

NOTICE

Notice is hereby given that the 16th Annual General Meeting of Brooks Laboratories Limited will be held at Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, H.P. on Friday, 10th August, 2018 at 9.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Audited financial statement and reports thereon

To receive, consider and adopt the Audited financial statement of the Company for the financial year ended 31st March, 2018 and the Report of the Directors and Auditors thereon.

2. Appointment of Director in place of those retiring by rotation

To appoint a Director in place of Mr. Rajesh Mahajan (DIN: 02000634), who retires by rotation and being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Statutory Auditors

To ratify the appointment of M/s. SGCO & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 112081W), as approved by Members at the Thirteenth Annual General Meeting as Statutory auditors of the Company, to hold office until the conclusion of Seventeenth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2019.

SPECIAL BUSINESS:

4. To ratify the remuneration of the Cost Auditors

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“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, 2019, amounting to Rs. 55,000/- plus taxes.”

5. To increase the remuneration of Mr. Atul Ranchal(DIN: 01998361), Whole-time Director

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“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 1st June, 2018 to 31st 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 be considered desirable or expedient by the Board in the best interest of the Company.”

6. To increase the remuneration of Mr. Rajesh Mahajan (DIN: 02000634), Managing Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"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 1st June, 2018 to 31st 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."

7. To re-appoint Dr. D.S. Maity (DIN: 03136361) as a Whole-time Director designated as Technical Director.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

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

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

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"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 10th September, 2018 to 9th 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."

9. To consider the Preferential Issue of Warrants:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"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 8,07,50,000 (Rupees Eight Crores Seven Lakhs Fifty 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.95.00 (Rupees Ninety Five only) each including a premium of Rs.85 (Rupees Eighty Five 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 11th 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.
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 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.”

Place: Mumbai
July 11, 2018

By Order of the Board of Directors

For **Brooks Laboratories Limited**

Sd/-

Jyoti Sancheti
Company Secretary &
Compliance Officer
Membership No. F9639

Registered Office:
Village Kishanpura,
Nalagarh Road, Baddi, Distt. Solan, H.P.
CIN: L24232HP2002PLC000267
Email id: investors@brookslabs.net

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company.**
3. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other Member.
4. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' notice in writing of the intention to so inspect, is given to the Company.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 4th August, 2018 to Friday, 10th August, 2018, both days inclusive.
9. The Annual Report 2017-18 including the Notice of the Annual General Meeting and the Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants unless the Member has requested for a physical copy of the same. Hard copies of the above mentioned documents are being sent by the permitted mode to those Members who have not registered their e-mail addresses.
10. Members are requested to bring their copies of the Annual Report to the Meeting. The Notice convening the Annual General Meeting and the Annual Report 2017-18 are available on the Company's website www.brookslabs.net.
11. Members / Proxies / Representatives should bring the Attendance Slip, duly filled in, for attending the Meeting.
12. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.
13. SEBI has mandated submission of Permanent Account Number (PAN) by every Member of the Company. Members holding shares in dematerialised form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.
14. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members who hold shares in physical form, either singly or jointly, can avail this facility by filling Form SH-13 in duplicate with the Registrar and Share Transfer which on request will supply blank forms. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
15. For any assistance or information about shares, dividend etc. Members may contact the Registrar and Share Transfer Agents viz. Link Intime India Private Limited, C-101,247 Park, L.B.S.Marg, Vikhroli (W), Mumbai- 400083(Tel: 022-49186000; Fax: 022-49186060;Email: rnt.helpdesk@linkintime.co.in; Website: www.linkintime.co.in).
16. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013, respectively, will be available for inspection by the Members at the Annual General Meeting.
17. Members desirous of getting any information about the Accounts and Operations of the Company are requested to address their queries at the Registered Office of the Company or by email to investors@brookslabs.net at least 7 days in advance of the Meeting so that the information required can be made readily available at the Meeting.

18. All documents referred to in the Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days of the Company between 10 a.m. and 12 noon up to the date of the Meeting.

