



A WHO GMP & ISO : 9001-2008 Certified Company

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

Date: 10.08.2018

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001

**National Stock Exchange of India Ltd.**

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

Kind Attn: General Manager-DCS

Scrip Code: 533543

Kind Attn: Head- Listing

Symbol: BROOKS

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sirs,

In terms of Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed summary of proceedings of the 16<sup>th</sup> Annual General Meeting (AGM) of the Company held today i.e. 10<sup>th</sup> August, 2018 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**

*Jyoti Sancheti*

(Jyoti Sancheti)

Company Secretary cum Compliance Officer

Membership No. F9639

Encl.: As Stated above

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## SUMMARY OF THE PROCEEDINGS OF THE 16<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF BROOKS LABORATORIES LIMITED HELD ON FRIDAY, 10<sup>TH</sup> AUGUST, 2018

The 16<sup>th</sup> Annual General Meeting (AGM) of the members of Brooks laboratories limited ('the Company') was held on Friday, 10<sup>th</sup> day of August, 2018 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 |
| 5. Mr. Deepak Mahajan     | Independent Director   |
| 6. Ms. Sonia Gupta        | Independent Director   |

### Members Present:

1. In Person- 34
2. By Proxy- NIL

### In Attendance

- |                       |   |
|-----------------------|---|
| 1. Ms. Jyoti Sancheti | Company Secretary                           |
| 2. Mr. P.D. Sharma    | Practicing Company Secretary                |
| 3. 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 34 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 members were informed that a Corrigendum to the Notice of 16<sup>th</sup> AGM of the Company is issued on 25<sup>th</sup> July, 2018 had been advertised in the Financial Express, English edition and Jansatta, Hindi edition on 26<sup>th</sup> July, 2018, also placed on the Company's website and submitted to Stock Exchanges on 25<sup>th</sup> July, 2018, in respect of the Pricing of Preferential Allotment and Record date.



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The Chairman delivered the Speech. An overview of the financial performance of the Company for the financial year ended on 31<sup>st</sup> March, 2018 and its future outlook was given.

The members were further 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 Tuesday, 7<sup>th</sup> August, 2018 and remained open till 05.00 p.m. on Thursday, 9<sup>th</sup> August, 2018. 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.

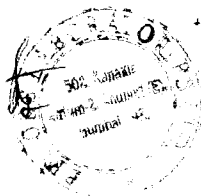
Further, in line with Section 107 of the Companies Act, 2013, voting by show of hands was not permitted at the general meeting where e-voting had been offered to the members. Therefore, the Company had arranged for a poll on all the 9 resolutions to be passed at the Meeting for those who had not cast their votes through e-voting.

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 31<sup>st</sup> March, 2018 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. Rajesh Mahajan, Managing Director (DIN No. 02000634), 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



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remuneration for the financial year ending 31<sup>st</sup> March, 2019 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 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 31<sup>st</sup> March, 2019, amounting to RS. 55,000 plus taxes." **(Ordinary Resolution).**
  
5. **"RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions, if any 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 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the members be and is hereby accorded for increase in remuneration payable to Mr. Atul Ranchal, Chairman cum Whole Time Director of the Company, for a period from 1<sup>st</sup> June, 2018 to 31<sup>st</sup> October, 2020, i.e. end of his tenure as set out in the Explanatory Statement annexed to the Notice, with further authority to the Board to alter and vary such terms and conditions including remuneration as may be mutually agreed by the Board of Directors of the Company and Mr. Atul Ranchal subject to the conformity with the provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013, read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

**"RESOLVED FURTHER THAT** except for the revision in remuneration, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may



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be considered desirable or expedient by the Board in the best interest of the Company.”  
**(Special Resolution)**

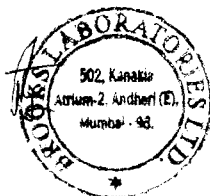
6. **"RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in supersession of any earlier resolution, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the members be and is hereby accorded for increase in remuneration payable to Mr. Rajesh Mahajan, Managing Director of the Company, for a period from 1<sup>st</sup> June, 2018 to 31<sup>st</sup> October, 2020, i.e. end of his tenure as set out in the Explanatory Statement annexed to the Notice, with further authority to the Board to alter and vary such terms and conditions including remuneration as may mutually agreed by the Board of Directors of the Company and Mr. Rajesh Mahajan subject to the conformity with the provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

**"RESOLVED FURTHER THAT** except for the revision in remuneration, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”  
**(Special Resolution)**

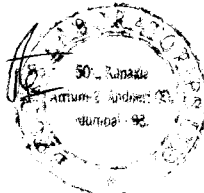
7. **"RESOLVED THAT** pursuant to the provisions of sections 196, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of Dr. D.S.Maity



