

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: 04.09.2020

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 Notice of 18th Annual General Meeting (AGM) of the Company to be held on Monday, 28th September, 2020 through Video Conference/Other Audio-Visual Means for your information and record.

Thanking You,

Yours faithfully

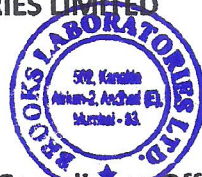
For **BROOKS LABORATORIES LIMITED**



(Jyoti Sancheti)

Company Secretary cum Compliance Officer

Encl.: As Stated above



NOTICE

Notice is hereby given that the 18th Annual General Meeting of Brooks Laboratories Limited will be held on Monday, 28th September 2020 at 9 a.m. through Video Conference/Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of annual audited financial statement and reports thereon

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2020 and the Report of the Directors and Auditors thereon.

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

To appoint a Director in place of Mr. Rajesh Mahajan (DIN: 02000634), who retires by rotation and being eligible, offers himself for re-appointment.

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 2021, amounting to Rs. 60,000/- plus taxes.”

4. To re-appoint Mr. Atul Ranchal (DIN: 01998361) as a Whole-time Director designated as Chairman.

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

“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.”

5. To re-appoint Mr. Rajesh Mahajan (DIN: 02000634) as a Managing Director.

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

“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.”

6. To consider the remuneration of Mr. Atul Ranchal (DIN: 01998361) as a Whole-time Director designated as Chairman.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“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.”

7. To consider the remuneration of Mr. Rajesh Mahajan (DIN: 02000634) as a Managing Director.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**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.”

8. To Enhance the Investment Limit

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**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.”

9. To consider the slump sale of the Vadodara facility

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**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.

10. To consider the slump sale of Baddi facility

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“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 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.

11. To adopt a new set of Memorandum of Association of Company.

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

“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.

Place: Mumbai
September 3, 2020

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

Sd/-

Jyoti Sancheti
Company Secretary & Compliance Officer

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

NOTES:

1. An Explanatory Statement according to Section 102(1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.
2. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 22, 2020, to Monday, September 28, 2020 (both days inclusive).
4. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.
5. SEBI has mandated submission of Permanent Account Number (PAN) by every member of the Company. Members holding shares in dematerialised form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.
6. For any assistance or information about shares, dividends, etc. Members may contact the Registrar and Share Transfer Agents viz. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai- 400083 (Tel: 022-49186000; Fax: 022-49186060; Email: rnt.helpdesk@linkintime.co.in; Website: www.linkintime.co.in)
7. All documents referred to in the Notice and accompanying Statements are open for inspection at the Registered Office of the Company on all working days of the Company between 10 a.m. and 12 noon up to the date of the Meeting.
8. In case of any queries regarding the Annual Report, the Members may write to investors@brookslabs.net to receive an email response.

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

- As you are aware, because of the situation arising due to the 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 audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- According 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 the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
- The Members can join the 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 AGM through VC/OAVM will be made available to at least 1000 members on a 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 AGM without restriction on account of the first-come-first-served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted to ascertain the quorum under Section 103 of the Companies Act, 2013.
- As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Under MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. 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 through VC/OAVM and cast their votes through e-voting.
- Since the AGM is being held through VC as per the MCA Circulars, the physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- The AGM 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.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on Friday, 25th September 2020 at 9.00 am and ends on Sunday, 27th September 2020 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off Monday, 21st September 2020 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted before the meeting date would not be entitled to vote at the meeting venue.

The shareholders should log on to the e-voting website www.evotingindia.com.

