



**11TH
ANNUAL REPORT
2012-13**



Brooks
LABORATORIES LIMITED

A WHO GMP & ISO 9001 : 2008 Certified Company

Registered Office:

Village Kishanpura, Nalagarh Road, Baddi, Distt. Solan, H.P.

Tel. : 01795-654001/02/03 Fax : 01795-236939

Website : www.brookslabs.net

BOARD OF DIRECTORS

Mr. Atul Ranchal	Chairman
Mr. Rajesh Mahajan	Managing Director
Dr. D.S. Maity	CEO-cum-Technical Director
Mr. Rajnish Bedi	Independent Director
Mr. Bhaskar Sharma	Independent Director

COMPANY SECRETARY

Ms. Ashima Banodha

BANKERS

State Bank of India
Axis Bank

AUDITORS**M/S J. K. JAIN & ASSOCIATES**

Chartered Accountants
SCO 1132-33, Sector 22-B
Chandigarh.
Tel. : 0172-2704536-37

REGD. OFFICE & WORKS

Village Kishanpura
Nalagarh Road
Baddi, Distt. Solan, H.P.
Tel. : 01795-654001/02/03
Fax : 01795-236939

CORPORATE OFFICE

203/204, Eco House
2nd Floor, Vishveshwar Nagar,
Goregaon (East)
Mumbai - 400 063, INDIA.
Tele : +91-22-29275901/2/3
Fax : +91-22-29275905

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (W)
Mumbai.
Tel. : 022-25946970

<u>CONTENTS</u>	<i>Page Nos.</i>
Notice	1-7
Report of Board of Directors	8-10
Management Discussion and Analysis	11
Corporate Governance Report	12-17
Auditor's Certificate under Clause 49	18
MD/CFO Certification	18
Auditor's Report	19-21
Balance Sheet	22
Statement of Profit & Loss	23
Cash Flow Statement	24
Notes forming Part of Balance Sheet	25-34
Significant Accounting Policies	35-36
Attendance Slip & Proxy Form	



NOTICE TO MEMBERS

NOTICE is hereby given that the **ELEVENTH ANNUAL GENERAL MEETING** of the Members of **BROOKS LABORATORIES LIMITED** will be held on **Friday, the 6th day of September, 2013** at **9.00 A.M.** at **HOTEL GIANZ, BADDI-NALAGARH HIGHWAY, NH-21A, BADDI, DISTT. SOLAN, H.P.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss for the year ended on that date, together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Dr. D.S. Maity who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors for the financial year 2013-14 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT M/s J K Jain and Associates, Chartered Accountants, Chandigarh, (Firm Registration No. 004025N), being eligible under Section 224(1B) and 224(1C) of the Companies Act, 1956 and having offered themselves for re-appointment, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such Audit Fee plus Service Tax and reimbursement of out-of-pocket expenses on actual basis as shall be fixed by the Board of Directors of the Company in mutual consultation with the Auditors."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. BHASKAR SHARMA AS INDEPENDENT DIRECTOR

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

"RESOLVED THAT Mr. Bhaskar Sharma, who was appointed as an Additional Director on the Board w.e.f. 22.05.2013 pursuant to Section 260 of the Companies Act, 1956 and whose term expires at this Annual General Meeting of the Company and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, from a member proposing his candidature for the office of the Director along with a deposit of Rs. 500/-, be and is hereby appointed as Independent Director on the Board of Directors of the Company."

5. INCREASE IN REMUNERATION OF MR. ATUL RANCHAL, CHAIRMAN

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

- I. **"RESOLVED THAT** pursuant to the provisions of sections 198, 269, 309, 310 and 311 read with the provisions of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, the consent and approval of the Company be and is hereby accorded for the increase in remuneration of Mr. Atul Ranchal, Chairman cum Whole Time Director of the Company, as approved by the Remuneration Committee on the terms and conditions as set out in the explanatory statement (Item No. 5 & 6), with further authority to the Board (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary such terms and conditions including remuneration as agreed by the Board of Directors of the Company and Mr. Atul Ranchal subject to the conformity with the provisions of the Companies Act, 1956 and Schedule XIII.

