



**Corp. Off.:-** 201, "The Summit Business Bay"  
Behind Guru Nanak Petrol Pump,  
Off Andheri Kurla Road, Andheri (E),  
Mumbai - 400 093 (India)  
Ph. : +91 22 69073100

Date: 29<sup>th</sup> September 2022

**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 20<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, 29<sup>th</sup> September, 2022 through video conferencing for your information and record.

Thanking You,

Yours faithfully

For **BROOKS LABORATORIES LIMITED**

**RAJESH MAHAJAN**  
Digitally signed by  
RAJESH MAHAJAN  
Date: 2022.09.29  
16:54:28 +05'30'

**Rajesh Mahajan**

**Managing Director**

**Encl.: As Stated above**

**SUMMARY OF THE PROCEEDINGS OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS  
OF BROOKS LABORATORIES LIMITED HELD ON THURSDAY, 29<sup>TH</sup> SEPTEMBER, 2022**

The 20<sup>th</sup> Annual General Meeting (AGM) of the members of Brooks laboratories limited ('the Company') was held on Thursday, 29<sup>th</sup> day of September 2022 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. Mr. Rajnish Kumar Bedi   | Independent Director and Chairman of Audit Committee,<br>Nomination & Remuneration Committee, Stakeholders<br>Relationship Committee |
| 5. Mr. Deepak Mahajan       | Independent Director   |
| 6. Mrs. Sonia Gupta         | Independent Director   |

**Members Present:**

Through Video Conferencing- 44

**In Attendance**

- |                       |   |
|-----------------------|---|
| 1. Mr. Prashant Rathi | Chief Financial Officer                     |
| 4. Mr. P.D. Sharma    | Company Law Consultant                      |
| 5. Mr. G.S. Sarin     | Scrutinizer, 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 44 members attended the meeting through video conferencing as per the records of attendance. As per MCA Circular No. 14/2020 dated April 08, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2022 dated May 05, 2022, 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 Monday, 26<sup>th</sup> September 2022, and remained open till 05.00 p.m. on Wednesday, 28<sup>th</sup> September 2022. 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 six 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.1**

**ADOPTION OF ANNUAL AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS THEREON**

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

To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31st March 2022 and the Report of directors and Auditors thereon.

**ITEM NO.2**

**APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION**

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

To reappoint Mr. Rajesh Mahajan (DIN: 02000634), who retires by rotation, and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS:**

**ITEM NO.3**

**TO RATIFY THE REMUNERATION OF THE COST AUDITORS**

**The following resolution was passed 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 2023, amounting to Rs. 60,000/- plus taxes.”

**ITEM NO.4**

**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 is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any other person(s) authorized by the Board to exercise its powers, including the powers conferred by this resolution) to enter into contract(s)/arrangement(s)/transaction(s) with the related party as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to the Sale, purchase or supply of goods or materials leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the Company or any other transactions of whatever nature, at arm’s length basis and in ordinary course of business, notwithstanding that such transactions may exceed 10% of the consolidated turnover of the Company in any financial year or such threshold limit as may be specified by the listing regulations from time to time up to such extent and on such terms and conditions as specified in the table forming part of the explanatory statement annexed to this notice.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

**ITEM NO.05**

**INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY.**

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

“RESOLVED THAT pursuant to provisions of Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rule framed thereunder, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the company

from existing Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000(Two Crores Fifty lakhs) Equity shares of Rs. 10/- each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) consisting of 3,00,00,000 (Three Crores ) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional of 50,00,000 (Fifty Lakhs) Equity Shares of Face Value of Rs. 10/- each."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby severally authorized to all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

#### **ITEM NO.06**

#### **APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:

V. "The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby severally authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

#### **Vote of Thanks**

Mr. Rajesh Mahajan, Managing Director of the Company ended the meeting with a vote of thanks at 9.15 A.M.

For **Brooks Laboratories Limited**

RAJESH  
MAHAJAN

Digitally signed  
by RAJESH  
MAHAJAN  
Date: 2022.09.29  
16:55:09 +05'30'

**Rajesh Mahajan**  
**Managing Director**  
**Din No. 02000634**