

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

30th June, 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

Stock Symbol-533543
Through : BSE Listing Centre

Scrip Code- BROOKS
Through : NEAPS

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2021

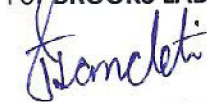
Dear Sir/Madam,

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 30.06.2021, issued by Shri G.S. Sarin, practicing Company Secretary and partner of Sharma Sarin & Associates, for the financial year ended 31st March, 2021.

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, 2021.**

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, 2021** (“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 Securities 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;

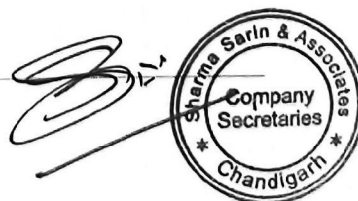
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

(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:

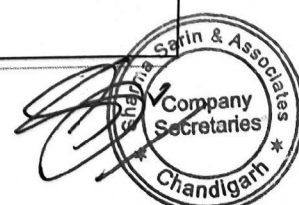
During the year there were certain off-market inter-se transfers between [insiders] who were not possession of the unpublished price sensitive information without being in breach of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and parties had made a conscious and informed trade decision for such transaction.

(i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 duly complied;

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 Company Secretary
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	<i>Company Has Taken Up The Minutes Of Subsidiary Company In Meeting Held On 12/04/2021</i>

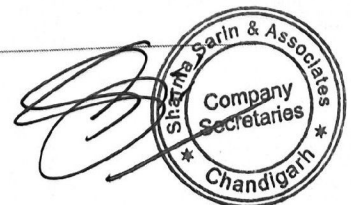


		Laboratories Limited	
2.	Quarterly Unaudited Financial Statements (Standalone) Regulation No. 33 (3) A of SEBI (LODR) 2015	2ndQuarter Unaudited Financial Statements (Standalone) Were Filed After Due Date Of 45 Days From End Of Quarter I.E. 14-11-2020. Date Of Filing 02-12-2020	Unaudited Financial Statements(Standalone) For The 2nd Quarter Of Financial Year 2020-21 Is Filed 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

Note: Due to COVID-19 pandemic the timelines revised for submission of compliance filing under various regulation by the Stock Exchanges

(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



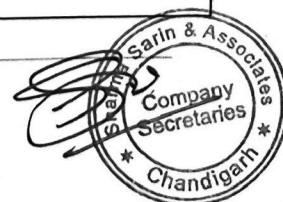
Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

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.
-----NA-----				

Note : Kindly share details if any as per the above table

(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 31.03.2020.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		-----NA-----		



Note:-

During the period under review, the company has entered into a Joint venture agreement with Steriscience private limited (through two different entities) for certain products on (i) the manufacturing front, which will also market the products in India and (ii) the international marketing front, for marketing outside India. As an outcome of the JV, a wholly-owned subsidiary was incorporated on 04th September 2020 in the name of "BROOKS STERISCIENCE LIMITED" and a company named "SteribrooksPenems Private Limited" was incorporated on the 18th day of June 2020 in which Brooks laboratories Limited is holding 44.33% of Equity shares.

Further Company has taken Shareholder approval For transfer of certain assets of company on going concern/on a slump sale basis in 18th annual general Meeting of company held on 28th September 2020.

For M/s Sharma Sarin & Associates

Company Secretaries



CS G.S. SARIN

Partner

DATE: 30.06.2021

PLACE : Chandigarh

FCS:4025,COP: 2751

UDINF004025C000544721