- II. **RESOLVED FURTHER THAT** subject to the applicable approvals, Mr. Atul Ranchal, Chairman cum Whole-Time Director of the Company, shall be paid the aforesaid remuneration as minimum remuneration in the event of absence or inadequacy of profits."

6. INCREASE IN REMUNERATION OF MR. RAJESH MAHAJAN, MANAGING DIRECTOR

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

- I. **"RESOLVED THAT** pursuant to the provisions of sections 198, 269, 309, 310 and 311 read with the provisions of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, the consent and



approval of the Company be and is hereby accorded for the increase in remuneration of Mr. Rajesh Mahajan, Managing Director of the Company, as approved by the Remuneration Committee on the terms and conditions as set out in the explanatory statement (Item No. 5 & 6), with further authority to the Board (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary such terms and conditions including remuneration as agreed by the Board of Directors of the Company and Mr. Rajesh Mahajan subject to the conformity with the provisions of the Companies Act, 1956 and Schedule XIII.

- II. RESOLVED FURTHER THAT** subject to the applicable approvals, Mr. Rajesh Mahajan, Managing Director of the Company, shall be paid the aforesaid remuneration as minimum remuneration in the event of absence or inadequacy of profits."

7. ALTERATION OF ARTICLES OF ASSOCIATION

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 31 and other applicable provisions, if any, of the Companies Act, 1956, or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing Article 176(1) with the following Article 176(1) as follows:

176: Appointment of Technical or Executive Director

(1) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares."

**By order of the Board of Directors
For BROOKS LABORATORIES LIMITED**

**Place: Baddi
Date: 10.08.2013**

**Sd/-
Ashima Banodha
Company Secretary**

NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the company.**

Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxy Form attached.

- Corporate members intending to send their authorized 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, as provided under Section 187 of the Companies Act, 1956.
 - An Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is annexed hereto as Annexure 1 and forms part of the Notice.
 - The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 2nd September, 2013 to Thursday, 5th September, 2013, both days inclusive.
 - Brief resume of Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India is annexed hereto as Annexure 3.
 - Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
 - Members holding shares in physical form are requested to forward all applications for transfers and all other shares-related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company viz. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078 (Tel: 022- 2594 6970, Fax: 022- 2594 6969, Email: rnt.helpdesk@linkintime.co.in).
 - Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling Form 2B in duplicate with the Share Transfer Agents which, on request will supply blank forms.
- Members holding shares in the dematerialised form may contact the Depository Participant for recording nomination in respect of their shares.



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

ITEM No. 4:

Mr. Bhaskar Sharma was appointed as Additional Director of the Company w.e.f. 22.05.2013 as per the Articles of Association of the Company and pursuant to Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting.

Notice under Section 257 of the said Act has been received from a member along with a deposit of Rs. 500/- proposing the name of Mr. Bhaskar Sharma, for appointment as Director of the Company. Mr. Bhaskar Sharma has already filed his consent to act as a Director, with the Company.

The Resolution as set out in Item No. 4 of the Notice will be placed before the meeting for the approval of the Members.

Your Directors recommend the approval of the proposed resolution by the Members.

None of the Directors of the Company is directly or indirectly interested, except Mr. Bhaskar Sharma, in the Resolution.

ITEM NO. 5 & 6:

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

Mr. Atul Ranchal, Chairman, and Mr. Rajesh Mahajan, Managing Director, are not at all associated in any other company or firm. They are devoting their time and energy exclusively 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. Rajesh Mahajan, Managing Director and Mr. Atul Ranchal, Chairman 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.

Keeping in mind their best efforts and the workload which has multiplied over years, the Board of Directors have approved remuneration of Rs. 15,00,000/- (Rupees Fifteen Lacs only) per month each plus perks on the recommendation of

9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
10. Members who wish to obtain any information on the Company may send their queries at least 7 days before the Annual General Meeting to the Company Secretary at the Company's Registered Office at Village Kishanpura, Nalagarh Road, Baddi, Distt. Solan, H.P.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
12. Members may please note that, Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company/Share Transfer Agents for registration of such transfer of shares.

