

BROOKS LABORATORIES LIMITED

CIN: L24232HP2002PLC000267

Registered Office: Village Kishanpura, Nalagarh Road, Baddi, HP - 174101

Corporate Off.: 502, Kanakia Atrium-2, Andheri Kurla Road, Next to Hotel Courtyard Marriott, Andheri (East), Mumbai - 400093

Tel No: 01795-654001 / 654002 / 654003; Fax No.: 01795-236939,

Email: cs@brookslabs.net; Website: www.brookslabs.net

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members ("Members") of **BROOKS LABORATORIES LIMITED** ("Company"), for the resolutions appended below, through postal ballot using Postal Ballot Form / Remote Electronic Voting ("e-voting").

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a postal ballot form ("Postal Ballot Form"). Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014. The Board of Directors ("Board") in its meeting held on 11th June, 2019 has appointed Mr. Nitesh Chaudhary, Practicing Company Secretaries (M. No. FCS 10010), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach at the address of M/s Link Intime India Pvt. Ltd., Address: C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, the Registrar and Transfer Agent of the Company not later than the close of working hours i.e. 5.00 p.m. on Thursday, 18th July, 2019. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

In compliance with the provision of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman of the Company on Saturday, 20th July, 2019 at the Corporate Office of the Company. The said result would be displayed at the Corporate Office of the Company at 502, Kanakia Atrium-2, Andheri Kurla Road, Next to Hotel Courtyard Marriott, Andheri (East) Mumbai - 400093, will be intimated to the National Stock Exchange of India Limited (NSE) & Bombay Stock Exchange Limited (BSE) where the Company's shares are listed. Additionally, the results along with the Scrutinizer's report will also be uploaded on the Company's website www.brookslabs.net.

The date of declaration of the result by the Chairman/Director shall be considered to be the date of passing of the resolution stated in the Notice of Postal Ballot.

SPECIAL BUSINESS

ITEM NO.: 1

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) consisting of 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) consisting of 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each by creation additional of 50,00,000 Equity Shares of Face Value of Rs. 10/- each."

RESOLVED FURTHER THAT any of the director of the company be and is hereby severally authorized to all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

ITEM NO. 2.

APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. "The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT any of the director of the company be and is hereby severally authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

ITEM NO. 3.

APPROVAL FOR RAISING OF FUNDS BY WAY OF ISSUE OF SECURITIES/ALLOTMENT OF SHARES ON RIGHT ISSUE BASIS:

To consider and, if though fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the rules made thereunder, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer and issue and allot in one or more tranches, by way of a rights issue, equity shares of face value Rs. 10/- each (the "Equity Shares"), to any person, including but not limited to, to the Equity Shareholders existing as on a record date (as may be fixed by the Board of Directors of the Company), including resident/foreign shareholders (whether institutions, incorporated bodies, mutual funds and individuals), such as foreign institutional investors, Indian or multilateral financial institutions, mutual funds, non-resident Indians, (collectively, the "Investors") at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and in one or more tranches and on such terms and conditions considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value (including premium, if any) of the Equity Shares issued pursuant to such offering does not exceed Rs. 25 crores (Rupees Twenty Five Crores only).

RESOLVED FURTHER THAT the Equity Shares to be allotted as per the aforesaid offer will rank pari-passu with the existing equity shares of the Company. The Rights Issue shall include a right exercisable by the persons to renounce the Equity shares now being offered in favour of any other person(s) provided such renunciation is made as per the terms mentioned in the letter of offer. The applicant may apply for more number of equity shares against the Equity Shares entitled for as per the offer and the Equity Shares will be allotted on proportionate basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Equity Shares, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Equity Shares including the number of Equity Shares that may be offered timing for issuance of such Equity Shares, issue price, face value, premium amount if any, in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

ITEM NO. 4.

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY;

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association as submitted to this meeting (duly initialed by the Chairman for the purpose of identification), be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the directors or Chairman of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO. 5.

RE-APPOINTMENT OF MR. RAJNISH KUMAR BEDI (DIN NO. 05287369) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 the rules there under, (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee the re-appointment of Mr. Rajnish Kumar Bedi (DIN No. 05287369) as a Non-Executive & Independent Director of the Company, shall not be liable to retire by rotation, for a second term of 5 (Five) consecutive years, commencing from 8th August, 2019 to 7th August, 2024, who is currently holding the office as an Independent Director up to 7th August, 2019. Mr. Rajnish Kumar Bedi (DIN No. 05287369) shall be entitled to sitting fees for attending the Meetings of the Board of Directors of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and any one Director or the Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms with the ROC/ Ministry of Corporate Affairs and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

ITEM NO. 6.

