



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: 01.09.2023

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: Notice of 21st Annual General Meeting of Brooks Laboratories Limited

Please find enclosed the Notice of 21st Annual General Meeting of the Company for the financial year 2022-23. The 21st Annual General Meeting of the members of Brooks Laboratories Limited will be held on Thursday, September 21, 2023 at 9.00 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

This is for your information and record.

Thanking You,

Yours faithfully

For **BROOKS LABORATORIES LIMITED**

Jai Vaidya

Company Secretary & Compliance Officer

Encl.: As Stated above

NOTICE

Notice is hereby given that the 21st Annual General Meeting of Brooks Laboratories Limited will be held on Thursday, 21th September 2023 at 9.00 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 2023 and the Report of directors and Auditors thereon.

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

To reappoint Mr. Jitendra Pratap Singh (DIN: 09796568), 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 2024, amounting to Rs. 60,000/- plus taxes.”

4. 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”.

5. To consider the appointment of Dr. Durga Shankar Maity (DIN No. 03136361) as Whole Time Director of the Company.

To consider and if deems fit, to pass the following resolutions **Special 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 Dr. Durga Shankar Maity (DIN No. 03136361) as a Whole-time Director for 5 years with effect from 7th July 2023 to 6th July 2028, who shall be liable to retire by rotation and on terms and conditions as agreed between the Board and Dr. Durga Shankar Maity.”

“**RESOLVED FURTHER THAT** during the currency of the tenure of Dr. Durga Shankar Maity as an Whole Time Director, where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to Dr. Durga Shankar Maity, Whole Time Director, remuneration by way of salary, commission, perquisites, allowances and performance linked bonus as specified above as per the applicable provisions of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) including Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).”

“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. 3,00,000/- per month for the period from 7th July 2023 to 6th July 2026 on the recommendation of Nomination and Remuneration Committee.”

6. To consider the appointment of Mr. Bhushan Singh Rana (DIN No. 10289384) as Whole Time Director of the Company.

To consider and if deems fit, to pass the following resolutions **Special 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 Mr. Bhushan Singh Rana (DIN No. 10289384) as a Whole-time Director for 5 years with effect from 23rd August 2023 to 22nd August 2028, who shall be liable to retire by rotation and on terms and conditions as agreed between the Board and Mr. Bhushan Singh Rana.”

“RESOLVED FURTHER THAT during the currency of the tenure of Mr. Bhushan Singh Rana as an Whole Time Director, where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Bhushan Singh Rana, Whole Time Director, remuneration by way of salary, commission, perquisites, allowances and performance linked bonus as specified above as per the applicable provisions of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) including Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).”

“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. 4,00,000/- per month for the period from 23rd August 2023 to 22nd August 2026 on the recommendation of Nomination and Remuneration Committee.”

7. Authorizing the Board of Directors to advance loans, provide guarantees, or provide security to all persons specified under section 185 of the Companies Act, 2013, up to a total limit of Rs.200 crores.

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **“Special Resolution”**.

“RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs.200 Crores (Rupees Two Hundred Crores Only).”

“RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.”

“RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.”

“RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification/s or re-enactment/s thereof for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors to approve and pay remuneration to Mr.Atul Ranchal , President (Corporate Strategy) maximum up to ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) per month (including all allowances, perquisites and benefits that he is entitled to in accordance with the Company’s rules and regulations in force), effective from August 23, 2023”

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

9. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification/s or re-enactment/s thereof for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors to approve and pay remuneration to Mr. Rajesh Mahajan , President (Procurement) maximum up to ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) per month (including all allowances, perquisites and benefits that he is entitled to in accordance with the Company’s rules and regulations in force), effective from August 23, 2023”