Members may please note that, SEBI has also made it mandatory for submission of PAN in the following cases
viz., (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s), and (iii) Transposition of shares.
13. In continuation of our efforts in promoting and supporting the "GO GREEN" initiative of the Ministry of Corporate Affairs, members who have not registered their e-mail addresses and those who are holding shares in physical form are requested to contact the Share Transfer Agents of the Company and register their email-id. Members holding shares in dematerialised form are requested to contact their Depository Participant.

Members who have registered their email ids with the Depository will be sent the Notice of the AGM and Annual Report by email. Members may please note that notices, annual reports, etc. will be available on the Company's website - www.brookslabs.net and the same shall also be available for inspection, during office hours, at the Registered Office of the Company. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.



Remuneration Committee subject to the approval of the members at the ensuing Annual General Meeting and the Central Govt. The Company has already applied to the Central Govt. with necessary documents for requisite approval to pay the above mentioned remuneration. Please refer Annexure 2 for information as required under Schedule XIII of the Companies Act, 1956. The detailed terms and conditions for the payment of remuneration to each of the two directors are as follows:

TERMS & CONDITIONS:

a) SALARY

Rs. 15,00,000/- (Rupees Fifteen Lacs Only) per month with such annual increments/ increases as may be decided by the 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 Accounts are approved by the Board of Directors and adopted by the shareholders.

c) PERQUISITES

Category A:

- i. Accommodation: Free furnished residential accommodation with gas, electricity, water and furnishings
- ii. Medical Reimbursement: Reimbursement of Medical Expenses incurred for self and family.
- iii. Leave Travel Assistance: Leave Travel Assistance for self and family
- iv. Personal Accident Insurance
- v. Club Fees: Fees in respect of two clubs
- vi. Car: Free use of Company's car for Company's work as well as for personal purposes alongwith driver.
- vii. Telephone/ Telefax: Telephone, telefax and other communication facilities at Company's cost.
- viii. Insurance: Cost of insurance cover against the risk of any financial liability or loss because of any error of judgement, as may be approved by the Board of Directors from time to time.
- ix. Reimbursement of Servant's Salary: Reimbursement of servant's salary subject to a maximum of two servants
- x. Reimbursement of Expenses: Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Mr. Atul Ranchal during the course of and in connection with the business of the Company.

- xi. Others: Subject to the statutory ceilings, Mr. Atul Ranchal may be given any other allowances, perquisites and facilities as the Board of Directors may decide from time to time.

Category B

- i. Gratuity: Payable at the rate not exceeding 15 out of 26 days salary for each completed year of service as per the rules of the Company. This will not be included in the computation of the ceiling on perquisites or remuneration.
- ii. Leave Encashment: As per the rules of the Company. This will not be included in the computation of the ceiling on perquisites or remuneration.

The Board of Directors recommend passing of the resolutions set out in Item No. 5 & 6 of the accompanying notice.

The resolution and explanatory statement may be treated as a Memorandum of Abstract pursuant to the provisions of Section 302 of the Companies Act, 1956.

None of the Directors, other than Mr. Atul Ranchal, is concerned or interested in the resolution at Item No. 5.

None of the Directors, other than Mr. Rajesh Mahajan, is concerned or interested in the resolution at Item No. 6.

ITEM NO. 7

As per the provisions of the existing Article 176(1) of the Articles of Association of the Company, a Technical or Executive Director of the Company was not entitled to vote at any meeting of the Board of Directors of the Company. The Board is of the considered opinion that in view of the contribution expected by a Technical or Executive Director of the Company, it is desirable to grant voting rights to such director at Board Meeting. The Board, therefore, passed the resolution for amendment of the Articles of Association.

Considering enhanced participation of the Technical or Executive Director in Board Meetings, the Board commends the resolution for approval by the members.