RE-APPOINTMENT OF MR. DEEPAK MAHAJAN (DIN NO. 06702389) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 the rules there under, (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee the re-appointment of Mr. Deepak Mahajan (DIN No. 06702389) as a Non-Executive & Independent Director of the Company, shall not be liable to retire by rotation, for a second term of 5 (Five) consecutive years, commencing from 8th August, 2019 to 7th August, 2024, who is currently holding the office as an Independent Director up to 7th August, 2019. Mr. Deepak Mahajan (DIN No. 06702389) shall be entitled to sitting fees for attending the Meetings of the Board of Directors of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and any one Director or the Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

ITEM NO. 7

RE-APPOINTMENT OF MRS. SONIA GUPTA (DIN NO. 06998420) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 the rules there under, (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee the re-appointment of Mrs. Sonia Gupta (DIN No. 06998420) as a Non-Executive & Independent Director of the Company, shall not be liable to retire by rotation, for a second term of 5 (Five) consecutive years, commencing from 30th September, 2019 to 29th September, 2024, who is currently holding the office as an Independent Director up to 29th September, 2019. Mrs. Sonia Gupta (DIN No. 06998420) shall be entitled to sitting fees for attending the Meetings of the Board of Directors of the Company.”

RESOLVED FURTHER THAT any of the Directors of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and any one Director or the Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

By Order of the Board of Directors
For **Brooks Laboratories Limited**
Sd/-
Jyoti Sancheti
Company Secretary

Date: 11/06/2019
Place: Mumbai

Item: 1 & 2

Your Board at its meeting held on 11th June, 2019 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores) consisting of 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) consisting of 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

The Proposed resolution under this item No. 1& 2 seeks to obtain Members' approval to alter Clause V as mentioned in the Memorandum of Association of the Company. Pursuant to section 61 of the Companies Act, 2013, if authorized Share Capital is to be increased and Memorandum and Articles is to be altered of the Company, a Special Resolution is required to be passed by the Members of the Company.

Copy of the Memorandum and Articles of Association of the Company with the proposed amendment will be available for inspection by the Members at the Corporateoffice of the Company during business hours on all working days between 01.00 p.m. to 3.00 p.m. from 19th June, 2019 to 18th July, 2019.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No. 1 & 2 of the Notice except to the extent of their shareholding. The Board recommends the Resolutions set forth in Item No. 1 & 2 for the approval of the members.

Item: 3

Your Board at its meeting held on 11th June, 2019 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to raise funds. In order to meet the financial requirements of the Company, it is proposed to issue further equity capital for strengthening the financial position of the Company by making Rights Issue.

Given the Company's future growth plans and in the view of further requirements of funds, the Board of Directors of the Company, ("Board" which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), considers it necessary to augment the long term resources of the Company by way of issuing Equity Shares to eligible shareholders of the company, subject to an aggregate amount not exceedingRs.25 Crores, and further subject to the prevailing market conditions, receipt of regulatory approvals and other relevant considerations. The Board intends to deploy the net proceeds from the issue of the above mentioned Equity Shares for funding any one or more of the following: (i) Capital Expenditure (ii) Repayment of existing Loan and (iii) Purchase of Plant & Machinery (iv) Long Term working capital requirement of the Company (v) any other purpose as the board may decide and as disclosed in the draft letter of offer and letter of offer which will be filed with SEBI, BSE and NSE for their observations.

As the proposed issue will result in the issue of Securities (Equity Shares) on Right Basis "Right Issue" of the Company to eligible shareholders of the Company, consent of the members is being sought, for passing the Ordinary Resolution as set out in the said item no. 3 of the Notice, pursuant to Sections 62 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 62 of the Companies Act, 2013 ("Act") provides that, inter-alia, such further equity shares to be offered on Right Basis as "Right Issue" to the existing shareholders of the Company as on the date of offer by way of an Ordinary Resolution passed to that effect by the Company through Postal Ballot. The Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides that the Company shall, in the first instance, offer all Equity Shares for subscription pro-rata to the shareholders unless the shareholders in a general meeting or through postal ballot decide otherwise. Accordingly, Shareholders' approval is sought for issuing this equity shares on right issue basis as the Company may deem appropriate to the eligible shareholders. The equity shares, if any, allotted on issue shall rank in all respects pari-passuwith the existing Equity Shares of the Company. The issue will be structured in such a manner that the amount of the same would not exceed Rs. 25 Crores.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares the detailed terms and conditions for the issue will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements. The proposal therefore seeks to confer upon the Board the absolute discretion to determine the terms of issue.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "ICDR Regulations"), the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

Therefore, an enabling resolution is being proposed to give Board an adequate flexibility and absolute discretion to determine the terms of issue in consultation with the lead managers and others.

