

Corp. Off.: 502, Kanakia Atrium - 2,
Next to Courtyard Marriott Hotel,
Andheri Kurla Road, Andheri (East),
Mumbai - 400 093 (India)
Ph.: +9122 61933100 Fax : +91 22 61933114

Date: 28.09.2020

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 Proceedings of 18th Annual General Meeting (AGM) of the Company held on Monday, 28th September, 2020 through video conferencing for your information and record.

Thanking You,

Yours faithfully

For **BROOKS LABORATORIES LIMITED**



(Jyoti Sancheti)

Company Secretary cum Compliance Officer

Encl.: As Stated above

Corp. Off.: 502, Kanakia Atrium - 2,
Next to Courtyard Marriott Hotel,
Andheri Kurla Road, Andheri (East),
Mumbai - 400 093 (India)
Ph.: +9122 61933100 Fax : +91 22 61933114

SUMMARY OF THE PROCEEDINGS OF THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BROOKS LABORATORIES LIMITED HELD ON MONDAY, 28TH SEPTEMBER, 2020

The 18th Annual General Meeting (AGM) of the members of Brooks laboratories limited ('the Company') was held on Monday, 28th day of September 2020 at 09.00 a.m., through Video Conferencing/Other Audio-Visual Means.

The following were present-

Directors

- | | |
|---------------------------|--|
| 1. Mr. Atul Ranchal | Chairman |
| 2. Mr. Rajesh Mahajan | Managing Director |
| 3. Mr. Suresh Garg | Technical Director |
| 4. Mr. Rajnish Kumar Bedi | Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee |
| 5. Mr. Deepak Mahajan | Independent Director |

Members Present:

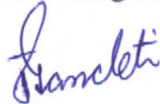
Through Video Conferencing- 59

In Attendance

- | | |
|------------------------|---|
| 1. Mrs. Jyoti Sancheti | Company Secretary |
| 2. Mr. Prashant Rathi | Chief Financial Officer |
| 3. Mr. Suresh Murarka | Statutory Auditor |
| 4. Mr. P.D. Sharma | Company Law Consultant |
| 5. Mr. G.S. Sarin | Scrutinizer, M/s. Sharma Sarin & Associates |
| 6. Mr. Himanshu Kalra | Associate, M/s. Sharma Sarin & Associates |

Shri Atul Ranchal being the Chairman of the Board took the chair and conducted the proceedings of the meeting. The meeting was commenced at 9.00 A.M.

A total of 59 members attended the meeting in person as per the records of the attendance. As per MCA Circular dated April 08, 2020, and May 05, 2020, the facility to appoint a proxy to attend and cast vote for the members are not available for this AGM. The requisite quorum being present, the Chairman called the meeting to order.



(2)

The Chairman delivered the Speech. An overview of the financial performance of the Company for the financial year ended on 31st March 2020 and its future outlook was given.

The members were further informed that under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the members of the Company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced at 09.00 a.m. on Friday, 25th September 2020, and remained open till 05.00 p.m. on Sunday, 27th September 2020. Mr. G. S. Sarin, Partner of M/s. Sharma Sarin & Associates, Practicing Company Secretaries, Chandigarh was appointed as Scrutinizer by the Board for scrutinizing the Poll and remote E-voting process.

Further, in line with Section 107 of the Companies Act, 2013, voting by show of hands was not permitted at the general meeting where remote e-voting had been offered to the members. Therefore, the Company had arranged for an e-voting during the AGM on all the 11 resolutions to be passed at the Meeting for those who had not cast their votes through remote e-voting.

Mr. G. S. Sarin, Scrutinizer was requested for the orderly conduct of the voting. The Members were informed that the result of e-voting would be placed on the website of the Company and CDSL within 48 hours from the conclusion of the AGM.

The resolutions were passed by the members with requisite majority, briefly, related to:

ORDINARY BUSINESS:

ITEM NO. 01

Adoption of Annual Accounts for the Financial year ended on 31.03.2020

"RESOLVED THAT the Audited Annual Accounts of the Company for the Financial Year ended on 31st March 2020 along with the Report of Auditors and Directors thereon forming part of the Annual Report, as circulated, be and are hereby approved and adopted."
(Ordinary Resolution)

ITEM NO. 02

Re-Appointment of Director Retiring By Rotation

"RESOLVED THAT Mr. Rajesh Mahajan, Managing Director (DIN No. 02000634), who retires by rotation and being eligible, offers himself to be re-appointed be and is hereby appointed as such on the Board of Directors of the Company."
(Ordinary Resolution)



SPECIAL BUSINESS:

ITEM No. 03

To Ratify the Remuneration of Cost Auditors

"RESOLVED THAT under the provisions of section 148 and other applicable provisions 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 2021, amounting to RS. 60,000 plus taxes." **(Ordinary Resolution).**

ITEM No. 04

Re-appointment of Mr. Atul Ranchal (DIN: 01998361) as a Whole-time Director designated as Chairman.

"RESOLVED THAT according to the provisions of sections 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 re-appointment of Mr. Atul Ranchal (DIN: 01998361) as a Whole-time Director designated as Chairman for 5 years with effect from 1st November 2020 to 31st October 2025, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on terms and conditions as agreed between the Board and Mr. Atul Ranchal. He shall be liable to retire by rotation and shall be entitled to Sitting Fees for attending the Meetings of the Board of Directors or any committee thereof." **(Ordinary Resolution).**

ITEM No. 05

Reappointment of Mr. Rajesh Mahajan (DIN: 02000634) as a Managing Director

"RESOLVED THAT according to the provisions of sections 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 re-appointment of Mr. Rajesh Mahajan (DIN: 02000634) as a Managing Director for 5 years with effect from 1st November 2020 to 31st October 2025, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on terms and conditions as agreed between the Board and Mr. Rajesh Mahajan. He shall be liable to retire by rotation and he shall be entitled to Sitting Fees for attending the Meetings of the Board of Directors or any committee thereof." **(Ordinary Resolution)**

ITEM No. 06

Remuneration of Mr. Atul Ranchal (DIN: 01998361) as a Whole-time Director designated as Chairman.

