

**Corp. Off.:** 502, Kanakia Atrium - 2,  
Next to Courtyard Marriott Hotel,  
Andheri Kurla Road, Andheri (East),  
Mumbai - 400 093 (India)  
Ph.: + 91 22 61933100 Fax : +91 22 61933114

28<sup>th</sup> September, 2016

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

**National Stock Exchange of India Ltd.**

Exchange Plaza, C/1, G Block  
BandraKurla Complex  
Bandra(E), Mumbai - 400 051

Scrip Code: **533543**

Symbol: **BROOKS**


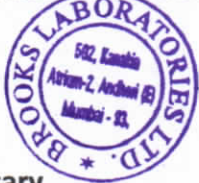
**Sub: Disclosure of Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Dear Sirs,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith the details of Voting Results of 14<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2016, for your information and record.

Yours faithfully,

For **Brooks Laboratories Limited**

  
  
**Jyoti Sancheti**  
Company Secretary  
(Membership No. A24124)

Encl. As stated above

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Next to Courtyard Marriott Hotel,  
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## DISCLOSURE OF VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LODR), REGULATIONS, 2015

Date of the Annual General Meeting : 27<sup>th</sup> September, 2016  
Total Number of Shareholders on cut-off date : 9594

### **Number of Shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group : 4 (in person)  
Public : 26 (in person)

### **Number of Shareholders attended the meeting through Video Conferencing:**

Promoters and Promoter Group : None  
Public : None

The agenda-wise details of E-voting and Poll at the Annual General Meeting are provided in **Annexure A**. Further enclosed is the Report of Scrutinizer on E-voting facility provided by the Company and on poll conducted at the Annual General Meeting in **Annexure B and C**.



**Resolution No. 1:** To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, the Report of Board of Directors and Auditors thereon.

**Resolution required:** Ordinary Resolution

**Mode of Voting:** E-voting and Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares(3)=[ (2)/(1)]*10 0	No. of Votes – infavour (4)	No. of Votes – against (5)	% of Votes in favour on votes Polled(6)=[(4 )/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2) ]*100
Promoter and Promoter Group	93,20,549	93,20,549	100.00	93,20,549	0	100.00	0.00
Public – Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	23879	23879	100.00	23879	0	100.00	0.00
<b>Total</b>	<b>9344428</b>	<b>9344428</b>	<b>100.00</b>	<b>9344428</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 2:** To appoint a Director in place of Dr. D.S.Maity (DIN: 03136361), who retires by rotation and being eligible, offers himself for re-appointment.

**Resolution required:** Ordinary Resolution

**Mode of Voting:** E-voting and Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares(3)=[ (2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes Polled (6) = [(4) / (2)]*100	% of Votes against on votes polled (7)=[(5)/(2) ]*100
Promoter and Promoter Group	93,20,549	93,20,549	100.00	93,20,549	0	100.00	0.00
Public – Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	23879	23879	100.00	23879	0	100.00	0.00
<b>Total</b>	<b>9344428</b>	<b>9344428</b>	<b>100.00</b>	<b>9344428</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 3:** To ratify the appointment of Statutory Auditors

**Resolution required:** Ordinary Resolution

*Sanjay*



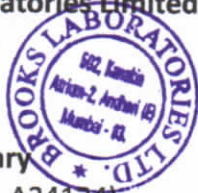
**Mode of Voting: E-voting and Poll**

Promoter/ Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstandin g shares(3)= [(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes Polled (6) = [(4) / (2)]*100	% of Votes against on votes polled (7)=[(5)/(2) ]*100
Promoter and Promoter Group	93,20,549	93,20,549	100.00	93,20,549	0	100.00	0.00
Public – Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	23879	23879	100.00	23879	0	100.00	0.00
<b>Total</b>	<b>9344428</b>	<b>9344428</b>	<b>100.00</b>	<b>9344428</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 4: To ratify the remuneration of Cost Auditors**
**Resolution required: Ordinary Resolution**
**Mode of Voting: E-voting and Poll**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2) ]*100	% of Votes against on votes polled (7)=[(5)/(2) ]*100
Promoter and Promoter Group	93,20,549	93,20,549	100.00	93,20,549	0	100.00	0.00
Public – Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	23879	23879	100.00	23879	0	100.00	0.00
<b>Total</b>	<b>9344428</b>	<b>9344428</b>	<b>100.00</b>	<b>9344428</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