19. Procedure for e-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide Members with the facility to exercise their right to vote at the forthcoming Annual General Meeting (AGM) by electronic means and all the businesses may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

20. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 7th August, 2018 at 9.00 am and ends on Thursday, 9th August, 2018 at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off Friday, 27th July, 2018 (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

21. A Member may participate in the Annual General Meeting of the Company even after exercising his / her voting right through e-voting but will not be allowed to vote again at the Annual General Meeting of the Company.
22. A Member can opt for only one mode i.e. either through e-voting or voting at the Annual General Meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the voting at the Annual General Meeting shall be treated as invalid.
23. Mr. G.S. Sarin, Partner of M/s. Sharma Sarin & Associates, Practicing Company Secretaries, (M.No: FCS 4025 & CP 2751) will be acting as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. At the Annual General Meeting, the Chairman shall, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
25. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The Results declared along with the Scrutinizer’s Report will be placed on the Company’s website www.brookslabs.net and on the website of CDSL within 3 days of the Annual General Meeting of the Company and communicated to the Stock Exchanges.

Statement pursuant to Section 102(1) of the Companies Act, 2013 (‘Act’)

Item No. 4

As per Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, the Companies (Cost Records and Audit) Rules, 2014, provisions relating to auditing of cost accounting records are applicable to the Company with effect from the date of above Notification. Accordingly, the audit of cost accounting records of the Company is mandatory from the financial year 2014-15.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Balwinder & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19 at a remuneration of Rs.55,000/- plus taxes per financial year.

Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration to the Cost Auditor payable for the financial year 2018-19.

All the documents referred in the Notice are available for inspection by the shareholders at the Registered Office of the Company on all working days except Public holidays, Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5 and 6

Mr. Atul Ranchal (DIN:01998361), aged 50 years, is a Chairman of the Company.

Mr. Rajesh Mahajan (DIN:02000634), aged 48 years is a Managing Director of the Company.

Mr. Atul Ranchal and Mr. Rajesh Mahajan jointly conceptualized the idea of setting up of Brooks Laboratories Limited. It's because of their vision and able leadership, the Company is well established and earned name and fame.

Mr. Atul Ranchal, Chairman, and Mr. Rajesh Mahajan, Managing Director, are devoting their time and energy for the growth and diversification of Brooks Laboratories Limited. They have visualized the idea of this pharmaceutical Company, developed it, nurtured it and brought it to its present state.

The Managing Duo of Mr. Atul Ranchal, Chairman and Mr. Rajesh Mahajan, Managing Director has worked aggressively and accelerated the growth of the Company tremendously within a short span of time. They designed the organization structure, work allocation and overall control systems of the Company. They have been instrumental in the growth and diversification of the Company.

Mr. Atul Ranchal and Mr. Rajesh Mahajan possess appropriate skills and the necessary experience and knowledge. Keeping in mind their best efforts and the workload which has multiplied over years, the Board of Directors have approved their increase in remuneration from Rs.8,00,000/- per month upto maximum of Rs. 10,00,000/-per month each plus perquisites and allowances, for a period commencing from 1st June, 2018 to expiration of their term, i.e. 31st October, 2020, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members at the ensuing Annual General Meeting. A Statement pursuant to clause (iv) of 2nd proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given in Annexure 1 in this Notice. The detailed terms and conditions for the payment of remuneration to each of the two directors are as follows:

Terms and Conditions:

a) Salary

Salary be increase from Rs.8,00,000/- per month upto maximum of Rs. 10,00,000/- per month with such annual increments/ increases as may be decided by Nomination and Remuneration Committee with the approval of Board of Directors from time to time.

b) Commission

Commission on profits not exceeding 1% of the net profits of the Company in any financial year as the Board may determine from time to time.

The amount of Commission shall be payable after the Annual Audited Accounts are approved by the Board of Directors and adopted by the Shareholders.

c) Perquisites

Perquisites are divided into Category A and Category B:

Category A:

Comprises of Medical Reimbursement, Leave Travel Assistance, Accommodation, Personal Accident Insurance, Club fees, Car, Telephone/Telefax, Re-imbusement of Servant's Salary and such other allowances, perquisites and facilities as may be decided by Nomination and Remuneration Committee with the approval of Board of Directors from time to time.