In connection with the proposed Right Issue of Equity Shares, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to decide the quantum of Equity Shares to be issued and price of issue of equity shares on Right basis. Hence, the details of the percentage of post offer (Right Issue) capital and shareholding pattern of the company are not provided. Accordingly, it is proposed to authorize the Board to issue such number of Equity Shares, to decide the pricing of issue, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The "Record Date" for this purpose will be the date as determined by the board of directors in accordance with the SEBI ICDR Regulations and other applicable laws.

The issue/allotment would be subject to the applicable regulatory approvals, if any.

Disclosure of nature of concern or interest, financial or otherwise u/s 102 of Companies Act, 2013:

The Board believes that such an issue of Equity Shares of the Company is in the interest of the Company and therefore recommend this Resolution at Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of Equity Shares that may be subscribed to by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

The following disclosures for the issue of equity shares on private placement are made in accordance with the provisions of Section 42 and The Companies (Prospectus and Allotment of Securities) Rules, 2014.

i)	Date of passing of Board resolution	June, 11 th 2019
ii)	Kinds of securities offered	Equity Shares of the Company on right basis.
iii)	Pricing of Equity Shares to be allotted on right basis by the Company	The pricing of the Equity Shares on that may be issued to eligible shareholders shall be determined by the board of directors of the Company.
iv)	Name and address of the valuer	Not applicable.
v)	Amount to be raised by the Company	Not exceeding Rs. 25 crores in one or more tranches.
vi)	Proposed time schedule	The allotment pursuant to the special resolution shall be completed within a period of 365 days from the date of passing of the resolution.
vii)	The objects of the issue	Net proceeds from the issue of the above mentioned Equity Shares for funding any one or more of the following: (i) Capital Expenditure (ii) Repayment of existing Loan (iii) Purchase of Plant & Machinery (iv) Long Term working capital requirement of the Company (v) any other purpose and as the board may decide and as disclosed in the draft letter of offer and letter of offer which will be filed with SEBI, BSE and NSE for their observations.
viii)	Contribution being made by Promoters or Directors of the Company	Not applicable.

Item: 4

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 11th June, 2019 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being available for inspection by the shareholders of the Company during normal business hours at the Corporate Office of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the members.

Item: 5

Mr. Rajnish Kumar Bedi (DIN No. 05287369) was appointed as an Independent Non-Executive Director of the Company for 1st term by the members at the 12th AGM of the Company held on 08th August, 2014 for a period of five consecutive years commencing from 8th August, 2014 to 7th August, 2019. As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment by passing a Special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajnish Kumar Bedi, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 8th August, 2019 to 7th August, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as a Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Rajnish Kumar Bedi fulfils the conditions specified under Section 149 (6) of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Rajnish Kumar Bedi as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajnish Kumar Bedi as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of

Mr. Rajnish Kumar Bedi as an Independent Director for another term of five consecutive years with effect from 8th August, 2019 to 7th August, 2024, for the approval by the shareholders of the Company.

Except Mr. Rajnish Kumar Bedi, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the members.

Item: 6

Mr. Deepak Mahajan (DIN No. 06702389) was appointed as an Independent Non-Executive Director of the Company for 1st term by the members at the 12th AGM of the Company held on 8th August, 2014 for a period of five consecutive years commencing from 8th August, 2014 to 7th August, 2019. As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Deepak Mahajan, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 8th August, 2019 to 7th August, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as a Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Deepak Mahajan fulfils the conditions specified under Section 149 (6) of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Deepak Mahajan as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Corporate office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Deepak Mahajan as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Deepak Mahajan as an Independent Director for another term of five consecutive years with effect from 8th August, 2019 to 7th August, 2024, for the approval by the shareholders of the Company.

Except Mr. Deepak Mahajan, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board recommends the Resolutions set forth in Item No. 6 for the approval of the members.