For Brooks Laboratories Limited

  
**Jyoti Sancheti**  
 Company Secretary  
 (Membership No. A24124)

 Date: 28<sup>th</sup> September, 2016

Place: Mumbai

Partners

**P D Sharma**

M.A., LL.B. (A), FCS

**G S Sarin**

B.Com., LL.B., MFC, FCS



**SHARMA SARIN & ASSOCIATES**

COMPANY SECRETARIES

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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

## REPORT OF SCRUTINIZER

(E-VOTING)

ANNEXURE-B

[Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

Brooks Laboratories Limited

Village Kishanpura, Nalagarh Road,

Baddi, Distt. Solan, H.P.

Sir

I, G.S. Sarin, Partner of M/s Sharma Sarin and Associates, Practising Company Secretaries, Chandigarh, was appointed as Scrutinizer for the 14<sup>th</sup> (Fourteen) Annual General Meeting of the Shareholders of **Brooks Laboratories Limited** (hereinafter referred to as 'the Company') held on Tuesday, 27<sup>th</sup> day of September, 2016 at 09.00 AM at HOTEL GIANZ, BADDI-NALAGARH HIGHWAY, NH-21A, BADDI, DISTT. SOLAN, H.P. for the purpose of scrutinizing the [E-Voting and Poll] process in a fair and transparent manner and ascertaining the requisite majority on [E-Voting and Poll] carried Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and Poll on the resolutions contained in the Notice to the 14<sup>th</sup> Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and poll is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the

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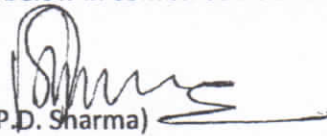


resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited and of voting through poll as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.

We submit our Report as under:

1. As required under Section 101 of the Companies Act, 2013, a notice of the Annual General Meeting of the Company alongwith explanatory statement under section 102 of the Act was sent to the Shareholders by Courier/ e-mail for seeking approval of members on the proposed 4 (four) resolutions as mentioned in the Notice.
2. The E-Voting period remained open from 09.00 AM on Saturday, 24<sup>th</sup> September, 2016 upto 05.00 PM on Monday, 26<sup>th</sup> September 2016.
3. The Votes were unblocked on 27<sup>th</sup> September, 2016 in the presence of two witnesses, namely, Mr. P.D. Sharma, Company Secretary, residing at # 97, Block-C, WWRW Society, Sukhna Enclave, Kaimbwala Road, Kansal, Ropar, Punjab and Mrs. Prateeksha, residing at H No. 1506-C Sector-38-B, Chandigarh, who are not in employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
(P.D. Sharma)

  
(Prateeksha)

4. The result of the e-voting is as under:

**(a) Resolution No. 1**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, the Report of Board of Directors and Auditors thereon.

**(i) Voted in favour of the resolution:**

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

**(ii) Voted against the resolution:**

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes: Nil

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

**(b) Resolution No. 2**

To appoint a Director in place of Dr. DS Maity (DIN: 03136361), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

**(c) Resolution No. 3**

To ratify the appointment of Statutory Auditors

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted against the resolution:



Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(i) Resolution No. 4

To ratify the remuneration of Cost Auditors

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

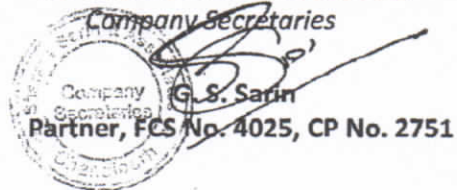
(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