Category B:

Comprises of entitlement of Gratuity and encashment of leave at the end of tenure. These shall not be included in the computation of ceiling on remuneration laid down in Section 197 of the Companies Act, 2013.

d) Re-imbusement of expenses:

Expenses incurred for travelling, boarding and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business.

e) Sitting Fees

Entitled of sitting fees for attending the Meetings of the Board of Directors or any Committee thereof.

f) Minimum Remuneration

To be paid the aforesaid remuneration of Rs. 8,00,000/- per month, as minimum remuneration in the event of absence or inadequacy of profits.

The Brief Profile of Mr. Atul Ranchal and Mr. Rajesh Mahajan and the detail of shareholding as per requirements of the Companies Act, 2013, the rules made there under and Secretarial Standard (SS-2) are mentioned in Annexure 2, attached to the Notice

Save and except Mr. Atul Ranchal and Mr. Rajesh Mahajan and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested in the Item No. 5 and 6.

All the documents referred in the Notice are available for inspection by the shareholders at the Registered Office of the Company on all working days except Public holidays, Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

The Board recommends the Special Resolutions set out at Item No. 5 & 6 of the Notice for approval by the shareholders.

Item No. 7 and 8

Dr. D.S Maity has been associated with the Company since 10.09.2010 and has been instrumental in formulation of long term vision and strategy of the Company.

Dr. D.S. Maity have conveyed his consent to act as a Director of the Company and made necessary disclosures. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Dr. D.S. Maity possesses appropriate skills and necessary experience and Knowledge. A brief profile of Dr. D.S. Maity, as stipulated under Regulation 36(3) of SEBI Listing Obligation and Disclosure Regulations, 2015 is given in Annexure 2 to this Notice.

Since working of the Company has increased manifold and Dr. D.S. Maity is involved in the day to day affairs of the Company, Keeping in mind their best efforts and the workload , the Board of Directors have approved the re-appointment of Dr. D.S. Maity as a Whole-time Director designated as Technical Director for a period of 5 years from 10th September, 2018 to 9th September, 2023 and further approve his increase in maximum 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 the period commencing from 10th September, 2018 to 9th September, 2021, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members at the ensuing Annual General Meeting. A Statement pursuant to clause (iv) of 2nd proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given in Annexure 1 in this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, except Dr. D.S. Maity, in the Item No.7 and 8.

The Brief Profile of Dr. D.S Maity and the detail of shareholding as per requirements of the Companies Act, 2013, the rules made there under and Secretarial Standard (SS-2) is mentioned in Annexure 2

Item No. 9

The Company intends to raise funds by way of equity to bring in funds from Promoters and Promoter Group and thereby augment the long term financial resources of the Company. Accordingly, the Board of Directors at their meeting held on 11th July,2018, considered, subject to the necessary approval (s) to mobilize funds upto Rs.8,07,50,000 (Rupees Eight Crores Seven Lakhs Fifty Thousand only) by way of offer, issue and allotment, in one or more tranches, upto 8,50,000 (Eight Lakh Fifty Thousand only) convertible warrants of Face Value of Rs.10/- each on preferential basis to the entities forming part of the Promoter group of our Company, each convertible into one equity share of Rs.10/- each at a price of Rs.95 (including premium of Rs.85 per equity share) or at such higher price as may be determined in accordance with the provisions of SEBI (ICDR) Regulations, 2009 .

The details of the issue and other particulars as required in terms of Chapter VII of the SEBI (ICDR) Regulations, 2009 in relation to the aforesaid Special Resolution are given as under:

1. The Objects of the Preferential Issue:

The proceeds of the preferential issue are proposed to be used to augment the fund requirement of the Company.

2. The intention of the promoters / directors or key management personnel to subscribe to the offer:

The preferential issue is being made to Mrs. Rajni Ranchal, Mrs. Saras Gupta, Mr. Savvy Ranchal and Mr. Aryan Mahajan, entities forming part of the Promoter group of the Company. Letter(s) of intent from the aforesaid proposed allottee(s) agreeing to subscribe to the offer has been received. In the event, any of the Equity Shares remaining unsubscribed by the aforesaid proposed allottee(s), for any reason whatsoever, the same will be offered and allotted by the Board at its absolute discretion to any other person / entity/ investor within the same promoter category /class, on the same terms and conditions. The warrants entitle the holder of each warrant, from time to time to apply and obtain allotment of one equity share of the face value of Rs.10/- each fully paid up against each such warrant (hereinafter referred to as warrants), in one or more tranches within a period of 18 months from the date of allotment. The Promoter group will exercise their conversion in the manner and method to be in compliance with SEBI (SAST) Regulations, 2011.

3. Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the Warrants and the equity shares to be allotted pursuant to conversion of the warrant is 11th July, 2018 i.e. the date 30 days prior to the date of Annual General Meeting to consider the preferential issue.

4. Terms of Issue of Warrants:

- a) The proposed allottees of Warrants shall, on the date of allotment, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the Chapter VII of SEBI (ICDR) Regulations, 2009.
- b) The holders of each Warrant shall 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 date of allotment but on or before the expiry of eighteen month(s) from the date of allotment, in one or more tranches. At the time of the exercise of entitlement, the Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants being so exercised to the Company, simultaneously with the allotment of equity shares of the Company pursuant to such exercise. The amount so paid will be adjusted/ set-off against the issue price of the resultant shares.
- c) In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- d) 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 the balance amount paid against each warrant, towards the securities premium.
- e) The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.
- f) The warrant 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.
- g) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

5. Pricing of the Issue: The Company is listed on BSE Limited and National Stock Exchange of India Limited (NSE) and the Equity Shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price, National Stock Exchange of India Limited(NSE), the Stock Exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding twenty-six weeks prior to the relevant date has been considered.

In terms of ICDR Regulations, the Equity Shares shall be allotted at a price not less than higher of the following:

- The average of weekly high and low of the volume weighted average price of the related shares quoted on the stock exchange during the twenty six weeks preceding the relevant date; i.e; Rs. 94.98, (Rounded off to Rs.95.00) or
- The average of weekly high and low of the volume weighted average price of the related shares quoted on a stock exchange during the two weeks preceding the relevant date; i.e; Rs.83.16

In view of the above, the Company has fixed a price of Rs.95 per warrant which is higher than Rs.83.16 calculated in accordance with the above provisions.

'Stock Exchange' for this purpose shall mean National Stock Exchange of India Limited (NSE) which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding twenty-six weeks prior to the relevant date has been considered.

- Lock in period:** The convertible warrants to be allotted on preferential basis shall be subject to lock-in as per SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the allottees shall be locked-in as per the Regulations 78(6) of the SEBI (ICDR) Regulations.
- Particulars of subscribers to Warrants:** The Promoter/ Promoter Group/ Person acting in concert viz. Mrs. Rajni Ranchal, Mrs. Saras Gupta, Mr. Savvy Ranchal and Mr. Aryan Mahajan intend to subscribe to an aggregate of upto 8,50,000 (Eight Lakhs Fifty Thousand only) Warrants under the preferential issue..

The Company has not allotted any Equity Share / Warrants to any person/promoter / promoter group during the year.

- Under-subscription if any:** Any of the Warrants to be issue as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/ investor controlled by the Promoters and/ or Promoter Group, on the same terms and conditions.
- The Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees is as follows:**

Sr. No.	Name of the Proposed Allottee / ultimate Beneficial Owner	Category	No. of Convertible warrants allotted	PAN	Address
1.	Mrs. Rajni Ranchal	Promoter Group	2,12,500	AALPA2705P	D-2108, Oberoi Splendor, JVLR, Opp. Majas Depot, Jogeshwari East, Mumbai-400060
2.	Mrs. Saras Gupta	Promoter Group	2,12,500	AGPPG8399F	3401, B-Wing, Oberoi Exquisite, Aaba Karmakar Road, Oberoi Garden City, Goregaon(E), Mumbai-400063
3.	Mr. Savvy Ranchal	Promoter Group	2,12,500	BCRPR8662M	D-2108, Oberoi Splendor, JVLR, Opp. Majas Depot, Jogeshwari East, Mumbai-400060
4.	Mr. Aryan Mahajan	Promoter Group	2,12,500	BORPM9382R	3401, B-Wing, Oberoi Exquisite, Aaba Karmakar Road, Oberoi Garden City, Goregaon(E), Mumbai-400063

The percentage of post preferential issue capital that may be held by the proposed allottee (s) is as follows:

