

Mr. Prashant Saran

Date: 5th January 2012

Whole Time Member

Securities & Exchange Board of India

SEBI Bhavan, Plot No C-4A, G Block,

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

Sir,

Sub: Ex parte Ad-interim Order no. WTM/PS/IVD/DEC/41/2011 dated December 28, 2011 under section 11(1), 11(4), 11A and 11B of Securities and Exchange Board of India Act, 1992 in the matter of Brooks Laboratories Limited.

1. Please refer to the captioned ex parte ad-interim order (“**the said Order**”) passed by SEBI against us and other entities named therein inter alia alleging that we have failed to make prompt, true and fair disclosure of all material developments relating to our business and securities in violation of Regulation 57, Clause 2 (VII) (G) of Part A as specified in Schedule VIII, 60(7) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR Regulations**”)
2. Further vide the said Order we have been issued various directions including to deposit the IPO proceeds that are still lying unutilized with us across all our banks / deposit accounts or any investments including in mutual funds, in an interest bearing escrow account with a scheduled commercial bank, till further orders.
3. At the outset we deny all the allegations levelled against us in the said Order. It is submitted that the allegations in the said Order are based on assumptions, surmises and conjectures and are completely contrary to factual position on record. We have always maintained high standards of integrity in the conduct of our business and have not violated any of the

provisions of the SEBI Act, 1992 or the ICDR Regulations, as alleged, so as to warrant any kind of punitive directions.

4. We are in the process of preparing our detailed reply to the allegations in the said Order which will take some time . We would be submitting the same in due course and will also seek opportunity of personal hearing before your goodselves in order to demonstarte our bonafides and explain our version .
5. In the meanwhile, we submit that the said directions are exceedingly harsh, specifically the direction to deposit the unutilized IPO proceeds in an escrow account . Not permitting the Company to use the IPO proceeds would completely destroy the value created in the Company by its promoters and the same would be suicidal for the Company and its shareholders . The existing business of the Company will come to a standstill and the financials of the Company will be in doldrums in a short duration. Already the banks have started expressing reservations in extending funds etc to the Company in light of the Order passed by SEBI . Further , the damage caused as a result of the said driection would be irreparable and irrversible .
6. In the circumstances , we most respectfully and humbly pray that, in the overall interest of the Company and its shareholders atleast the direction of depositing the IPO proceeds in the escrow account be relaxed and we be permitted to utilize the IPO proceeds lying with us for our ongoing projects . We assure and undertake that the Company will complete its ongoing projects within a period of one year and take the growth and profitability of the Company to new heights .

Thanking You.

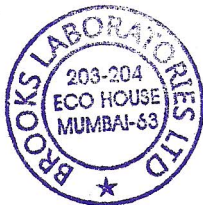
Yours truly,

For **Brooks Laboratories Limited,**



Ketan Shah

Chief Financial Officer



CC:BSE/NSE