



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

19th May, 2023

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001
Stock Scrip Code -533543

National Stock Exchange of India Ltd.

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

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2023

Dear Sir/Madam,

Pursuant to Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Circular(s) issued by SEBI/Exchange from time to time, we enclose herewith Annual Secretarial Compliance Report dated 18.05.2023, issued by Shri G.S. Sarin, practicing Company Secretary and partner of Sharma Sarin & Associates, for the financial year ended 31st March, 2023.

Please take the same on record.

Thanking You,

Yours faithfully
For **BROOKS LABORATORIES LIMITED**

(Jai Vaidya)
Company Secretary and Compliance Officer

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

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sharmasarin@cslaws.com

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**Annual Secretarial compliance report of
BROOKS LABORATORIES LIMITED
for the year ended March 31, 2023**

I, Gurdinder Singh Sarin, Proprietor of Sharma And Sarin Associates, Practicing Company Secretaries, have examined:

- a. all the documents and records made available to me and the explanation provided by **BROOKS LABORATORIES LIMITED (CIN: L24232HP2002PLC000267)** having its Registered Office at Village Kishanpura Nalagarh Road, Baddi Nalagarh Himachal Pradesh 174101 India (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 31, 2023 ("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, and guidelines issued there-under; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, and guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars /guidelines issued thereunder, 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 Listed Entity during the review period)**
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Listed Entity during the review period)**
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Listed Entity during the review period)**
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations. 2015;
- h. Securities and Exchange Board of India (Depositories and Participants) Regulations 2018: and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

S.No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific	Regulation/ Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks



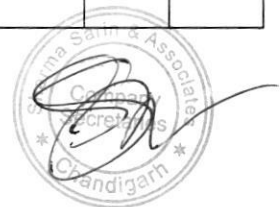
clause)									
NIL									

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	As per regulation 17(1) Half of the Board to have non-executive directors	Regulation 17(1) of SEBI (Listing Obligations and Disclosures)	Half of the Board Members were not non-executive	The composition was rectified and the penalty	Penalty	The Composition of the Board was not as per	Rs.3,55,000/-	The penalty is paid and the composition is rectified	NIL	NIL



	and Half of the Board to have independent directors	Requirement) 2015	ve Directors from September 03,2021 to November 12, 2021 and Half of the Board Members were not Independent Directors from September 03,2021 to November 12, 2021	paid		Regulation 17 (1)		d		
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Annexure A

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I further report the following:

Sr. No.	Particulars	Compliance status Yes/No/NA	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are under the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entities.• All the policies conform with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	<u>Maintenance and disclosures on the Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/	Yes	None



	<p>information under a separate section on the website.</p> <ul style="list-style-type: none"> • Weblinks provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 		
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	None
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements concerning disclosure of material as well as other subsidiaries</p>	Yes	The Company had a material subsidiary till 31.12.2022 post which there is no material/other subsidiary .
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted a</p>	Yes	None



	performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.		
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of the Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes	None
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions were taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges</p>	Yes	No Actions were taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI



	(including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.		or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<u>Additional Non-compliances, if any:</u> No, additional non-compliance observed of SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance was observed for all SEBI regulation/circular /guidance note etc.

DATE: 18.05.2023

PLACE: CHANDIGARH

FOR SHARMA SARIN & ASSOCIATES

Company Secretaries



ECS G.S.SARIN
PARTNER
M.NO. 4025
C.P. NO.2751

UDIN:- F004025E000330131