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

For Brooks Laboratories Limited

Place: Baddi
Date: 23.08.2023

sd/-
Kaushalya Singh
Whole Time Director
DIN: 09244596

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

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/ HO/CFD/CMD2/CIR/P/2021/11 , SEBI/HO/CFD/CMD2/ CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021 , May 13, 2022 and January 5, 2023, respectively issued by the (collectively referred to as 'SEBI Circulars') permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. The Corporate Office of the Company shall be deemed to be the venue for the AGM.
2. In Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, in pursuance of Sections 112 and 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means.
3. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. The members are requested to get their physical shares dematerialised, since vide SEBI Circular dated June 08, 2018 read with SEBI Circular dated December 03, 2018 with effect from April 01, 2019, the securities shall not be transferred unless they are held in the dematerialised form. Further, vide SEBI Circular dated January 25, 2022, securities shall be issued in dematerialised form while processing requests for transmission/ transposition/ duplicate certificates, etc
5. 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.
6. In accordance with the MCA circulars and the SEBI Circulars, the Annual Report of the Company along with the Notice of AGM is being sent through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participant(s) ('DP').
7. Members may note that this Notice and Annual Report shall also be available on Company's website at www.brookslabs.com, 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.
8. Members are further advised to refer the latest SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 issued for all the physical holders holding securities in listed companies to keep their KYC detail updated all the time to avoid freezing their folio as prescribed by SEBI.
9. 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 21st AGM by electronic means and has engaged the services of NSDL to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') as well as e-voting during the proceedings of the AGM through VC/OAVM ('e-voting at the AGM').
10. The remote e-voting period commences on Monday, September 18, 2023 (9.00 a.m. IST) and ends on Wendsday, September 20, 2023 (5.00 p.m. IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
11. Members holding shares, as on the close of business hours on Thursday, September 14, 2023 , being the cut-off date, are entitled to vote on the Resolutions 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.
12. 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.
13. The Register of Members and Share Transfer Books will remain closed from Friday, September 15, 2023, to Thursday, September 21, 2023 (both days inclusive).

14. 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.
15. 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)
16. 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.
17. In case of any queries regarding the Annual Report, the Members may write to cs@brookslabs.net to receive an email response.
18. 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 AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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 January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 18.09.2023 and ends on 20.09.2023. 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 14.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.nsdl.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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 toll free no.: 1800 1020 990 and 1800 22 44 30

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.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “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.

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.

5) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 Brooks Laboratories Limited 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 AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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 AGM/EGM.
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 atleast **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 AGM 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 AGM 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 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 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 AGM & 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.

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 2023-24 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 2023-24.

None of the Directors/Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Resolution No. 4

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 prior 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 with related parties are as under –

Description	Particulars
Name of the related party	Brooks Steriscience Limited
Nature of relationship [including nature of its interest (financial or otherwise)]	Jointly Controlled Entity
Type of the proposed transaction/ Particulars of the proposed transaction	a. Purchase of Goods, Commission in respect of goods purchased. b. Sale of Goods, Commission in respect of goods sold. c. Providing and availing job work services, Cross Charges for shared services, Commission/expenses incurred in respect of services availed/provided.
Tenure of the transaction	1 year

Description	Particulars
Value of the proposed transaction	a. Purchase of Goods, Commission in respect of goods purchased. - upto 20 crores b. Sale of Goods, Commission in respect of goods sold. - upto 10 crores c. Providing and availing job work services, Cross Charges for shared services, commission/expenses incurred in respect of services availed/provided. - upto 10 crores Total gross value of the above mentioned transactions = 50 crores
Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	0.80 percent(basis on gross transaction value of 50 crores) of the consolidated turnover of the Company per annum
Justification of the proposed transaction	The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Our guiding principle was that the transactions must be on an arms' length basis and commensurate to the benefits received.
Details of the valuation report or external party report (if any) enclosed with the Notice	NA
Name of the Director or Key Managerial Personnel, who is related	Nil
Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	Not Applicable, as the transactions are not related to any loans, inter-corporate deposits, advances or investment made or given by the Company or its subsidiary.
i) Source of funds	
ii) In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	
iii) Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	
iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice
Description	Particulars
Name of the related party	Steribrooks Penems Private Limited
Nature of relationship [including nature of its interest (financial or otherwise)]	Associate Company
Type of the proposed transaction/ Particulars of the proposed transaction	a. Purchase of Goods, Commission in respect of goods purchased. b. Sale of Goods, Commission in respect of goods sold.
Tenure of the transaction	1 year

Description	Particulars
Value of the proposed transaction	a. Purchase of Goods, Commission in respect of goods purchased. - upto 5 crores b. Sale of Goods, Commission in respect of goods sold. - upto 5 crores Total gross value of the above mentioned transactions = 10 crores
Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	0.16 percent(basis on gross transaction value of 10 crores) of the consolidated turnover of the Company per annum
Justification of the proposed transaction	The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Our guiding principle was that the transactions must be on an arms' length basis and commensurate to the benefits received.
Details of the valuation report or external party report (if any) enclosed with the Notice	NA
Name of the Director or Key Managerial Personnel, who is related	Nil
Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	Not Applicable, as the transactions are not related to any loans, inter-corporate deposits, advances or investment made or given by the Company or its subsidiary.
i) Source of funds	
ii) In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	
iii) Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	
iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

Below mentioned information is applicable for related party transactions to be carried out with Brooks Steriscience Limited & Steribrooks Penems Private Limited:

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

Because 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. 5

Dr. D.S.Maity was appointed as an Additional Director by the Board of Directors with effect from July 7, 2023 pursuant to Section 161 of the Companies Act, 2013. The Company has received from Dr. D.S. Maity (DIN: 03136361) (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.

