

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

26th May, 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

Stock Symbol-533543

Through : BSE Listing Centre

Scrip Code- BROOKS

Through : NEAPS

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2022

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 26.05.2022, issued by Shri G.S. Sarin, practicing Company Secretary and partner of Sharma Sarin & Associates, for the financial year ended 31st March, 2022.

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, 2022.**

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, 2022** (“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; **Complied with the applicable regulations.**

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not applicable to the company during the review period.**

(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; **No such transaction was done during the review period.**



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 Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Secretary Company
1.			
-NIL-			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar 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	STOCK EXCHANGE (BSE AND NSE INDIA)	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director received by email dated 21.02.2022.	FINES IMPOSED BY STOCK EXCHANGES	THE VIOLATION HAS BEEN RECTIFIED AND LISTED ENTITY HAS FILED FOR WAIVER OF FINE .



(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 report for the year ended on 31.03.2021.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Minutes Of Wholly Owned Subsidiary Regulation No. Regulation 24(3) of SEBI (LODR) 2015	Minutes Of Subsidiary Company Is Not Taken Up In Following Board Meetings of Brooks Laboratories Limited.	Company Has Taken Up The Minutes Of Subsidiary Company In Meeting Held on 12/04/2021.	COMPLIED
2.	Quarterly Unaudited Financial Statements (Standalone) Regulation No.33	2 nd Quarter Unaudited Financial Statements (Standalone) Were Filed After Due Date Of 45 Days From End of Quarter I.E. 14-11-2020. Date of Filing	Unaudited Financial Statements (Standalone) For The 2 nd Quarter of Financial Year	COMPLIED



	(3) A of SEBI (LODR)2015	02-12-2020.	202-21 is Filled After The Due Date Provided In SEBI LODR 2015.	
3.	Payment Of Annual Listing Fees For Financial Year 2021-22 Regulation 14 Of SEBI (LODR) 2015	Last Date Of Payment was 30/04/2021.	Same Has Been Paid Before Signing This Report on 30/06/2021.	COMPLIED

Note:-

During the period under review, the company has entered into Joint Venture Agreements on 22nd July 2020 with Steriscience Specialties Private Limited (Formely known as Steriscience Private Limited) to form Manufacturing JV (Brooks Steriscience Limited) and Marketing JV (SteriBrooks Penems Pvt Ltd) by investing Rs. 40 crores in Manufacturing JV.

Now, the Joint Venture partner Steriscience Specialities Pvt Ltd is further spending Rs.74.5 Crores in addition to Rs.40 Crores aggregating to Rs.114.5 Crores.The new arrangement will change the ratio of Joint Venture. The Steriscience Specialities Private Limited will hold 51% shares and Brooks Laboratories Limited will hold 49% shares in Brooks Steriscience Limited.



Further Company has taken Shareholder Approval for Revised Joint Venture Agreement as per terms of new arrangement in 19th Annual General Meeting of company held on 29th September , 2021.

DATE :26/05/2022

PLACE:CHANDIGARH

FOR SHARMA SARIN & ASSOCIATES

Company Secretaries



FCS G.S.SARIN

PARTNER

M.NO. 4025

C.P. NO.2751

UDIN :- F004025D000391291