None of the Directors, other than Dr. D.S. Maity, is concerned or interested in the resolution proposed at Item No. 7 of the accompanying Notice.

**By order of the Board of Directors
For BROOKS LABORATORIES LIMITED
Sd/-**

**Place: Baddi
Date: 10.08.2013**

**Ashima Banodha
Company Secretary**

**STATEMENT PURSUANT TO PROVISIO TO SCHEDULE XIII (PART II SECTION II (1) (C) (Clause iv)) OF THE COMPANIES ACT, 1956****GENERAL INFORMATION**

- | | | |
|----|---|--|
| 1. | Nature of Industry | Pharmaceutical |
| 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 | PI refer Exhibit 2.1 |
| 5. | Export performance and net foreign exchange collaborations, if any | Nil |
| 6. | Foreign investments or collaborators, if any | NRI Investment of Rs. 11,92,690/- as on 31.03.2013 |

I.	INFORMATION ABOUT THE APPOINTEE	Mr. Atul Ranchal, Chairman cum Whole Time Director	Mr. Rajesh Mahajan, Managing Director
		Year	Remuneration
1.	Background Details	Refer the Explanatory Statement to Item No. 5 above	
2.	Past Remuneration	2012-13	39.00 Lacs
		2011-12	28.50 Lacs
3.	Recognition or Awards	N.A.	
4.	Job Profile and his suitability	Refer the Explanatory Statement to Item No. 5 above	
5.	Remuneration proposed	Salary- Rs. 15 Lacs per month Perquisites & Allowances- Rs. 1 Lac 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)	PI refer Exhibit 2.2	
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.	

OTHER INFORMATION

- | | | |
|----|---|---|
| 1. | Reasons of loss or inadequate profits | During the Financial Year 2012-13, the Company has earned Net Profits of Rs. 714.39 Lacs indicating a reduction of 19% as compared to previous year. The Company has invested its funds in the setting up of another plant in Gujarat. Profits are inadequate in view of prevailing limit of 5% of net profits relating to payment of managerial remuneration, as prescribed under the Companies Act, 1956. |
| 2. | Steps taken or proposed to be taken for improvement | The Company is progressively heading towards the completion of another plant which is under construction in Gujarat. As soon as the plant starts its operations, the turnover and profits of the Company are expected to get accelerated. |
| 3. | Expected increase in productivity and profits in measurable terms | The Company expects substantial increase in its output on the commencement of operations in its plant in Gujarat. The performance of the Company is expected to improve in terms of higher turnover, better productivity and commensurate profitability. |

DISCLOSURES

- | | | |
|----|---|----------------------|
| 1. | Remuneration package of the managerial person | PI refer Exhibit 2.3 |
|----|---|----------------------|



Exhibit 2.1
FINANCIAL POSITION OF THE COMPANY

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

	(in ₹ lacs)				
Particulars	2012-13	2011-12	2010-11	2009-10	2008-09
Sales and Other Income	8011.87	5699.81	5266.55	4521.36	4496.75
Profits after tax	714.39	883.59	688.82	517.19	296.41
Earnings Per Share (in `)	4.41	6.55	6.97	11.12	11.47
Net Fixed Assets	2064.53	2212.28	1908.66	1938.01	1705.48
Capital Work In Progress	3552.42	3388.36	63.30	1.84	6.49
Long Term Loans & Advances	624.63	592.78	378.91	0.00	0.00
Current Assets	6593.79	4154.16	1690.53	1784.98	1498.24
Equity Share Capital	1618.64	1618.64	988.64	465.12	258.40
Reserves & Surplus	8922.06	7507.68	954.09	895.79	592.00
Long Term Borrowings	0.00	0.00	90.17	1182.09	1606.41
Current Liabilities	2431.55	1379.13	1951.77	1179.39	751.79