Sr. No.	Name of Allottees	Pre-Allotment Holding		Post-Allotment Holding	
		Total No. of shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
1.	Mrs. Rajni Ranchal	3,28,860	2.03	5,41,360	3.18
2.	Mrs. Saras Gupta	2,93,047	1.81	5,05,547	2.97
3.	Mr. Savvy Ranchal	2,26,800	1.40	4,39,300	2.58
4.	Mr. Aryan Mahajan	3,13,740	1.94	5,26,240	3.09

- 10. The Shareholding pattern pre and post Preferential Offer :** The shareholding pattern giving the present position as also considering full allotment of Warrants to Promoters/ Promoter Group/ Persons acting in concert and equity shares arising out of the conversion thereof, as per the Resolution set out in the accompanying Notice are given below:

Sr. No.	Category of shareholder	Pre- Issue (As on 30.06.2018)		Post- Issue	
		Total No. of shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
(A)	Promoter and Promoter Group				
(1)	Indian				
(a)	Individuals	98,11,949	60.62	*1,06,61,949	62.58
(b)	Body Corporate	-	-	-	-
	Sub-Total	98,11,949	60.62	1,06,61,949	62.58
(2)	Foreign Promoters	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)	98,11,949	60.62	1,06,61,949	62.58
(B)	Public shareholding				
1	Institutional Investor				
	Financial Institutions/Banks	48,545	0.30	48,545	0.28
2	Non-institutional investors				
	Body Corporate	9,59,965	5.94	9,59,965	5.63
	General Public	45,47,605	28.08	45,47,605	26.69
	Any other – Clearing Member	4,42,393	2.73	4,42,393	2.60
	Any other – NRI (repat and non-repat)	97,219	0.60	97,219	0.57
	Any other – HUF& Office Bearers	2,73,346	1.69	2,73,346	1.60
	Any other-NBFCs	5400	0.04	5,400	0.03
	Total Public Shareholding (B)	63,74,473	39.38	63,74,473	37.42
(C)	Shares held by custodian against which Depository receipts have been issued	-	-	-	-
	Promoter and Promoter Group	-	-	-	-
	Public	-	-	-	-
	Total (C)	-	-	-	-
	Grand Total	1,61,86,422	100.00	1,70,36,422	100.00

*Assuming full conversion of 8,50,000 Convertible Warrants into Equity Shares and that the holding of all other shareholders shall remain the same post-preferential issue, as they were on the date on which the pre-preferential issue shareholding is prepared.

11. Proposed time within which the allotment shall be completed

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Warrants would require any approval(s) from any regulatory authority including the Stock Exchanges where the shares of the Company are listed or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

12. No change in control

There shall be no change in management or control of the Company pursuant to the issue of equity shares and Warrants. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

13. The Company hereby undertakes that

- a. It would re-compute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

14. Statutory Auditors Certificate

M/s. SGCO & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, have certified that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2009 which will be placed before the shareholders at the AGM.

A copy of the said certificate is available for inspection by the shareholders at the Registered Office of the Company on all working days except Public holidays, Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting

Your Directors, therefore, recommend the resolution for your approval to be passed as special resolution.

Mr. Atul Ranchal and Mr. Rajesh Mahajan along with their relatives being Promoter and Promoter Group of the Company are deemed to be concerned or interested in the proposed Resolution.

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

By order of the Board of Directors

For Brooks Laboratories Limited

Place: Mumbai
July 11, 2018

Sd/-

Jyoti Sancheti

Company Secretary &

Compliance Officer

Membership No. F9639

Regd. Office: Village Kishanpura,
Nalagarh Road, Baddi, Distt.Solan, H.P.
CIN: L24232HP2002PLC000267
Email id: investors@brookslabs.net

