

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

29th September, 2017

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Ltd.

Exchange Plaza, C/1, G Block
Bandra Kurla 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 15th Annual General Meeting of the Company held on 28th September, 2017, for your information and record.

Yours faithfully,

For **Brooks Laboratories Limited**



Atul Ranchal

(Chairman)

DIN No: 01998361

Encl. As stated above

DISCLOSURE OF VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LODR), REGULATIONS, 2015

Date of the Annual General Meeting : 28th September, 2017
Total Number of Shareholders on cut-off date : 11414

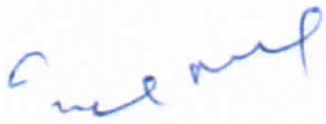
Number of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 7
Public : 24

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 statement of the Company for the financial year ended 31st March, 2017 and the Report of the 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)]*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 | 98,11,949 | 98,11,949 | 100.00 | 98,11,949 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 25,092 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 63,49,381 | 4,707 | 0.07 | 4,707 | 0 | 100.00 | 0.00 |
| Total | 1,61,86,422 | 9816656 | 60.65 | 9816656 | 0 | 100.00 | 0.00 |

Resolution No. 2: To appoint a Director in place of Mr. Atul Ranchal (DIN: 01998361), 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 | 98,11,949 | 98,11,949 | 100.00 | 98,11,949 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 25,092 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 63,49,381 | 4707 | 0.07 | 4677 | 30 | 99.36 | 0.64 |
| Total | 1,61,86,422 | 9816656 | 60.65 | 9816626 | 30 | 99.9997 | 0.0003 |



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

Resolution required: Ordinary Resolution

Mode of Voting: E-voting and Poll

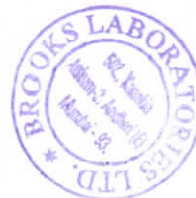
| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstandin g shares(3)= [(2)/ (1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes Polled (6) = [(4) / (2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------------|---------------------------------|----------------------------------|---|--|-------------------------------------|---|--|
| Promoter and Promoter Group | 98,11,949 | 98,11,949 | 100.00 | 98,11,949 | 0 | 100.00 | 0.00 |
| Public – Institutional Holders | 25,092 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 63,49,381 | 4707 | 0.07 | 4607 | 100 | 97.875 | 2.124 |
| Total | 1,61,86,422 | 9816656 | 60.65 | 9816556 | 100 | 99.999 | 0.001 |

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 | 98,11,949 | 98,11,949 | 100.00 | 98,11,949 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 25,092 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 63,49,381 | 4707 | 0.07 | 4607 | 100 | 97.875 | 2.124 |
| Total | 1,61,86,422 | 9816656 | 60.65 | 9816556 | 100 | 99.999 | 0.001 |

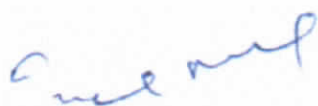


Resolution No. 5: Increase in remuneration of Dr. D.S.Maity, Whole Time Director of the Company
Resolution required: Ordinary Resolution

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 | 98,11,949 | 98,11,949 | 100.00 | 98,11,949 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 25,092 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 63,49,381 | 4707 | 0.07 | 4577 | 130 | 99.174 | 0.027 |
| Total | 1,61,86,422 | 9816656 | 60.65 | 9816526 | 130 | 99.9987 | 0.0013 |

For Brooks Laboratories Limited


Atul Ranchal
(Chairman)
DIN No: 01998361

 Date: 29th September, 2017

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

OFFICE

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Sector 17-C, Chandigarh-160 017 (Entry Backside)**

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e-mail : sharmasarinassociate@yahoo.com

sharmasarin@cslaws.com

Website : www.cslaws.com

ANNEXURE B

REPORT OF SCRUTINIZER

(E-VOTING)

[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 15th (Fifteen) Annual General Meeting of the Shareholders of **Brooks Laboratories Limited** (hereinafter referred to as 'the Company') held on Thursday, 28th September, 2017 at 9.00 A.M 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 15th 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



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 along with 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 Monday, 25th September, 2017 upto 05.00 PM on Wednesday, 27th September 2017.
3. The Votes were unblocked on 28th September, 2017 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 Mr. Rajeev Sanger, residing at H No. 312, Sector-8-C, Panchkula, 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)


(Rajeev Sanger)

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 31st March, 2017, 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 |
|---|------------------------------|---------------------------------------|
| 22 | 9813164 | 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 Mr. Atul Ranchal (DIN: 01998361), 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 |
|---|------------------------------|---------------------------------------|
| 21 | 9813134 | 99.9997 % |

(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 |
|---|------------------------------|---------------------------------------|
| 1 | 30 | 0.0003% |

