

Regd. Off. & Unit I : Village Kishanpura,
Baddi Nalagarh Road,
Baddi (H.P.) - 174 101 (India)
Ph.: + 91 01795 654001 / 02 / 03
Fax : + 91 01795 236939

Date: 28.09.2017

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

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: 15th Annual General Meeting-Submission of AGM Proceedings under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith the summary of proceedings of the 15th Annual General Meeting of the Company held today i.e. 28th September, 2017, at Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Dist. Solan, Himachal Pradesh for your information and record.

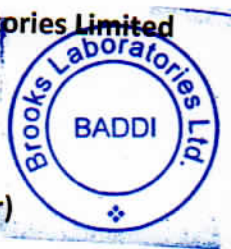
Thanking You,

Yours faithfully

For Brooks Laboratories Limited



Rajesh Mahajan
(Managing Director)
DIN No.:02000634



Encl.: As Stated above

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**SUMMARY OF THE PROCEEDINGS OF THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
BROOKS LABORATORIES LIMITED HELD ON THURSDAY, 28TH SEPTEMBER, 2017**

The 15th Annual General Meeting (AGM) of the members of Brooks laboratories limited ('the Company') was held on Thursday, 28th September, 2017 at 09.00 a.m., at Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, Himachal Pradesh. The following were present-

Directors

- | | |
|---------------------------|--|
| 1. Mr. Atul Ranchal | Chairman |
| 2. Mr. Rajesh Mahajan | Managing Director |
| 3. Dr. D.S. Maity | Technical Director |
| 4. Mr. Rajnish Kumar Bedi | Independent Director and Chairman of Audit Committee,
Nomination & Remuneration Committee, Stakeholders
Relationship Committee |

Members Present:

1. In Person- 31
2. By Proxy- NIL

In Attendance

- | | |
|----------------------|--|
| 1. Mr. P.D. Sharma | Practicing Company Secretary |
| 2. Mr. Rajeev Sangar | Representative of Mr G.S.Sarin, Scrutinizer, M/s. Sharma Sarin &
Associates |

Shri Atul Ranchal being the Chairman of the Board took the chair and conducted the proceedings of the meeting. The meeting was commenced at 9.00 A.M.

Total 31 members attended the meeting in person as per the records of the attendance. No proxies were lodged with the company. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman delivered the Speech. An overview of the financial performance of the Company for the financial year ended on 31st March, 2017 and its future outlook was given.



The members were informed that pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the members of the Company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced at 09.00 a.m. on Monday, 25th September, 2017 and remained open till 5.00 p.m. on Wednesday, 27th September, 2017. Mr. G. S. Sarin, Partner of M/s. Sharma Sarin & Associates, Practicing Company Secretaries, Chandigarh was appointed as Scrutinizer by the Board for scrutinizing the Poll and remote E-voting process.

Further, in line with Section 107 of the Companies Act, 2013, voting by show of hands was not permitted at the general meeting where e-voting had been offered to the members. Therefore, the Company had arranged for a poll on all the 5(five) resolutions to be passed at the Meeting for those who had not cast their votes through e-voting.

Mr. Rajeev Sangar, Representative of Mr G.S.Sarin Scrutinizer was requested for an orderly conduct of the voting. The Members were informed that the combined result of e-voting and the poll would be placed on the website of the Company and CDSL within 48 hours from the conclusion of the AGM.

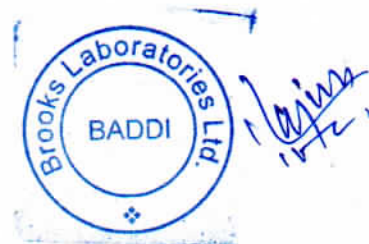
The resolutions passed by the members with requisite majority, briefly, related to:

ORDINARY BUSINESS:

1. **"RESOLVED THAT** the Audited Annual Accounts of the Company for the Financial Year ended on 31st March, 2017 along with the Report of Auditors and Directors thereon forming part of the Annual Report, as circulated, be and are hereby approved and adopted." **(Ordinary Resolution)**
2. **"RESOLVED THAT** Mr. Atul Ranchal (DIN: 01998361), Whole time Director of the Company, who retires by rotation and being eligible, offers himself to be re-appointed be and is hereby appointed as such on the Board of Directors of the Company." **(Ordinary Resolution)**
3. **"RESOLVED THAT** pursuant to the Section 139 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) the Company hereby ratifies the appointment of M/s. SGCO & Co., Chartered Accountants, Mumbai (Firm Registration No. 112081W) as approved by Members at the Thirteenth Annual General Meeting of the Company, to hold office until the conclusion of Seventeenth Annual General meeting at the remuneration for the financial year ending 31st March, 2018 as may be decided by the Board." **(Ordinary Resolution)**

SPECIAL BUSINESS:

4. **"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), the Company hereby ratifies the remuneration payable to M/s. Balwinder & Associates, Cost Accountants, Mohali (Firm Reg No. 000201), as recommended by the Audit Committee and approved by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, amounting to Rs. 55,000 plus taxes."



5. "RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in supersession of any earlier resolution, and on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members be and is hereby accorded for increase in maximum remuneration payable to Dr. D.S. Maity, Technical Director of the Company, from Rs. 1,50,000/- per month upto Rs. 2,00,000/ per month for a period from 1st June, 2017 to 9th September, 2018 with further authority to the Board to alter and vary such terms and conditions including remuneration as agreed to by the Board of Directors of the Company and Dr. D.S. Maity subject to the conformity with the provisions of the Companies Act, 2013 and Schedule V. Dr. D.S. Maity shall be entitled to sitting fees for attending the Meetings of the Board of Directors or any Committee thereof."

Vote of Thanks

Mr. Rajesh Mahajan, Managing Director of the Company ended the meeting with vote of thanks at 9.35 A.M.

For Brooks Laboratories Limited


Rajesh Mahajan
(Managing Director)
DIN No.:02000634

