



A WHO GMP & ISO 9001: 2008 Certified Company

Corp. Off. Suite no. 203-204, Eco House, Vishveshwar Nagar,
Goregaon (East), Mumbai - 400 063 (INDIA)
Ph: +91 22 29275901/02/03/04 • Fax: +91 22 29275905

NOTICE

Notice is hereby given that the NINETH ANNUAL GENRAL MEETING of the Members of Brooks Laboratories Limited will be held on Tuesday, the 5th day of JULY 2011 at 11.00 a.m. at the registered office of the company situated at G-101, Ivory Tower, Sector 70, Mohali, Punjab.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011, Profit and loss Account for the year ended on that date, together with Report of Auditors, Directors Report and Report on Corporate Governance thereon.
2. To Declare Dividend.
3. To appoint Auditors for the year 2011-12 and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions: -
 - (a) "RESOLVED THAT Mr. Lalit Mahajan, who was appointed as an additional Director by the Board of Directors pursuant to Article 156 of Articles Association of the Company and Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice under Section 257 of the companies Act, 1956 be and is hereby appointed as Director of the Company, liable to retire by rotation.
 - (b) "RESOLVED THAT Mr. Vivek Sharma, who was appointed as an additional Director by the Board of Directors pursuant to Article 156 of Articles Association of the Company and Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of

whom the company has received a notice under Section 257 of the companies Act, 1956 be and is hereby appointed as Director of the Company, liable to retire by rotation.

- (c) "RESOLVED THAT Ms. Monika Sabharwal, who was appointed as an additional Director by the Board of Directors pursuant to Article 156 of Articles Association of the Company and Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice under Section 257 of the companies Act, 1956 be and is hereby appointed as Director of the Company, liable to retire by rotation.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 269, schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 Dr. D.S.Maity, be and is hereby appointed as an Executive Whole Time Director (Technical) of the Company for a period of three years w.e.f. 10th September 2010 to 10th September 2013 on a remuneration as detailed below.

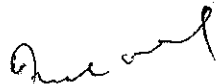
Year	Remuneration per month (in Rs.)
September 2010 to 31st March 2011	80000
1st April 2011 onwards	92000

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and are acceptable to Dr. D.S Maity.

For and on Behalf of the Board

Place: Mohali

Dated: 14.06.11



Atul Ranchal
(Chairman)



Rajesh Mahajan
(Managing director)

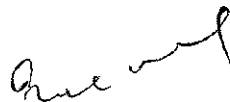
NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.
2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item Nos. 4 (a), (b), (c) & 5 are annexed hereto and forms part of Notice.
3. The Register of Members and the Share Transfer Register of the Company will remain closed from 1 July 2011 to 5th July 2011 (both days inclusive).
4. The Members are requested to notify the change in their address, if any, at the earliest.
5. Members desiring any information as regards Accounts are requested to write to the company at its registered office at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
6. The copies of relevant documents can be inspected at the registered office of the company on any working day between 10.30 A.M to 12.30 P.M.

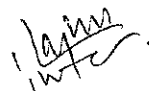
For and on Behalf of the Board

Place: Mohali

Dated: 14.06.11



**Atul Ranchal
(Chairman)**



**Rajesh Mahajan
(Managing director)**

Annexure to the Notice:

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956:

ITEM No. 4 (a), 4(b) & 4(c) of the SPECIAL BUSINESS

The Board of Directors of the company in its meeting held on 1st October 2010 appointed Mr. Lalit Mahajan, Mr. Vivek Sharma and Ms. Monika Sabharwal as an Additional Directors w.e.f 1.10.2010 on the Board of the Company. Pursuant to Article 156 of Articles Association of the Company and of Section 260 of the Companies Act, the Additional Directors will hold the office up to the ensuing Annual General Meeting.

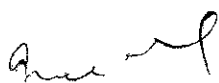
The Company has received notices from some members under Section 257 of the Companies Act, 1956, signifying their intention to propose Mr. Vivek Sharma, Mr. Lalit Mahajan and Ms. Monika Sabharwal as a Director of the company. Accordingly your approval is solicited for their appointment.

