadodara plant was loss making due to high operational cost. Now, the Vadodara plant is transferred to Brooks Steriscience Limited on slump exchange basis.			
3.	The expected increase in productivity and profits in measurable terms	In the financial year 2020-21, we are expecting positive P & L of the Company with our profit making Baddi plant.			
IV.	DISCLOSURES	Please refer to Exhibit 1.3			

Exhibit 1.1
Financial Position of the Company

The financial position of the Company as per the audited Financial Statements(Standalone) of the last 5 years is as follows:

(Rs. In lakhs)

Particulars	2020-21	2019-20	2018-19	2017-18	2016-17
Sales and Other Income	7823.48	7009.48	5790.77	5714.44	5766.25
Profits after tax	(1558.76)	(2437.60)	(1480.54)	(1381.28)	195.65
Earnings Per Share (in Rs.)	(6.31)	(13.84)	(9.20)	(8.53)	1.21
Fixed Assets	1442.48	11217.70	11717.18	12401.04	11858.96
Capital Work In Progress	-	-	-	52.16	0.00
Long Term Loans & Advances	134.09	1139.93	1386.39	1725.84	2047.39
Current Assets	2534.44	3791.79	3174.09	2964.82	2400.83
Equity Share Capital	2470.28	2470.28	1618.64	1618.64	1618.64
Reserves & Surplus	3950.76	7371.32	8896.43	9828.59	10782.02
Long Term Borrowings	134.09	1139.93	1386.39	1725.84	1080.51
Current Liabilities	2578.87	4579.91	4746.11	3984.97	2482.45

Exhibit 1.2
Industry Trends

Annual Remuneration withdrawn by the Executive Directors of some of the leading Pharmaceutical Companies in India is as follows:

Dr. Sandhu Pharmaceuticals Limited (as per Annual Report 2019-20)

(In lakhs)

S. No.	Name of Director	Designation	Remuneration
1.	Umesh B. Sandu	Managing Director	34.02

Panchsheel Limited (as per Annual Report 2019-20)

(In lakhs)

S. No.	Name of Director	Designation	Remuneration
1.	Mr. Mahendra A. Turakhia	Managing Director	27.6
2.	Mr. Kishor A. Turakhia	Managing Director	26.6

Cipla Ltd. (as per Annual Report 2020-21)

(In crores)

S. No.	Name of Director	Designation	Remuneration
1.	Mr. Umang Vohra	Managing Director	1.95
2.	Ms. SaminaHamied	Executive Vice Chairperson	1.88

Exhibit 1.3
Information on the remuneration of all directors as per Part IV of Clause (iv) of Section II of Part II of Schedule V to the Companies Act, 2013.

The details of proposed remuneration of Mr. Manpreet Singh Naroo & Mrs. Kaushalya Singh, Director of the Company is as given below:

Terms and Conditions:
a) Salary

Upto maximum Rs. 3,00,000/- per month & upto maximum Rs. 1,50,000/- respectively.

b) Reimbursement of expenses:

Expenses incurred for traveling, boarding, and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business.

c) Notice Period- 90days.

The details of the remuneration of all other directors are disclosed in the Corporate Governance Report on page no. 30 and further given under Part VI of Extract of Annual Return in Form No. MGT-9.

ANNEXURE 2
Profile of Directors seeking Appointment/Re-appointment in ensuing Annual General Meeting under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are mentioned below

Name of Director	Mr. Manpreet Singh Naroo	Mrs. Kaushalya Singh
Designation	Executive Director	Executive Director
DIN	02926574	0009244596
Date of Birth	29.01.1971	01.01.1966
Age	50	55
Date of Appointment	03.09.2021	03.09.2021
Qualifications	B.Sc & MBA in production and operation	B.com
Brief Resume		
Expertise in Specific Functional Areas	Business Management	Business Management
Number of Board Meetings attended during the year	NA	NA
Relationship with other Directors	Nil	Nil
Shareholding in Brooks Laboratories Limited	Nil	4304 shares
Directorships held in other companies	Nil	Nil
Membership/Chairmanship of Committees in other Companies	Nil	Nil