"**RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions, if any 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 in supersession of an earlier resolution, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the members be and is hereby accorded to fix the remuneration payable to Mr. Atul Ranchal, Chairman cum Whole Time Director of the Company, for a period from 1st November, 2020 to 31st October, 2023, as set out in the Explanatory Statement annexed to the Notice, with further authority to the Board to alter and vary such terms and conditions including remuneration as may be mutually agreed by the Board of Directors of the Company and Mr. Atul Ranchal subject to the conformity with the provisions of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** such remuneration, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013, read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"**RESOLVED FURTHER THAT** to give effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising for the above matter, and to execute all such deeds, documents, agreements, and writings as may be necessary for giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company." **(Special Resolution)**



ITEM No. 07

Remuneration of Mr. Rajesh Mahajan (DIN: 02000634) as a Managing Director

"**RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in supersession of an earlier resolution, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the members be and is hereby accorded to fix the remuneration payable to Mr. Rajesh Mahajan, Managing Director of the Company, for a period from 1st November, 2020 to 31st October, 2023, as set out in the Explanatory Statement annexed to the Notice, with further authority to the Board to alter and vary such terms and conditions including remuneration as may mutually agreed by the Board of Directors of the Company and Mr. Rajesh Mahajan subject to the conformity with the provisions of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** such remuneration, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013, read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"**RESOLVED FURTHER THAT** to give effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising for the above matter, and to execute all such deeds, documents, agreements, and writings as may be necessary for giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company." **(Special Resolution).**

ITEM No. 08

Enhance the Investment Limit

"**RESOLVED THAT** pursuant to the Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force the consent of the members be and is hereby accorded to the Board of Directors of the Company to agree to, at its discretion, make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/ or any other securities of other body corporates or person whether Indian or overseas and/ or in various schemes of Mutual Funds or such other funds, as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free



Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum amount of Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that investments along with Company's existing loans or guarantee/ security or investments shall be more than the limits prescribed under Section 186 aforesaid or up to the limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher and that the Board is authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and investment including the timing, amount and other terms and conditions of such loans, guarantees and investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investment." **(Special Resolution)**

ITEM No. 09

Slump sale of the Vadodara facility

1. **"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there-under (including its statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its Vadodara facility situated at Village Manglej, Nareshwar Road, Off NH-8, Taluka Karjan, Dist. Vadodara, Gujarat -391210 together with associated assets, liabilities, all the licences, permits, consents, and approvals as a going concern/on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company to Brooks Steriscience Limited (Under Incorporation as a wholly-owned subsidiary of the Company), as per the terms and conditions of business transfer agreement proposed to be executed.



“RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, Business Transfer Agreement, deeds of assignment/conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise regarding sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements, and instruments.”

“RESOLVED FURTHER THAT the Company be and is hereby authorizes the Directors of the Company, Mr. Atul Ranchal, Chairman and Mr. Rajesh Mahajan, Managing Director to severally sign all the necessary documents, including the business transfer agreement for and on behalf of the Company in connection with the transfer of Vadodara facility and associated assets and liabilities of the facility to Brooks Steriscience Limited, and to do such other acts deeds and things as may be necessary to give effect to this resolution.” **(Special Resolution).**

ITEM No. 10

Slump sale of the Baddi facility

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there-under (including its statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its Baddi facility situated at Village Kishanpura, Baddi Nalagarh Road, Baddi, Himachal Pradesh -174101 together with associated assets, liabilities, all the licences, permits, consents and approvals as a going concern/on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company

Ranchal



to a Special purpose vehicle, that is to be incorporated as a wholly owned subsidiary of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, Business Transfer Agreement, deeds of assignment/conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise regarding sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements, and Instruments.”

“RESOLVED FURTHER THAT the Company be and is hereby authorizes the Directors of the Company, Mr. Atul Ranchal, Chairman and Mr. Rajesh Mahajan, Managing Director to severally sign all the necessary documents, including the business transfer agreement for and on behalf of the Company in connection with the transfer of Baddi facility and associated assets and liabilities of the facility a special purpose vehicle, that is to be incorporated as a wholly-owned subsidiary of the Company and to do such other acts deeds and things as may be necessary to give effect to this resolution.” **(Special Resolution).**

ITEM No. 11

Adoption of a new set of Memorandum of Association of Company.

“RESOLVED THAT under the provisions of section 4 and section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of Association of the Company as per the draft concerning the object clause (Clause III) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Atul Ranchal, Chairman and Mr. Rajesh Mahajan, Managing Director of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all



such acts, deeds, matters, and things, including delegate such authority, as may be considered necessary, proper or expedient to give effect to the above resolution.”

“RESOLVED FURTHER THAT Mr. Atul Ranchal, Chairman, Mr. Rajesh Mahajan, Managing Director and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies / Ministry of Corporate Affairs), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.”. **(Special Resolution)**

Vote of Thanks

Mr. Rajesh Mahajan, Managing Director of the Company ended the meeting with a vote of thanks at 9.57 A.M.

For Brooks Laboratories Limited



Jyoti Sancheti
Company Secretary cum Compliance Officer
(M.No.:F9639)