MEMORANDUM OF INTEREST

None of the directors except Mr. Lalit Mahajan, being appointee himself in item no 4(a), Mr. Vivek Sharma being appointee himself, in item no. 4(b), Ms. Monika Sabharwal being appointee himself, in item no. 4(c), is concerned or interested in the respective resolutions.

ITEM NO. 5 OF THE SPECIAL BUSINESS

Keeping in view the contribution made by Dr. D.S. Maity in framing progressive policies and also giving their valuable guidance/suggestions from time to time to the company. The Board of directors of the company in its meeting held on 10th September 2010 had appointed Dr. D.S Maity as Executive Director of the company for a period of 3 years w.e.f 10th September 2010 to 10th September 2013 on remuneration and other terms and conditions as mentioned in the resolution. His appointment is subject to the approval of the Members. Accordingly, your approval is solicited.



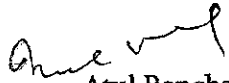
MEMORANDUM OF INTEREST

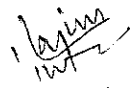
None of the directors except, Dr. D.S Maity, being an appointee himself is concerned or interested in the appointment.

For and on Behalf of the Board

Place: Mohali

Dated: 14.06.2011


Atul Ranchal
(Chairman)


Rajesh Mahajan
(Managing director)

DIRECTORS REPORT

The Board of Directors of your company has pleasure in presenting the 9th Annual Report on the affairs of the Company together with the Audited Accounts of the company for the year ended 31st March 2011.

1. FINANCIAL RESULTS


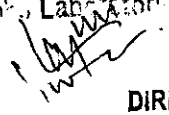
The Financial Results for the year are as under:-

(Amount in Rs.)

PARTICULARS	2010-11	2009-10
Turnover	525391681	450684743
Profit before Depreciation, Interest & Tax(PBDIT)	93506767	73893392
Financial Expenses	16076361	15189919
Profit before Depreciation and Tax (PBDT)	78994819	59998314
Depreciation	6030449	5102814
Profit before Tax (PBT)	72964370	54895500
Profit after Tax	68882063	51719642
Appropriations:		
Proposed Dividend on Equity Shares	10%	Nil
Surplus carried to Balance Sheet	90288432	84458921

2. WORKING RESULTS

During the year under review, our company has achieved a turnover of Rs. 525391681/- as compared to Rs. 450684743/- in the previous year showing thereby an increase of 14.22%. The company has earned a profit after tax and depreciation of Rs. 68882063 as compared to Rs. 51719642 in the previous year. Your Directors are continuously looking for avenues for future growth of the Company in Pharmaceutical industry.

For Brooks Laboratories Ltd. For Brooks Laboratories Ltd.
 
DIRECTOR DIRECTOR
DIRECTOR

3. DEPOSITS

During the year 2010-11, the company has not accepted any deposits from the public in terms of the provisions of Section 58 (A) and 58(AA) of the companies Act, 1956.

4. DIVIDEND

The Board of Directors of your company has recommended a dividend of Rs. 1/- per share on the fully paid-up Equity shares of the Company.

5. DIRECTORS

The Board of Directors had appointed Dr. D.S Maity in its Meeting held on 10th September 2010 as Executive Director on the Board of the Company for a period of three years w.e.f 10th September 2010 to 10th September 2013 subject to the approval of the members in the next Annual General Meeting of the Company. Further Mr. Lalit Mahajan, Mr. Vivek Sharma, Ms. Monika Sabharwal in its Meeting held on 1st October 2010 as Additional Directors on the Board of the Company, pursuant to Article 156 of the Articles of Association and Section 260 of the companies Act, 1956.

The Company has received notices from some members under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Lalit Mahajan, Mr. Vivek Sharma and Ms. Monika Sabharwal as Directors of the Company. Requisite approval for their appointment is being sought at the ensuing Annual General Meeting.