(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 |
|---|------------------------------|---------------------------------------|
| 21 | 9813064 | 99.999% |



(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 |
|---|------------------------------|---------------------------------------|
| 1 | 100 | 0.001% |

(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 |

(d) 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 |
|---|------------------------------|---------------------------------------|
| 21 | 9813064 | 99.999% |

(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 |
|---|------------------------------|---------------------------------------|
| 1 | 100 | 0.001% |

(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 |



(e) Resolution No. 5

To Increase in Remuneration of Dr. D.S Maity, Whole Time Director of the Company

(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 |
|---|------------------------------|---------------------------------------|
| 20 | 9813034 | 99.9987 % |

(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 |
|---|------------------------------|---------------------------------------|
| 2 | 130 | .0013% |

(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 |

Counter Signed by

(Atul Ranchal)
Chairman
DIN: 01998361



Thanking you
Yours faithfully

For Sharma Sarin & Associates
Company Secretaries



G. S. Sarin

Partner, FCS No. 4025, CP No. 2751

Place: Chandigarh
Date: 29/09/ 2017

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

ANNEXURE C

FORM No. MGT-13
Report of Scrutinizer

[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

15th Annual General Meeting of the Equity Shareholders of "**Brooks Laboratories Limited**"
held on Thursday, 28th September, 2017 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 15th Annual General Meeting of the Equity Shareholders of
"**Brooks Laboratories Limited**" held on Thursday, 28th September, 2017 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 31st March, 2017, the Report of Board of Directors and Auditors thereon.



(i) Voted in favour of the resolution:

| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 24 | 3492 | 100% |

(ii) Voted against the resolution:

| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) Invalid votes: Nil

| Total number of members | Total Number of Votes cast by them |
|-------------------------|------------------------------------|
| Nil | Nil |

(b) Resolution No. 2

To appoint a Director in place of Mr. Atul Ranchal (DIN: 01998361), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 24 | 3492 | 100% |

(ii) Voted against the resolution:

| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) Invalid votes: Nil

| Total number of members | 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 present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 24 | 3492 | 100% |

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

| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes: Nil

| Total number of members | Total Number of Votes cast by them |
|-------------------------|------------------------------------|
| Nil | Nil |

(d) Resolution No. 4

To ratify the remuneration of Cost Auditors

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

| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 24 | 3492 | 100% |

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

| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes: Nil

| Total number of members | Total Number of Votes cast by them |
|-------------------------|------------------------------------|
| Nil | Nil |

(e) Resolution No. 5

To Increase in Remuneration of Dr. D.S Maity, Whole Time Director of the Company

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



| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 24 | 3492 | 100% |

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

| Number of Members present and voting (in Person or in proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes: Nil

| Total number of members | Total Number of Votes cast by them |
|-------------------------|------------------------------------|
| Nil | Nil |

6. 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.
7. 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.
8. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this Report.

Counter Signed by

Atul Randal
(Atul Randal)
Chairman
DIN: 01998361



Place: Chandigarh
Date: 29/09/2017

Thanking you,

Yours faithfully
For Sharma Sarin & Associates
Company Secretaries



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

Annexure -1

Consolidated Result of Voting (by E-Voting and Poll) for Resolution No. 1 to 5 of the Notice of the 15th Annual General Meeting of "**Brooks Laboratories Limited**" held on Thursday, 28th day of September, 2017 at 09.00 AM

| Resolution No. | | 1 | 2 | 3 | 4 | 5 |
|-------------------------------|--------------|----------------|----------------|----------------|----------------|----------------|
| Type of Resolution | | Ordinary | Ordinary | Ordinary | Ordinary | Ordinary |
| Total Valid Votes Cast | E-voting | 9813164 | 9813164 | 9813164 | 9813164 | 9813164 |
| | Poll | 3492 | 3492 | 3492 | 3492 | 3492 |
| | Total | 9816656 | 9816656 | 9816656 | 9816656 | 9816656 |
| Voted in favour of Resolution | E-voting | 9813164 | 9813134 | 9813064 | 9813064 | 9813034 |
| | Poll | 3492 | 3492 | 3492 | 3492 | 3492 |
| | Total | 9816656 | 9816626 | 9816556 | 9816556 | 9816526 |
| | % | 100% | 99.9997 % | 99.999% | 99.999% | 99.9987 % |
| Voted against Resolution | E-voting | - | 30 | 100 | 100 | 130 |
| | Poll | - | - | - | - | - |
| | Total | - | 30 | 100 | 100 | 130 |
| | % | - | 0.0003% | 0.001% | 0.001% | .0013% |

Place: Chandigarh
Date: 29/09/2017

For Sharma Sarin & Associates
Company Secretaries


G. S. Sarin
 Partner

FCS No. 4025, CP No. 2751