ANNEXURE 1
STATEMENT PURSUANT TO 2ND PROVISIO TO SCHEDULE V [PART II SECTION II (Clause iv)] OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION							
1. Nature of Industry	Pharmaceuticals						
2. Date of commencement of commercial production	The Company was incorporated on 23.01.2002. Its plant at Baddi started its commercial production in June, 2006						
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus	N.A.						
4. Financial Performance based on given indicators	Please refer Exhibit 1.1						
5. Foreign investments or collaborators, if any	NRI Investment of Rs.9,70,890/- as on 31.03.2018						
II. INFORMATION ABOUT THE APPOINTEE		Mr. Atul Ranchal, Chairman cum Whole Time Director		Mr. Rajesh Mahajan, Managing Director		Dr.D.S.Maity, Technical Director	
1. Background Details	Refer the Statement to Resolution No. 5 above and Annexure 2		Refer the Statement to Resolution No. 6 above and Annexure 2		Refer the Statement to Resolution No. 7 and 8 above and Annexure 2		
2. Past Remuneration	Year	Remuneration	Year	Remuneration	Year Remuneration		
	2017-18	Rs.96.00 lacs	2017-18	Rs. 96.00 lacs	2017- Rs. 23.50 Lacs 18		
	2016-17	Rs.96.07 lacs	2016-17	Rs.96.07 lacs	2016- Rs. 17.11 Lacs 17		
3. Recognition or Awards	N.A.		N.A.		N.A.		
4. Job Profile and his suitability	Refer the Statement to Resolution No. 5 above and Annexure 2		Refer the Statement to Resolution No. 6 above and Annexure 2		Refer the Statement to Resolution No. 7 and 8 above and Annexure 2		
5. Remuneration proposed	Salary–Rs.8 lacs per month upto maximum of Rs. 10 lacs per month plus Perquisites & Allowances		Salary–Rs.8 lacs per month upto maximum of Rs. 10 lacs per month plus Perquisites & Allowances		Salary –Rs.2 lacs per month upto maximum of Rs. 3 lacs per month		
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of origin)	Please refer Exhibit 1.2		Please refer Exhibit 1.2				
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Atul Ranchal is one of the promoters of the Company. He has no pecuniary relationship with the Company apart from receiving remuneration or relationship with the managerial personnel.		Mr. Rajesh Mahajan is one of the promoters of the Company. He has no pecuniary relationship with the Company apart from receiving remuneration or relationship with the managerial personnel.		He has no pecuniary relationship with the Company apart from receiving remuneration or relationship with the managerial personnel.		

III. OTHER INFORMATION	
1. Reasons of loss or inadequate profits	During the Financial Year 2017-18, due to high operational and depreciation cost at Vadodara factory, the Company has incurred a loss of Rs. 1381.28 lacs.
2. Steps taken or proposed to be taken for improvement	Our Vadodara unit has received EU-GMP Certificate in December 2017. After that we have initiated the process of registration of our products in various countries. We expect good business once we get registration of our products from International Market. We are getting good response from domestic market & expect good business in the financial year 2018-19 from domestic market.
3. Expected increase in productivity and profits in measurable terms	Due to upgradation of Injectables line at our Factory, the Company expects substantial increase in its output. The performance of the Company is expected to improve in terms of higher turnover, better productivity and commensurate profitability.
IV. DISCLOSURES	
	Please refer Exhibit 1.3

Exhibit 1.1
Financial Position of the Company

The financial position of the Company as per the audited Financial Statements of last 5 years is as follows:

(Rs. In lacs)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Sales and Other Income	5714.44	5766.25	8157.04	8757.75	8527.42
Profits after tax	(1381.28)	195.65	1063.34	946.72	723.94
Earnings Per Share (in Rs.)	(8.53)	1.21	6.57	5.85	4.47
Fixed Assets	12401.04	11858.96	1633.56	1568.30	2015.02
Capital Work In Progress	52.16	0.00	8708.91	5349.80	3716.10
Long Term Loans & Advances	1725.84	2047.39	1656.05	1116.11	1714.93
Current Assets	2964.82	2400.83	3253.15	5478.26	5469.99
Equity Share Capital	1618.64	1618.64	1618.64	1618.64	1618.64
Reserves & Surplus	9828.59	10782.02	10586.35	9523.04	9610.42
Long Term Borrowings	1725.84	1080.51	34.24	0.00	0.00
Current Liabilities	3984.97	2482.45	2792.16	2173.72	1797.21

Exhibit 1.2
Industry Trends

Annual Remuneration withdrawn by the Executive Directors of some of the leading Pharmaceutical Companies in India is as follows:

Dr. Reddy Laboratories Limited (as per Annual Report 2017-18)

(In lacs)