Thanking you  
Yours faithfully

For Sharma Sarin & Associates

Company Secretaries



G.S. Sarin  
Partner, FCS No. 4025, CP No. 2751

Place: Chandigarh

Date: 28/09/ 2016



Partners

**P D Sharma**

M.A., LL.B. (A), FCS

**G S Sarin**

B.Com., LL.B., MFC, FCS



**SHARMA SARIN & ASSOCIATES**

COMPANY SECRETARIES

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Telefax : 0172-5012112, 5079239 Tel. 0172-5079110

e-mail : sharmasarinassociate@yahoo.com

sharmasarin@cslaws.com

Website : www.cslaws.com

FORM No. MGT-13

Report of Scrutinizer

Annexure-C

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman

14<sup>th</sup> Annual General Meeting of the Equity Shareholders of "Brooks Laboratories Limited"  
held on Tuesday, 27<sup>th</sup> September, 2016 at 9.00 A.M. at Hotel Gianz, Baddi-Nalagarh  
Highway, NH-21A, Baddi, Distt. Solan, H.P.

Dear Sir,

I, G.S. Sarin, Partner of M/s Sharma Sarin and Associates, Practising Company Secretaries,  
Chandigarh, was appointed as Scrutinizer for the purpose of the poll taken on the below  
mentioned resolutions, at the 14<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
"Brooks Laboratories Limited" held on Tuesday, 27<sup>th</sup> September, 2016 at 9.00 A.M. at Hotel  
Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, H.P.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company. No authorizations / proxies were lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:
5. (a) Resolution No. 1

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, the Report of Board of Directors and Auditors thereon.



(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: Nil

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

**6. (b) Resolution No. 2**

**To appoint a Director in place of Dr. DS Maity (DIN: 03136361), who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

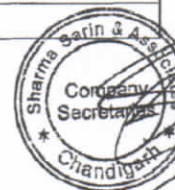
Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



**7. (c) Resolution No. 3**  
**To ratify the appointment of Statutory Auditors**

(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

**8. (i) Resolution No. 4**  
**To ratify the remuneration of Cost Auditors**

(i) Voted **in favour** of the resolution:

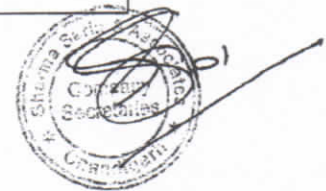
Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil




9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
11. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this Report.

Thanking you,

Yours faithfully

For Sharma Sarin & Associates


Company Secretaries

  
G. S. Sarin  
Partner  
FCS No. 4025, CP No. 2751

Place: Chandigarh

Date: 28/09/2016

Countersigned by

  
(ATUL RANCHAL)

CHAIRMAN

DIN: 01998361

**Annexure -1**

Consolidated Result of Voting (by E-Voting and Poll) for Resolution No. 1 to 4 of the Notice of the 14<sup>th</sup> Annual General Meeting of "Brooks Laboratories Limited" held on Tuesday, 27<sup>th</sup> day of September, 2016 at 09.00 AM

Resolution No.		1	2	3	4
Type of Resolution		Ordinary	Ordinary	Ordinary	Ordinary
Total Valid Votes Cast	E-voting	9321439	9321439	9321439	9321439
	Poll	22989	22989	22989	22989
	Total	9344428	9344428	9344428	9344428
Voted in favour of Resolution	E-voting	9321439	9321439	9321439	9321439
	Poll	22989	22989	22989	22989
	Total	9344428	9344428	9344428	9344428
	%	100%	100%	100%	100%
Voted against Resolution	E-voting	-	-	-	-
	Poll	-	-	-	-
	Total	-	-	-	-
	%	-	-	-	-

Place: Chandigarh  
Date: 28/09/2016

For Sharma Sarin & Associates  
Company Secretaries


  
  
**G. S. Sarin**  
 Partner  
 FCS No. 4025, CP No. 2751