Item: 7

Mrs. Sonia Gupta (DIN No. 06702389) was appointed as an Independent Non-Executive Director of the Company for 1st term of 5 year by the members at the 13th AGM of the Company held on 29th September, 2015 for a period of five consecutive years commencing from 29th September, 2014 to 29th September, 2019. As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sonia Gupta, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 30th September, 2019 to 29th September, 2024.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as a Director of the Company, if so appointed by the members. In the opinion of the Board, Mrs. Sonia Gupta fulfils the conditions specified under Section 149 (6) of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Sonia Gupta as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Corporate office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Sonia Gupta as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Sonia Gupta as an Independent Director for another term of five consecutive years with effect from 30th September, 2019 to 29th September, 2024, for the approval by the shareholders of the Company.

Except Mrs. Sonia Gupta, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice

The Board recommends the Resolutions set forth in Item No. 7 for the approval of the members.

By Order of the Board of Directors
For **Brooks Laboratories Limited**
Sd/-
Jyoti Sancheti
Company Secretary

Date: 11/06/2019

Place: Mumbai

Details of Director(s), seeking appointment/re-appointment, as required under Regulation 38(3) of SEBI Listing Regulations and Secretarial Standard- 2 on General Meeting/Postal Ballot:

Name of the Director	Mr. Rajnish Kumar Bedi	Mr. Deepak Mahajan	Mrs. Sonia Gupta
Date of Birth & Age	04.02.1969	15.03.1970	28.01.1981
Date of Joining the Board for current appointment of 2nd term	08.08.2019	08.08.2019	30.09.2019
Profile of the Director viz, Qualification	B.Sc (Biosciences), MBA	B.A.	M.Sc., B.Ed
Expertise in specific functional areas	Co-Operative Sector	Business Management	Academician
No. of shares held in the company	0	435	0
Directorship held in other companies	Nil	Nil	Nil
Disclosure of Relationship between Directors inter-se	Nil	Nil	Nil

NOTES AND INSTRUCTIONS

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 ("the Act"), setting out material facts and reasons for the proposed Resolution Nos. 1 to 7, is annexed hereto along with the Postal Ballot Form for your consideration.
2. The additional details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, on Directors recommended by Board for re-appointment / continuation of office as a Director, are provided in the "Annexure" to this Postal Ballot Notice.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, 07th June, 2019 (cut-off date). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members, whose e-mail Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage pre-paid self-addressed Business Reply Envelope.
4. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. Voting rights of every member shall be reckoned on the paid-up value of the equity shares whose names shall appear in Benpos- Beneficiary Position/ Register of Members as on Friday, 07th June, 2019 (cut-off date), and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
5. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is being provided by the Company. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-voting process and the Postal Ballot Form can be downloaded from the Company's website www.brookslabs.net and on the website of CDSL www.evotingindia.com.
6. E-voting: In compliance with the provisions of Sections 108, 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all its shareholders to enable them to cast their votes electronically. Please note that e-voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for e-voting, then he/she/it should not vote by postal ballot and vice-versa. However, in case shareholder(s) cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail, notwithstanding whichever option is exercised first.
7. The Company has engaged Central Depository Services Limited ("CDSL") to provide e-voting facility to the shareholders of the Company as an alternate to dispatch the Postal Ballot Form. If a shareholder has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form.
8. Corporate / Institutional Member(s) (i.e., other than individuals, Hindu Undivided Families / Non-resident Indians etc.) opting for Postal Ballot are required to send Certified True copy of Board Resolution / Power of Attorney / Authority letter etc., to the M/s Link Intime India Pvt. Ltd., Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 with the Form.
9. Members can cast their vote online from 19th June, 2019 at 9.00 a.m. to 18th July, 2019 at 5.00 p.m. as the e-voting module shall be disabled for voting by CDSL thereafter. During this period, shareholders' of the Company as on the cut-off date i.e., on Friday, 07th June, 2019 may cast their vote electronically. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the at the address of Registrar and Transfer Agent of the company M/s Link Intimeon or before the close of working hours i.e. by 5.00 p.m. on 18th July, 2019. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.

10. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.

11. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;

12. Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots on 18th July, 2019), whichever is earlier.

13. Mr. Nitesh Chaudhary, Practicing Company Secretaries (M. No. FCS 10010) Address: D-107, Crystal Plaza, Opposite Infinity Mall, New Link Road, Andheri West, Mumbai - 400053 has been appointed as the scrutinizer for Postal Ballot and electronic voting process who shall prepare and submit his report of the votes cast in favour or not in favour/ against, to the Chairman on 20th July, 2019.

14. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.brookslabs.net, on the website of CDSL, www.evotingindia.com and shall also be communicated to BSE Limited.