- Click on the "Shareholders" module.
- Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 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.
- If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or the company records to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on the "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach the '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 the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
- 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.
- Shareholders can also cast their votes using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from the respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@brookslabs.net/rnt.helpdesk@linkintime.co.in
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@brookslabs.net/rnt.helpdesk@linkintime.co.in.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- A shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members log in by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of the Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.
- Further shareholders will be required to allow Camera and use the Internet with good speed to avoid any disturbance during the meeting.
- 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 networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days before meeting** mentioning their name, demat account number/folio number, email id, a mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days before the meeting** mentioning their name, Demat account number/folio number, email id, a mobile number at investors@brookslabs.net. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- **Note for Non – Individual Shareholders and Custodians**
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and the Company at the email address viz; investors@brookslabs.net (designated email address by the company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under the help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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 auditing of cost accounting records are applicable to the Company with effect from the date of 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 2020-21 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 2020-21.

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

The Directors recommend the Resolutions for the approval of Members.

Resolution No. 4, 5, 6 and 7

Mr. Atul Ranchal, Chairman, and Mr. Rajesh Mahajan, Managing Director, jointly conceptualized the idea of setting up of Brooks Laboratories Limited. It's because of their vision and able leadership that the Company is well established and earned name and fame.

Mr. Atul Ranchal, Chairman, and Mr. Rajesh Mahajan, Managing Director, are not at all associated with any other company. They are devoting their time and energy exclusively for the growth and diversification of Brooks Laboratories Limited. They have visualized the idea of this pharmaceutical Company, developed it, nurtured it, and brought it to its present state.

The Managing Duo of Mr. Rajesh Mahajan, Managing Director, and Mr. Atul Ranchal, Chairman has worked aggressively and accelerated the growth of the Company tremendously within a short time. They designed the organization structure, work allocation, and overall control systems of the Company. They have been instrumental in the growth and diversification of the Company.

Mr. Atul Ranchal and Mr. Rajesh Mahajan have conveyed their consent to act as Directors of the Company and made necessary disclosures. Both are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013

Mr. Atul Ranchal and Mr. Rajesh Mahajan possess appropriate skills and the necessary experience and knowledge. The brief profile of Mr. Atul Ranchal & Mr. Rajesh Mahajan and the detail of their shareholding as per requirements of the Companies Act, 2013, the rules made thereunder, and Secretarial Standard (SS-2) is mentioned in Annexure 2.

Keeping in mind their best efforts and the workload which has multiplied over years, the Board of Directors have approved the re-appointment of Mr. Atul Ranchal as a Whole-time Director designated as Chairman and Mr. Rajesh Mahajan as a Managing Director,

for 5 years with effect from 1st November 2020 to 31st October 2025 and further approved their remuneration of Rs. 8,00,000/- per month each plus perquisites and allowances, for three years w.e.f. 1st November 2020 to 31st October 2023, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members at the ensuing Annual General Meeting. A Statement according to clause (iv) of 2nd proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given in Annexure 1 in this Notice. The detailed terms and conditions for the payment of remuneration to each of the two directors are as follows:

Terms and Conditions:**a) Salary**

Rs. 8,00,000/- per month with such annual increments/increases as may be decided by the Nomination and Remuneration Committee with the approval of the Board of Directors from time to time.

b) Commission

Commission on profits not exceeding 1% of the net profits of the Company in any financial year as the Board may determine from time to time.

The amount of commission shall be payable after the Annual Audited Accounts are approved by the Board of Directors and adopted by the Shareholders.

c) Perquisites

Perquisites are divided into Category A and Category B:

Category A:

Comprises of Medical Reimbursement, Leave Travel Assistance, Accommodation, Personal Accident Insurance, Club fees, Car, Telephone/Telefax, Reimbursement of Servant's Salary and such other allowances, perquisites and facilities as may be decided by Nomination and Remuneration Committee with the approval of Board of Directors from time to time.

Category B:

Comprises of entitlement of Gratuity and encashment of leave at the end of tenure. These shall not be included in the computation of ceiling on remuneration laid down in Section 197 of the Companies Act, 2013.

d) Reimbursement of expenses:

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

e) Sitting Fees

Entitled of sitting fees for attending the Meetings of the Board of Directors or any Committee thereof.

f) Minimum Remuneration

To be paid the aforesaid remuneration, as minimum remuneration in the event of absence or inadequacy of profits.

