

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

30th May, 2019

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Stock Symbol-533543
Through : BSE Listing Centre

National Stock Exchange of India Ltd.

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

Scrip Code- BROOKS
Through : NEAPS

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2019

Dear Sir/Madam,

Pursuant to Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we enclose herewith Annual Secretarial Compliance Report dated 29.05.2019, issued by Shri G.S. Sarin, practicing Company Secretary and partner of Sharma Sarin & Associates, for the financial year ended 31st March, 2019.

Please take the same on record.

Thanking You,

Yours faithfully

For **BROOKS LABORATORIES LIMITED**



(Jyoti Sancheti)

Company Secretary and Compliance Officer

Membership No. F9639

Partners

P D Sharma

M.A., LL.B. (A), FCS

G S Sarin

B.Com., LL.B., MFC, FCS



SHARMA SARIN & ASSOCIATES
COMPANY SECRETARIES

OFFICE

**SCO 186-188, First Floor, Adj. Ghazal Restaurant,
Sector 17-C, Chandigarh-160 017 (Entry Backside)**

Telefax : 0172-5012112, 5079239 Tel. 0172-5079110

e-mail : sharmasarinassociate@yahoo.com

sharmasarin@cslaws.com

Website : www.cslaws.com

To

BROOKS LABORATORIES LIMITED

VILLAGE KISHANPURA NALAGARH

ROAD, BADDI NALAGARH HP 174101 IN

REF: SECRETARIAL COMPLIANCE REPORT of BROOKS LABORATORIES LIMITED CIN: L24232HP2002PLC000267 having registered office at VILLAGE KISHANPURA NALAGARH ROAD, BADDI NALAGARH HP 174101 IN for the year ended 31ST March, 2019.

We, Sharma Sarin & Associates a firm of Company Secretaries having our office at SCO: 186-188, 1st Floor, Sector 17C, Adjoining Gazal Hotel, Chandigarh – 160017, have examined:

- (a) All the documents and records made available to us and explanation provided by **BROOKS LABORATORIES LIMITED** (hereinafter referred to as "the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,



(d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31st, 2019** ("Review Period") in respect of compliance with the provisions of :

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

(b) The Secretaries Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: **not applicable to the company during the review period;**

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **not applicable to the company during the review period;**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **not applicable to the company during the review period;**



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **not applicable to the company during the review period;**

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations 2013: **not applicable to the company during the review period;**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018: **Not Applicable;**

And based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No.	Compliance (Regulations/ Guidelines Including clause)	Requirement Circulars/ specific	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.				
NIL				



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, warning letter, debarment, etc.	Observations, Remarks of the Practicing Company Secretary, if any.
1	SEBI	Securities and Exchange Board of India (SEBI) has passed an Adjudication Order No. - ID- 4/AO/DRK/675-680/01-05/2015 dated January 12,	FINES IMPOSED BY The Securities and Exchange Board of India	The Penalty was levied by the market watch Regulator "SEBI" at the company along with some of the directors. But after that the company filed an appeal against the



2015 against the Company and its directors/officials.

As per the said Order, a penalty of Rs. 1 crore is imposed on the Company and Rs. 10.8 crores on five other entities comprising of three Directors and two former officials of the Company.

This is on account of certain irregularities in its IPO covering the period from June, 2011 to September, 2011.

However the

Order to Securities Appellate Tribunal in regard to the order issued in respect to imposing of huge Penalties.

Penalties imposed by the SEBI & subsequently impugned order of SEBI was modified by SAT, Mumbai and the penalty was reduced to Rs. 15 Lakhs on Company and Rs. 35 Lakhs each on 3 Directors and Rs. 5 Lakhs each on CFO and Company Secretary of the Company. Further Company and its directors/officials to whom penalty was



	Company doesn't agree with the said findings of the Order and has filed an appeal against the Order to Securities Appellate Tribunal.	imposed have been paid the same by 18.04.2018.
--	---------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------

(d) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance for the year ended on 31.03.2019.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		-----NA-----		

Note:

In terms of SEBI (Issue of capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"), the Company upon the Shareholders approval at the Annual General Meeting of the Company held on 10th August,



2018 issued and allotted 8,50,000 Convertible Warrants by circular Resolution dated 6th September, 2018 and 14th September, 2018 at a conversion price of Rs. 95.50 per Equity Shares aggregating to Rs. 8,11,75,000/-. The Company has received Rs. 2,61,49,000/- upfront amount. Subsequently, Rs. 2,94,00,000 has been received against balance amount of Convertible Warrants. These Warrants will be converted into an equivalent number of Equity shares of face value Rs. 10/- each at a premium of Rs. 85.50 per share in the Company upon receipt of balance amount of Rs. 2,56,26,000/- with in a period of 18 months from the date of allotment.

PLACE: CHANDIGARH

DATE: 29.05.2019

For Sharma Sarin & Associates

Company Secretaries



CS G.S. SARIN

Partner

Membership No: FCS 4025

COP: 2751