Exhibit 2.2
INDUSTRY TRENDS

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

				(in ₹ lacs)
1. Lupin Ltd.				
S. No.	Name of Director	Designation	Remuneration	
1.	Mr. Deshbandhu Gupta	Chairman		1499.90
2.	Mr. Kamal Kishore Sharma	Managing Director		714.20
3.	Mr. Nilesh Deshbandhu Gupta	Executive Director		385.20
2. Jubilant Life Sciences Ltd.				(in ₹ lacs)
S. No.	Name of Director	Designation	Remuneration	
1.	Mr. Shyam Sunder Bhartia	Chairman & Managing Director		237.96
2.	Mr. Hari Shankar Bhartia	Co-Chairman & Managing Director		229.93
3. Sun Pharmaceutical Industries Ltd.				(in ₹ lacs)
S. No.	Name of Director	Designation	Remuneration	
1.	Mr. Dilip Shantilal Sanghvi	Managing Director		233.43
2.	Mr. Sudhir Vrindavandas Walia	Executive Director		234.13

Exhibit 2.3
Proposed Remuneration Package (per month in Rs.)

S. No.	REMUNERATION BREAK-UP (per month)	Mr. Atul Ranchal Chairman	Mr. Rajesh Mahajan, Managing Director
1.	SALARY: Rs. 15,00,000/- (Rupees Fifteen Lacs Only) per month (including monetary allowances) with such annual increments/ increases as may be decided by the Board of Directors from time to time.	15,00,000.00	15,00,000.00
2.	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 Accounts are approved by the Board of Directors and adopted by the shareholders.	As applicable	As applicable
3.	PERQUISITES		
i.	Accommodation: Free furnished residential accommodation with gas, electricity, water and furnishings	NIL	NIL



S. No.	REMUNERATION BREAK-UP (per month)	Mr. Atul Ranchal Chairman	Mr. Rajesh Mahajan, Managing Director
ii.	Medical Reimbursement: Reimbursement of Medical Expenses incurred for self and family.	15000.00	15000.00
iii.	Leave Travel Assistance: Leave Travel Assistance for self and family	10000.00	10000.00
iv.	Personal Accident Insurance	15000.00	15000.00
v.	Club Fees: Fees in respect of two clubs	5000.00	5000.00
vi.	Car: Free use of Company's car for Company's work as well as for personal purposes alongwith driver.	20000.00	20000.00
vii.	Telephone/ Telefax: Telephone, telefax and other communication facilities at Company's cost.	2000.00	2000.00
viii.	Insurance: Cost of insurance cover against the risk of any financial liability or loss because of any error of judgement, as may be approved by the Board of Directors from time to time.	6000.00	6000.00
ix.	Reimbursement of Servant's Salary: Reimbursement of servant's salary subject to a maximum of two servants	12000.00	12000.00
x.	Reimbursement of Expenses: Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Mr. Atul Ranchal during the course of and in connection with the business of the Company.	15000.00	15000.00
xi.	Others: Subject to the statutory ceilings, Mr. Atul Ranchal may be given any other allowances, perquisites and facilities as the Board of Directors may decide from time to time.	NIL	NIL
Total Remuneration per month		16,00,000.00	16,00,000.00

ANNEXURE 3**Information regarding details of Directors seeking Appointment/Re-appointment in ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement**

Name of Director	Dr. D.S. Maity	Mr. Bhaskar Sharma
Designation	Technical Director	Independent Director
Date of Birth	01.01.1964	24.03.1984
Date of Appointment	10.09.2010	22.05.2013
Qualifications	M.Sc., Ph.D. (Chemistry)	B.A., M.B.E. (Banking), L.L.B.
Expertise in Specific	Administrative,	Legal
Functional Areas	Production	
Shareholding in Brooks Laboratories Limited	3000 shares	Nil
Directorships held in other companies	Nil	Solicitors Solutions Private Limited
Membership/Chairmanship of Committees of other Public Companies	Nil	Nil

Place: Baddi
Date: 10.08.2013

**By order of the Board of Directors
For Brooks Laboratories Limited
Sd/-
Ashima Banodha
Company Secretary**