15. Members may contact Mr. Nitesh Chaudhary, the Scrutinizer by an email at csniteshchaudhary@gmail.com for any information or queries pertaining to electronic voting;

16. Notice of the meeting is also displayed at www.brookslabs.net and www.evotingindia.com.

17. User Manual for electronic voting is available at www.evotingindia.com

The instructions for shareholders voting electronically are as under:

The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <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.

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) J Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. J In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

(iii) After entering these details appropriately, click on "SUBMIT" tab.

(iv) Members holding shares in physical form will then reach directly 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.

(v) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN of "BROOKS LABORATORIES LIMITED" to vote.

(vii) 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.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(ix) 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.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xii) If Demat account holder has forgotten the changes password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) 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.

(xiv) Note for Non - Individual Shareholders and Custodians

J 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 they have to create a user who would be able to link the account(s) for which they wish to vote on.
-] The list of accounts 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.

In case of members receiving the Physical copy:

- (A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- (B) The voting period begins on 19th June, 2019 at 9.00 a.m. to 18th July, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 07th June, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

BROOKS LABORATORIES LIMITED

CIN: L24232HP2002PLC000267

Registered Office: Village Kishanpura, Nalagarh Road, Baddi, HP - 174101

Corporate Off.: 502, Kanakia Atrium-2, Andheri Kurla Road, Next to Hotel Courtyard Marriott, Andheri (East) Mumbai - 400093

Tel No: 01795-654001 / 654002 / 654003; Fax No.: 01795-236939,

Email: cs@brookslabs.net; Website: www.brookslabs.net**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before completing the form)

S. No. _____

1	Name(s) of shareholders(s) (In block Letters) including joint-holders, if any	
2	Registered Address of the sole/first named shareholder	
3	Registered Folio No./DP ID No*	
4	Client ID No*.	
5	Number of shares held	

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Particulars	Type of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution AGAINST)
1.	Increase in Authorized Share Capital of the Company	Special Resolution			
2.	Alteration of Capital Clause of Memorandum of Association of the Company	Special Resolution			
3.	Allotment of Shares on Right Issue Basis	Ordinary Resolution			
4.	Adoption of new set of Articles of Association of the Company.	Special Resolution			
5.	Re-appointment of Mr. Rajnish Kumar Bedi (Din: 05287369) as an Independent Director of the Company	Special Resolution			
6.	Re-appointment of Mr. Deepak Mahajan (Din: 06702389) as an Independent Director of the company	Special Resolution			
7.	Re-appointment of Mrs. Sonia Gupta (Din no. 06998420) as an Independent Director of the company	Special Resolution			

Place:

Date:

Signature of the Shareholder / Beneficial Owner

ELECTRONIC VOTING PARTICULARS

(Refer Instruction No.3 given overleaf)

(* Applicable to Shareholders holding shares in dematerialized form)

Electronic Voting Particulars		
EVSN (Electronic Voting Sequence Number)	User Id	PAN NO./SEQUENCE NO.

Notes:

1. If you opt to cast your vote by ("Electronic Voting") E-voting, there is no need to fill up and sign this form.
2. Last date of receipt of Postal Ballot Forms by the Registrar and Transfer Agent is 18th July, 2019.

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the Company in the attached pre-paid self-addressed envelope. However, envelope containing Postal Ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Registrar and Transferor Agent of the Company M/s. Link Intime India Pvt. Ltd. At Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
5. Duly completed Postal Ballot Form should reach by the Registrar and Transferor Agent of the Company M/s. Link Intime India Pvt. Ltd. not later than the closing of working hours (5.00 p.m.) of 18th July, 2019. Postal Ballot Form received after this date will strictly treated as if the reply from the member has not been received. Results of the Postal Ballot will be declared by the Chairman on 20th July, 2019.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders on 07th June, 2019 (cut-off date).
7. The Postal Ballot shall not be exercised by a Proxy.
8. The Scrutinizers decision on the validity of the Postal Ballot shall be final.
9. In case of shares held by companies, trusts, societies etc. duly completed Postal Ballot should be accompanied by a certified true copy of Board resolution / Authority together with specimen signature(s) of the duly Authorized signatory/ies.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelope will be sent to the Registrar and Transferor Agent of the Company M/s. Link Intime India Pvt. Ltd.
11. A Member may request for a Duplicate Postal Ballot Form from the Company, if so required. However, the duly filled in Duplicate Postal Ballot Form should reach the M/s Link Intime India Pvt. Ltd., Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 not later than the date specified.