Save and except Mr. Atul Ranchal and Mr. Rajesh Mahajan and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution Nos. 4,5,6 & 7.

The Board accordingly recommends the resolution no. 4 & 5 for the approval of the shareholders by way of an Ordinary resolution and resolution no. 6 & 7 by way of Special Resolution.

The Directors recommend the Resolutions for the approval of Members.

Resolution No. 8

Under the provisions of Section 186 of the Companies Act, 2013, the powers to give loans, make investments, provide any guarantee or security beyond the limits prescribed, can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Therefore, it is necessary to obtain approval of the shareholders through Special Resolution(s) to enable the Board of Directors of the Company under Section 186 of the said Act to make a loan, to make investments, give guarantee or provide security, more than the limit prescribed to the Act, provided that the total amount so invested by the Board shall not exceed Rs. 200 crores (Rupees Two hundred crores only).

The Board accordingly recommends the resolution for the approval of the shareholders by way of a special resolution.

None of the Director(s) or their relative(s) are, in any way, concerned or interested in the aforesaid resolutions.

Resolution No. 9

In line with the strategic directions outlined by the Board of Directors (the “Board”) of the Company, the Board at its meeting held on 21st July 2020 approved the sale and transfer of its Vadodara facility situated at Village Manglej, Nareshwar Road, Off Nh-8, Taluka Karjan, Dist. Vadodara, Gujarat – 391210 as a going concern on a slump sale basis (as defined in Section 2(42C) of the Income Tax Act, 1961) to Brooks Steriscience Limited (“Manufacturing JV”) (which is under incorporation as a wholly-owned subsidiary of the Company) upon the terms and subject to the conditions outlined in the Business Transfer Agreement (“BTA”) proposed to be entered into between the Company and the Manufacturing JV, which was also approved by the Board at the same meeting.

The proposed sale and transfer of the Vadodara facility as a slump exchange shall conform with all the applicable laws and regulations. The Company will be executing the BTA and other related agreements such as conveyance deed, assignment deed, etc. for the purpose. The slump exchange has been largely tax neutral given that the value for the slump exchange was the tax written down value of the facility being exchanged.

In terms of Section 180(1)(a) of the Act, shareholders’ approval is required by a company to sell or otherwise dispose-off the whole or substantially the whole of the undertaking of the company. An undertaking is defined to mean an undertaking in which the investment of a company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year. Given that the undertaking being transferred generated more than 20% of the total income during the previous financial year ended March 31, 2020, the sale/transfer of the identified Vadodara facility requires the approval of the members by a special resolution under Section 180(1)(a) of the Act.

The Board of Directors believes that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special Resolution for approval of the members.

None of the Director(s) or their relative(s) are, in any way, concerned or interested in the aforesaid resolutions except to the extent of their respective shareholding, if any, in the Company.

Resolution No. 10

In line with the strategic directions outlined by the Board of Directors (the “Board”) of the Company, the Board at its meeting held on 3rd September 2020 has agreed to carve out its Baddi facility situated at Village Kishanpura, Nalagarh Road, Baddi, Tehsil Nalagarh, Distt. Solan, Baddi – 174101. For this purpose, a Special Purpose Vehicle (SPV) will be created as a wholly-owned subsidiary of the Company. The proposed sale and transfer of the Baddi facility as a slump exchange shall conform with all the applicable laws and regulations.

In terms of Section 180(1)(a) of the Act, shareholders’ approval is required by a company to sell or otherwise dispose-off the whole or substantially the whole of the undertaking of the company. An undertaking is defined to mean an undertaking in which the investment of a company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year. Given that the undertaking being transferred generated more than 20% of the total income during the previous financial year ended March 31, 2020, the sale/transfer of the identified Vadodara facility requires the approval of the members by a special resolution under Section 180(1)(a) of the Act.

The Board of Directors believes that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special Resolution for approval of the members.