Dr. Durga Shankar Maity aged 49 years, has a degree in Master of Science. He has vast experience of 25 years in the Pharmaceutical Industry. 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 Dr. Durga Shankar Maity as a Whole Time Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The Board of Directors approved the appointment of Dr. Durga Shankar Maity as a Whole Time Director of the Company for a term up to 5 years with effect from July 7, 2023 to July 6, 2028 and further approve his remuneration up to a maximum of Rs. 3,00,000/- per month for the period from July 7, 2023 to July 6, 2026 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 below in this Notice.

The Board recommends the resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, except Dr.D.S.Maity, in Resolution 5.

Resolution No. 6

Mr. Bhushan Singh Rana was appointed as an Additional Director by the Board of Directors with effect from closing of business hours of August 23, 2023 pursuant to Section 161 of the Companies Act, 2013. The Company has received from Mr. Bhushan Singh Rana (DIN No. 10289384) (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. Bhushan Singh Rana aged 68 years, has done Double M.A from Meerut University. He has vast experience of 36 years in Administrative services. 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. Bhushan Singh Rana as a Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The Board of Directors approved the appointment of Mr. Bhushan Singh Rana as a Director of the Company for a term up to 5 years with effect from August 23, 2023 to August 22, 2028 and further approve her remuneration up to a maximum of Rs. 4,00,000/- per month for the period from August 23, 2023 to August 22, 2026 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 below in this Notice.

The Board recommends the resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, except Mr. Bhushan Singh Rana, in Resolution 6.

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	Nil			
INFORMATION ABOUT THE APPOINTEE		Dr. Durga Shankar Maity, Director		Mr. Bhushan Singh Rana, Director
1. Background Details	Refer to the Statement to Resolution No. 5 above and Annexure 2		Refer to the Statement to Resolution No. 6 above and Annexure 2	
2. Past Remuneration	Year	Remuneration	Year	Remuneration
	2022-23	Rs. 1,55,328/- P.M from December 15, 2022	2022-23	NIL
	2021-22	NIL	2021-22	NIL
3. Recognition or Awards	N.A.		N.A.	
4. Job Profile and his suitability	Refer the Statement to Resolution No. 5 above and Annexure 2		Refer the Statement to Resolution No. 6 above and Annexure 2	
5. Remuneration proposed	Up to a Maximum of Rs. 3,00,000/- per month		Up to a Maximum of Rs. 4,00,000/- 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)	Considering the experience and knowledge of Dr. Durga Shankar Maity of 25 years in the field of the Pharmaceutical Industry the Board considers the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.		Considering the experience and knowledge of Mr. Bhushan Singh Rana has vast experience of 36 years in Administrative services. His association brings years of professional experience to facilitate operations and maximize the productivity and growth of the Organisation. The Board considers the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.	
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.		He 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 2022-23, the Company operated the Baddi plant at almost full capacity, though the production in units was more but realization per unit went down due to stiff competition resulting in lower sales in value terms.			

2. Steps were taken or proposed to be taken for improvement	With more international approvals in coming year and by Strategic alliance with JV partner Steriscience Specialties Private Limited (formerly known as Steriscience Private Limited) 'SSPL' which is deployed to set up new project of Ertapenem and API facility for Carbapenems. We expect to have multifold increase in sales in Vadodara facility.
3. The expected increase in productivity and profits in measurable terms	In the financial year 2023-24, we are expecting positive P & L of the Company with our profit making Baddi plant.
IV. DISCLOSURES	Please refer to Exhibit 1.2

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 lacs)

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Sales and Other Income	5553.80	7791.48	7823.48	7009.48	5790.77
Profits after tax	(72.00)	79.26	(1558.76)	(2437.60)	(1480.54)
Earnings Per Share (in Rs.)	(0.29)	0.27	(6.31)	(13.84)	(9.20)
Equity Share Capital	2470.28	2470.28	2470.28	2470.28	1618.64
Reserves & Surplus	4030.01	4030.02	3950.76	7371.32	8896.43

Exhibit 1.2

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 Dr. Durga Shankar Maity & Mr. Bhushan Singh Rana, Director of the Company is as given below:

Terms and Conditions:

a) Salary

Upto maximum Rs. 3,00,000/- per month and Rs. 4,00,000/- per month 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- 90 days.