Mr. Rampartap and Mr. Manmohan Lal Mahajan have resigned from the Directorship as on 6th October 2010. The Board places on record the valuable services rendered by them during their tenure as director of the Company.

6. SHARE CAPITAL

During the year under review:

The Company increased its Authorized Share Capital from Rs. 500,00,000/- divided into 5000000 equity shares of Rs. 10/- each to Rs. 2000,00,000/- divided into 20000000 equity shares of Rs. 10 each as on 10th September 2010.

The Company has also allotted 32810 Equity Shares to promoters on preferential basis as on 06th October 2010, 5152412 equity shares as bonus issue (other than cash) to the

For Brood Laboratories Ltd

DIRECTOR

For Brood Laboratories Ltd

DIRECTOR

7. AUDITORS

M/S J.K JAIN & ASSOCIATES, Chartered Accountants, Chandigarh, Auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting and being eligible offers themselves for re- appointment. The Company has received a certificate from the said Auditors to the effect that their reappointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956.

8. AUDITORS REPORT.

The Statutory Auditors of the Company have submitted Auditors Report on the accounts of the Company for the accounting year ended March 31, 2011. The Auditor Reports of the accounts is self explanatory and requires no comments.

9. STATEMENT OF PARTICULARS OF EMPLOYEES

During the year no employee of the company received a salary of more than Rs. 60.00 Lac per annum or 5.00 Lac per month. Accordingly no particulars of employees required to be given pursuant to the provisions of Section 217(2A) of the Companies Act, 1956.

10. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The Statement of conservation of energy, technology absorption, foreign exchange earning and outgo as required under Section 217 (1)(e) of the companies Act, 1956 are annexed hereto and form part of this report.

11. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the Section 217 (2AA) of the companies Act, 1956, the directors confirm that in the preparation of the Annual accounts, the applicable accounting standards have been followed:

- a) appropriate accounting policies have been selected and applied consistently, and have made judgments and estimate that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company as at 31st March 2011 and of the profit of the Company for the year ended on 31st March 2011

March 2011 and of the profit of the Company for the year ended on 31st March 2011

- b) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- c) the annual accounts have been prepared on a going concern basis.


12. ACKNOWLEDGEMENT:

Your Directors are pleased to place on record their sincere gratitude to the Government, financial Institutions, Bankers and Business Constituents for their continental and valuable co-operation and support to the Company. They also take this opportunity to express their deep appreciation for the devoted and sincere services rendered by the employees at all levels of the operations of the Company during the year.

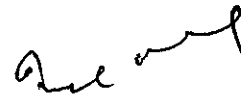
FOR AND ON BEHALF OF THE BOARD

Date: Mohali

Place: 14.06.11



Rajesh Mahajan
Managing Director



Atul Ranchal
Chairman

ANNEXURE TO THE DIRECTORS' REPORT


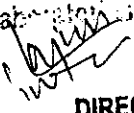
Information as per Section 217(1) (e) read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended March 31, 2011.

1. Conservation of Energy

Your Company has always been conscious of the need to conserve energy and reduce the cost of production. The details regarding the present energy consumption are furnished below as per form A of the annexure to the rules.

Form - A

Particulars		2010-11
A. Power and fuel Consumption		
1. Electricity		
a) Purchased		
Unit	KWH	1591170.00
Total amount	Rs. In	6826187.00
Rate per unit	Rs./unit	4.30
b) Own generation through diesel		
i) Generator Units	KWH	151830
Unit per liter of diesel	KWH	2.34
Cost per Unit	Rs.	17.83
ii) Through Steam Turbine/generator units		
Unit per liter of fuel/gas		Nil
Cost per Unit		Nil
2. Coal		
Quantity	Tons	Nil
Total cost	Rs.	Nil
Average rate	Rs./Ton	Nil
3. Furnace Oil		
Quantity	K. Liters	26.8042
Total Cost	Rs.	102365.23
Average Rate	Rs./Liter	38.19
4. Others/Internal Generation		

For Brooks Laboratories Ltd. For Brooks Laboratories Ltd.

DIRECTOR

DIRECTOR