None of the Director(s) or their relative(s) are, in any way, concerned or interested in the aforesaid resolutions except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 11

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors’ in its meeting held on 3rd September 2020 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company concerning the following:

- a. **Clause III (B)** - Matters which are necessary for furtherance of the Objects specified In Clause 3(A) by way of insertion(s)/ deletion(s)/ alteration(s);
- b. **Clause III (C)** – Other objects have been deleted;
- c. Other amendments are required to align the existing memorandum of association with the provisions of the Companies Act, 2013.

The draft of the amended Memorandum of Association proposed for approval is available for inspection by the shareholders of the Company during normal business hours at the Corporate Office of the Company. In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board accordingly recommends the resolution for the approval of the shareholders by way of a special resolution.

None of the Director(s) or their relative(s) are, in any way, concerned or interested in the aforesaid resolutions.

Place: Mumbai
September, 3, 2020

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

Sd/-

Jyoti Sancheti
Company Secretary &
Compliance Officer

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

ANNEXURE 1

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

I. GENERAL INFORMATION				
1. Nature of Industry	Pharmaceuticals			
2. Date of commencement of commercial production	The Company was incorporated on 23.01.2002. Its plant at Baddi started its commercial production in June 2006			
3. In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus	N.A.			
4. Financial Performance based on given indicators	Please refer to Exhibit 1.1			
5. Foreign investments or collaborators, if any	NRI Investment of Rs.9,65,440/- as on 31.03.2020			
II. INFORMATION ABOUT THE APPOINTEE		Mr. Atul Ranchal, Chairman cum Whole Time Director		Mr. Rajesh Mahajan, Managing Director
1. Background Details	Refer the Statement to Resolution No. 4 above and Annexure 2		Refer the Statement to Resolution No. 5 above and Annexure 2	
2. Past Remuneration	Year	Remuneration	Year	Remuneration
	2019-20	Rs.96.00 lacs	2019-20	Rs. 96.00 lacs
	2018-19	Rs.96.00 lacs	2018-19	Rs.96.00 lacs
3. Recognition or Awards	N.A.		N.A.	
4. Job Profile and his suitability	Refer the Statement to Resolution No. 4 above and Annexure 2		Refer the Statement to Resolution No. 5 above and Annexure 2	
5. Remuneration proposed	Salary–Rs.8 lacs per month plus Perquisites & Allowances		Salary–Rs.8 lacs per plus Perquisites & Allowances	
6. Comparative remuneration profile concerning the industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of origin)	Please refer to Exhibit 1.2		Please refer to Exhibit 1.2	
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Atul Ranchal is one of the promoters of the Company. He has no pecuniary relationship with the Company apart from receiving remuneration or relationship with the managerial personnel.		Mr. Rajesh Mahajan is one of the promoters of the Company. 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 2019-20, due to high operational and depreciation costs at Vadodara factory, the Company has incurred a loss of Rs. 2,437.60 lacs.			
2. Steps were taken or proposed to be taken for improvement	Pharma Industry majorly depends on the regulatory approvals. We are in the process of securing the regulatory approvals from many foreign countries which will increase the export sales of the company.			
3. The expected increase in productivity and profits in measurable terms	In the financial year 2019-20, the sales volume of the Vadodara factory increased by three times compared to the financial year 2018-19. Further in the financial year 2020-21, we are expecting more international approvals which will increase the sales of the Company manifold.			
IV. DISCLOSURES				
	Please refer to Exhibit 1.3			

Exhibit 1.1
Financial Position of the Company

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

(Rs. In lacs)

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Sales and Other Income	7009.48	5790.77	5714.44	5766.25	8157.04
Profits after tax	(2437.60)	(1480.54)	(1381.28)	195.65	1063.34
Earnings Per Share (in Rs.)	(13.84)	(9.20)	(8.53)	1.21	6.57
Fixed Assets	11217.70	11717.18	12401.04	11858.96	1633.56
Capital Work In Progress	-	-	52.16	0.00	8708.91
Long Term Loans & Advances	1139.93	1386.39	1725.84	2047.39	1656.05
Current Assets	3791.79	3174.09	2964.82	2400.83	3253.15
Equity Share Capital	2470.28	1618.64	1618.64	1618.64	1618.64
Reserves & Surplus	7371.32	8896.43	9828.59	10782.02	10586.35
Long Term Borrowings	1139.93	1386.39	1725.84	1080.51	34.24
Current Liabilities	4579.91	4746.11	3984.97	2482.45	2792.16