Additional information in respect of Dr. Durga Shankar Maity and Mr. Bhushan Singh Rana, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below:

Particulars	Dr. Durga Shankar Maity	Mr. Bhushan Singh Rana
Age	49 years	68 years
Qualification	PHD in Chemistry	Double M.A from Meerut University.
Experience	25 years	36 years
Remuneration drawn during FY 2022-23	155328	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Nil	Nil
Number of Board Meetings attended during FY2022-23	Nil	Nil

Particulars	Dr. Durga Shankar Maity	Mr. Bhushan Singh Rana
Shareholding in the Company (singly / jointly), including shares held as a beneficial owner	Nil	Nil
Directorship in other Companies	Nil	Nil
Membership(s) / Chairmanship(s) of Board Committees of other companies	Nil	Nil

Resolution No. 7

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner. However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities. In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on August 10, 2023 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs.200 Crores. Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 7 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Resolution 8.

Pursuant to provision of Section 188(1)(f) of the Companies Act, 2013, consent of the Company is, inter alia, required to be accorded by the Company, where any person on whose advice, directions or instructions a Director or manager is accustomed to act is appointed to an office or a place of profit under the Company or a subsidiary/associate of the Company. The Board of Directors at its meeting held on August 23, 2023 based on recommendation of Nomination and Remuneration Committee and Audit Committee approved the remuneration of Mr. Atul Ranchal , President (Corporate Strategy), being the promoter of the Company.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 are as under:

Name of Related Party	Atul Ranchal
Name of Director or KMP who is related	Nil
Nature of relationship	Promoter
Nature, material terms, monetary value and particulars of contract or arrangement.	Remuneration to be paid maximum up to ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) per month effective from August 23, 2023.
Brief Profile and information relevant or important for the members to take a decision on the proposed resolution.	as mentioned below

None of the directors and Key Managerial Personnel of the Company or their respective relatives, Except Mr. Atul Ranchal, are concerned or interested in the proposed Resolution. The Board recommends the Ordinary Resolution set out at item no. 8 of the Notice for approval by the members.

Resolution 9.

Pursuant to provision of Section 188(1)(f) of the Companies Act, 2013, consent of the Company is, inter alia, required to be accorded by the Company, where any person on whose advice, directions or instructions a Director or manager is accustomed to act is appointed to an office or a place of profit under the Company or a subsidiary/associate of the Company. The Board of Directors at its meeting held on August 23, 2023 based on recommendation of Nomination and Remuneration Committee and Audit Committee approved the remuneration of Mr. Rajesh Mahajan , President (Procurement), being the promoter of the Company.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 are as under:

Name of Related Party	Rajesh Mahajan
Name of Director or KMP who is related	Nil
Nature of relationship	Promoter
Nature, material terms, monetary value and particulars of contract or arrangement.	Remuneration to be paid maximum up to ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) per month effective from August 23, 2023.
Brief Profile and information relevant or important for the members to take a decision on the proposed resolution.	as mentioned below

None of the directors and Key Managerial Personnel of the Company or their respective relatives, Except Mr. Rajesh Mahajan, are concerned or interested in the proposed Resolution. The Board recommends the Ordinary Resolution set out at item no. 9 of the Notice for approval by the members.

Profile of Directors seeking Appointment/Re-appointment in ensuing Annual General Meeting are mentioned below

Name of Director	Mr. Atul Ranchal	Mr. Rajesh Mahajan
Designation	President Corporate Strategy	President Procurement
Date of Birth	09.10.1967	19.07.1969
Age	56 years	54 years
Qualifications	B.Sc. (Microbiology), PGDFMT	B.Sc.(Biology), MBA
Expertise in Specific Functional Areas	Business Management	Business Management

By order of the Board of Directors
For Brooks Laboratories Limited

Place: Baddi
August 23, 2023

sd/-
Kaushalya Singh
Whole Time Director
DIN: 09244596

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