

Date: 29.09.2021

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001

**National Stock Exchange of India Ltd.**

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

**Kind Attn: General Manager-DCS**

Scrp Code: 533543

**Kind Attn: Head- Listing**

Symbol: BROOKS

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

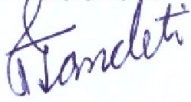
Dear Sirs,

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 19<sup>th</sup> Annual General Meeting (AGM) of the Company held on Wednesday, 29<sup>th</sup> September, 2021 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



**SUMMARY OF THE PROCEEDINGS OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS  
OF BROOKS LABORATORIES LIMITED HELD ON WEDNESDAY, 29<sup>TH</sup> SEPTEMBER, 2021**

The 19<sup>th</sup> Annual General Meeting (AGM) of the members of Brooks laboratories limited ('the Company') was held on Wednesday, 29<sup>th</sup> day of September 2021 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. Manpreet Singh Naroo | Technical Director  |
| 4. Mrs. Kaushalya Singh     | Whole Time Director   |
| 5. Mr. Rajnish Kumar Bedi   | Independent Director and Chairman of Audit Committee,<br>Nomination & Remuneration Committee, Stakeholders<br>Relationship Committee (He was present but due to<br>technical and connectivity issues he was not available<br>through video) |
| 6. Mr. Deepak Mahajan       | Independent Director  |
| 7. Mrs. Sonia Gupta         | Independent Director (She was present but due to<br>technical and connectivity issues she was not available<br>through video)   |

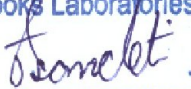
**Members Present:**

Through Video Conferencing- 42

**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.

For Brooks Laboratories Ltd.  
  
Company Secretary/Compliance Officer



A total of 42 members attended the meeting through video conferencing as per the records of attendance. As per MCA Circular No. 14/2020 dated April 08, 2020, read with Circular No. 10/2021 dated June 23, 2021, 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.

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 Sunday, 26<sup>th</sup> September 2021, and remained open till 05.00 p.m. on Tuesday, 28<sup>th</sup> September 2021. 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 remote E-voting and E-voting during the AGM 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 seven 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 following 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 31.03.2021**

**The following resolution was passed as an Ordinary Resolution:**

**“RESOLVED THAT** the Audited Standalone and Consolidated financial statements of the Company for the Financial Year ended on 31<sup>st</sup> March 2021 along with the Report of Auditors and Directors thereon forming part of the Annual Report, as circulated, be and are hereby approved and adopted.”

For Brooks Laboratories Ltd.  
  
Company Secretary/Compliance Officer

**ITEM NO. 02**

**Appointment of Director Retiring By Rotation**

**The following resolution was passed as an Ordinary Resolution:**

“RESOLVED THAT Mr. Atul Ranchal (DIN No.01998361), who retires by rotation and being eligible, offers himself to be re-appointed and is hereby reappointed as such on the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

**ITEM No. 03**

**To Ratify the Remuneration of Cost Auditors**

**The following resolution was passed as an Ordinary Resolution:**

“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 31<sup>st</sup> March 2022, amounting to RS. 60,000 plus taxes.”

**ITEM No. 04**

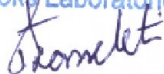
**Appointment of Mr. Manpreet Singh Naroo (DIN: 02926574) as a Whole-time Director designated as Technical Director**

**The following resolution was passed as an Ordinary Resolution:**

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

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

For Brooks Laboratories Ltd.



Company Secretary/Compliance Officer



**ITEM No. 05**

**Appointment of Mrs. Kaushalya Singh (DIN: 0009244596) as a Whole-time Director  
The following resolution was passed as an Ordinary Resolution:**

“**RESOLVED THAT** under 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 are hereby accorded for the appointment of Mrs. Kaushalya Singh (DIN: 0009244596) as a Whole-time Director for 5 years with effect from 29<sup>th</sup> September 2021 to 28<sup>th</sup> September 2026, who shall be liable to retire by rotation and on terms and conditions as agreed between the Board and Mrs. Kaushalya Singh.”

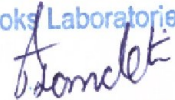
“**RESOLVED FURTHER THAT** under Section 197 and Schedule V of the Companies Act, 2013, the consent of the members be and are hereby accorded for her remuneration up to a maximum of Rs. 1,50,000/- per month for the period from 29<sup>th</sup> September 2021 to 28<sup>th</sup> September 2024 on the recommendation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

**ITEM No. 06**

**Approval for Related Party Transactions**

**The following resolution was passed 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 are 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

For Brooks Laboratories Ltd.  
  
Company Secretary/Compliance Officer



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 are 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”.

**ITEM No. 07**

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

**The following resolution was passed as Special Resolution:**

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

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

For Brooks Laboratories Ltd.



Company Secretary/Compliance Officer

**Vote of Thanks**

Mr. Rajesh Mahajan, Managing Director of the Company ended the meeting with a vote of thanks at 9.30 A.M.

**For Brooks Laboratories Limited**



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