Exhibit 1.2
Industry Trends

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

Dr. Reddy Laboratories Limited (as per Annual Report 2019-20)

(In lakhs)

S. No.	Name of Director	Designation	Remuneration
1.	K. Satish Reddy	Chairman	925.90
2.	G V Prasad	Co-Chairman & CEO	1437.60

Aurobindo Pharma Limited (as per Annual Report 2019-20)

(In lakhs)

S. No.	Name of Director	Designation	Remuneration
1.	K. Nithyananda Reddy	Wholetime Director	151.20
2.	N Govindarajan	Managing Director	1688.70
3.	M. Sivakumaran	Wholetime Director	151.20
4.	M. Madan Mohan Reddy	Wholetime Director	406.70
5.	P. Sarath Chandra Reddy	Wholetime Director	87.30

Cipla Ltd. (as per Annual Report 2019-20)

(In lakhs)

S. No.	Name of Director	Designation	Remuneration
1.	Mr. Umang Vohra	Managing Director	1357
2.	Ms. Samina Hamied	Executive Vice Chairperson	674

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

The details of proposed remuneration of Mr. Atul Ranchal, Chairman cum Whole-time Director and Mr. Rajesh Mahajan, Managing Director of the Company is as given below:

Terms and Conditions:**a) Salary**

Rs. 8,00,000/- per month with such annual increments/increases as may be decided by the Nomination and Remuneration Committee with the approval of the Board of Directors from time to time.

b) Commission

Commission on profits not exceeding 1% of the net profits of the Company in any financial year as the Board may determine from time to time.

The amount of commission shall be payable after the Annual Audited Accounts are approved by the Board of Directors and adopted by the Shareholders.

c) Perquisites

Perquisites are divided into Category A and Category B:

Category A:

Comprises of Medical Reimbursement, Leave Travel Assistance, Accommodation, Personal Accident Insurance, Club fees, Car, Telephone/Telefax, Reimbursement of Servant's Salary and such other allowances, perquisites and facilities as may be decided by Nomination and Remuneration Committee with the approval of Board of Directors from time to time.

Category B:

Comprises of entitlement of Gratuity and encashment of leave at the end of tenure. These shall not be included in the computation of ceiling on remuneration laid down in Section 197 of the Companies Act, 2013.

d) Reimbursement of expenses:

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

e) Sitting Fees

Entitled of sitting fees for attending the Meetings of the Board of Directors or any committee thereof.

f) Minimum Remuneration

To be paid the aforesaid remuneration, as minimum remuneration in the event of absence or inadequacy of profits.

g) Notice Period- 90 days

The details of the remuneration of all other directors are disclosed in the Corporate Governance Report on 35 further given under Part VI of Extract of Annual Return in Form No. MGT-9.

ANNEXURE 2

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

Name of Director	Mr. Atul Ranchal	Mr. Rajesh Mahajan
Designation	Chairman cum Whole-time director	Managing Director
DIN	01998361	0200634
Date of Birth	09.10.1967	19.07.1969
Age	52 years	51 years
Date of Appointment	23.01.2002	23.01.2002
Qualifications	B.Sc. (Microbiology), PGDFMT	B.Sc.(Biology), MBA
Brief Resume		
Expertise in Specific Functional Areas	Business Management	Business Management
Number of Board Meetings attended during the year	7	8
Relationship with other Directors	Nil	Nil
Shareholding in Brooks Laboratories Limited	6263071 Equity Shares	5114151 Equity Shares
Directorships held in other companies	Nil	Nil
Membership/Chairmanship of Committees in other Companies	Nil	Nil