S. No.	Name of Director	Designation	Remuneration
1.	K. Satish Reddy	Chairman	574.70
2.	G V Prasad	Co-Chairman & CEO	774.80

Aurobindo Pharma Limited (as per Annual Report 2016-17)

(In lacs)

S. No.	Name of Director	Designation	Remuneration
1.	K. Nithyananda Reddy	Wholetime Director	150.1
2.	N Govindarajan	Managing Director	1243.3
3.	M. Sivakumaran	Wholetime Director	150.1
4.	M. Madan Mohan Reddy	Wholetime Director	265.5
5.	P. Sarath Chandra Reddy	Wholetime Director	69.0

Cipla Ltd.(as per Annual Report 2016-17)

(In lacs)

S. No.	Name of Director	Designation	Remuneration
1.	Mr. Subhanu Saxena (1 st April 2016 to 31 st August 2016)	Managing Director & CEO	2534
2.	Mr. S. Radhakrishnan	Whole-time Director	406
3.	Mr. Umang Vohra	Managing Director	1366
4.	Ms. Samina Vaziralli	Executive Vice Chairperson	390

Exhibit 1.3

**Information on remuneration of all directors as per Part IV of Clause (iv) of
Section II of Part II of Schedule V to the Companies Act, 2013.**

The details of proposed remuneration of Mr. Atul Ranchal, Chairman cum Whole-time Director and Mr. Rajesh Mahajan, Managing Director of the Company is as given below:

Terms and Conditions:
a) Salary

Rs. 8,00,000/- per month upto maximum of Rs. 10,00,000/- per month with such annual increments/increases as may be decided by Nomination and Remuneration Committee with the approval of Board of Directors from time to time.

b) Commission

Commission on profits not exceeding 1% of the net profits of the Company in any financial year as the Board may determine from time to time.

The amount of Commission shall be payable after the Annual Audited Accounts are approved by the Board of Directors and adopted by the Shareholders.

c) Perquisites

Perquisites are divided into Category A and Category B:

Category A:

Comprises of Medical Reimbursement, Leave Travel Assistance, Accommodation, Personal Accident Insurance, Club fees, Car, Telephone/Telefax, Re-imbusement of Servant's Salary and such other allowances, perquisites and facilities as may be decided by Nomination and Remuneration Committee with the approval of Board of Directors from time to time.

Category B:

Comprises of entitlement of Gratuity and encashment of leave at the end of tenure. These shall not be included in the computation of ceiling on remuneration laid down in Section 197 of the Companies Act, 2013.

d) Re-imbusement of expenses:

Expenses incurred for travelling, boarding and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business.

e) Sitting Fees

Entitled of sitting fees for attending the Meetings of the Board of Directors or any Committee thereof.

f) Minimum Remuneration

To be paid the aforesaid remuneration of Rs. 8,00,000/- per month , as minimum remuneration in the event of absence or inadequacy of profits.

The details of remuneration of all other director is disclose in Corporate Governance Report and further given under Part VI of Extract of Annual Return in Form No. MGT-9.

ANNEXURE 2

Profile of Directors seeking Appointment/Re-appointment in ensuing Annual General Meeting pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are mentioned below

Name of Director	Mr. Atul Ranchal	Mr. Rajesh Mahajan	Dr.D.S.Maity
Designation	Chairman cum Whole-time director	Managing Director	Technical Director
DIN:	01998361	02000634	03136361
Date of Birth	09.10.1967	19.07.1969	01.01.1964
Age	50 Years	48 Years	54 Years
Date of Appointment	23.01.2002	23.01.2002	10.09.2010
Qualifications	B.Sc. (Microbiology), PGDFMT	B.Sc.(Biology), MBA	M.Sc.(Chemistry), Phd(Chemistry)
Brief Resume			
Expertise in Specific Functional Areas	Business Management	Business Management	Pharma Quality Assurance, Quality Control and R & D
Number of Board meetings of the Company attended during the year	05	05	05
Relationship with other Directors	Nil	Nil	Nil
Shareholding in Brooks Laboratories Limited	4113071 shares	3493151 shares	3000 shares
Directorships held in other companies	Nil	Nil	Nil
Membership/Chairmanship of Committees in other Companies	Nil	Nil	Nil