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(DIN: 03136361) as a Whole-time Director designated as Technical Director for a period of 5 years with effect from 10<sup>th</sup> September, 2018 to 9<sup>th</sup> September, 2023, on terms and conditions as agreed between the Board and Dr. D.S.Maity." **(Ordinary Resolution)**

8. **"RESOLVED THAT** pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with the 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 the Board of Directors, the consent of the Members of the Company be and is hereby accorded for increase in remuneration payable to Dr. D.S. Maity, Technical Director of the Company, from Rs. 2,00,000/- per month upto maximum of Rs. 3,00,000/- per month for a period commencing from 10<sup>th</sup> September, 2018 to 9<sup>th</sup> September, 2021 with further authority to the Board to alter and vary such terms and conditions including remuneration as agreed 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. Dr. D.S. Maity shall be entitled to sitting fees for attending the Meetings of the Board of Directors or any Committee thereof." **(Ordinary Resolution)**
9. **"RESOLVED THAT** pursuant to the provisions of Section 42, Section 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India ("SEBI") (including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authorities, departments, institutions or body, whether in India or abroad ("Concerned Authorities"), and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to raise funds upto 8,11,75,000 (Rupees Eight Crore Eleven Lakh Seventy Five Thousand only) by way of offer, issue and allotment, in one or more tranches, upto 8,50,000 (Eight Lakhs Fifty Thousand only) convertible warrants of face value of Rs.10/- each on preferential basis at a price of Rs.95.50 (Rupees Ninety Five and



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Fifty Paise only) each including a premium of Rs.85.50 (Rupees Eighty Five and Fifty Paise Only) each or at such higher price as may be determined in accordance with and on such terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulations 2009 or other provisions at the time, provided that the minimum price of the Warrants so issued shall not be less than the price arrived at in accordance with the provisions of SEBI ICDR Regulations, 2009 to **Mrs. Rajni Ranchal, Mrs. Saras Gupta, Mr. Savvy Ranchal and Mr. Aryan Mahajan** on a preferential basis, convertible into equal number of Equity Shares of the Company not later than 18 months from the date of the allotment of the said warrants in accordance with the SEBI (ICDR) Regulations or other provisions of the law, as may be prevailing at the time of allotment of Warrants.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, 2009, the Relevant Date, for the determination of price of the Equity Shares to be issued and allotted upon exercise of the right attached to the Warrants referred above is 11<sup>th</sup> July, 2018 i.e., the date 30 days prior to the date of Annual General Meeting in order to consider the proposed preferential issue.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issue and allotment of Warrants shall be on the following terms and conditions:

1. The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for allotment remains pending, the period of 15 days shall be counted from the date of obtaining such approval or permission.
2. In accordance with Chapter VII of SEBI ICDR Regulations, 2009, 25% of the total consideration payable for the Warrants (and equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of Warrants.
3. The holders of each warrant will be entitled to apply for and obtain allotment of one equity share of the face value of Rs.10/- each of the Company against each Warrant at any time after the allotment but on or before the expiry of eighteen months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the warrant holder(s) shall pay the balance 75% of the total consideration payable in respect of the Warrants being so exercised to the Company simultaneously with the allotment of equity shares by the Company pursuant to such exercise. The amount so paid will be adjusted/ set-off against the issue price of the resultant equity shares.



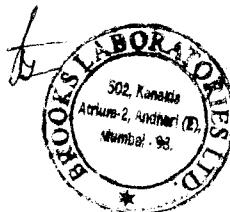
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4. If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited.
5. Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating Rs.10/- towards equity share capital and balance amount paid against each Warrant, towards the securities premium. The allotment shall be made only in dematerialized form.
6. The warrants allotted pursuant to this resolution and the Equity Shares arising out of conversion of the said warrants shall remain locked-in from such date and for such periods as specified under the SEBI ICDR Regulations as amended from time to time.
7. The Warrants by itself until exercised and equity shares allotted, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon exercise of option by Warrant holder(s) or as may be necessary in accordance with the terms of the offer."

**"RESOLVED FURTHER THAT** the equity shares allotted on exercise of warrants in terms of this resolution shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue or allot the aforesaid warrants and listing of the resultant equity shares with the stock exchanges(s) as appropriate and to clarify, resolve and settle all questions difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of said warrants, the utilization of the proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit; without being required to seek any further consent or approval of the members or





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otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.” **(Special Resolution)**

#### Vote of Thanks

Mr. Rajesh Mahajan, Managing Director of the Company ended the meeting with vote of thanks at 9.50 A.M.

For Brooks Laboratories Limited

*Jyoti Sancheti*



Jyoti Sancheti  
Company Secretary cum Compliance Officer  
(M.No.:F9639)