



# Brooks

LABORATORIES LIMITED

A WHO GMP & ISO 9001:2008 Certified Company

VADODARA UNIT



## 13<sup>TH</sup> ANNUAL REPORT 2014-15

**BOARD OF DIRECTORS**

Mr. Atul Ranchal	Chairman
Mr. Rajesh Mahajan	Managing Director
Dr. D.S. Maity	CEO cum Technical Director
Mr. Rajnish Kumar Bedi	Independent Director
Mr. Deepak Mahajan	Independent Director
Ms. Sonia Gupta	Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. Anil Kumar Pillai

**AUDITORS**

M/s SGC& Co.  
Chartered Accountants  
4A, Kaledonia-HDIL  
2<sup>nd</sup> Floor, Sahar Road  
Near Andheri Station  
Andheri (East)  
Mumbai – 400 069  
Tel: 022 66256363

**REGD. OFFICE & WORKS**

Village Kishanpura  
Nalagarh Road  
Baddi, Distt. Solan, H.P.- 174101  
Tel.: 01795- 654001/02/03  
Fax: 01795-236939

**CORPORATE OFFICE**

502, Kanakia Atrium -2  
Next to Hotel Coutyard Marriott  
Andheri Kurla Road  
Andheri (East)  
Mumbai – 4000093  
Tel.: 022-61933100  
Fax.: 022-61933114

**REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compund  
LBS Marg, Bhandup (West)  
Mumbai -400078  
Tel.: 022-2594697



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## NOTICE

Notice is hereby given that the **13<sup>th</sup> Annual General Meeting** of the Members of Brooks Laboratories Limited will be held at **Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, H.P. on Tuesday, 29<sup>th</sup> September, 2015 at 9 a.m.** to transact the following business:

### ORDINARY BUSINESS:

**1. Adoption of annual audited financial statement and reports thereon**

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015, the report of directors and auditors thereon.

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

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

**3. Appointment of Statutory Auditors**

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

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s SGCO & Co., Chartered Accountants, Mumbai (Firm Registration No. 112081W), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 13<sup>th</sup> Annual General Meeting till the conclusion of the 17<sup>th</sup> Annual General Meeting of the Company and that the Board of Directors be and is hereby authorised to fix their remuneration.”

### SPECIAL BUSINESS:

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

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

**“RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in supersession of any earlier resolution and on recommendation of Nomination and Remuneration Committee and Board of Directors,

consent of the members be and is hereby accorded for increase in remuneration payable to Mr. Atul Ranchal, Chairman cum Whole Time Director of the Company, for a period of three years w.e.f. 1<sup>st</sup> June, 2015 to 31<sup>st</sup> May, 2018, as set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013, with further authority to the Board to alter and vary such terms and conditions including remuneration as agreed by the Board of Directors of the Company and Mr. Atul Ranchal subject to the conformity with the provisions of the Companies Act, 2013 and Schedule V.

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

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

**“RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in supersession of any earlier resolution and on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for increase in remuneration payable to Mr. Rajesh Mahajan, Managing Director of the Company, for a period of three years w.e.f. 1<sup>st</sup> June, 2015 to 31<sup>st</sup> May, 2018, as set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013, with further authority to the Board to alter and vary such terms and conditions including remuneration as agreed by the Board of Directors of the Company and Mr. Rajesh Mahajan subject to the conformity with the provisions of the Companies Act, 2013 and Schedule V.

**6. To re-appoint Mr. Atul Ranchal (DIN: 01998361) as a Whole-time Director designated as Chairman.**

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

**“RESOLVED THAT** pursuant to the provisions of sections 196, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any



statutory modification or re-enactment thereof for the time being in force) and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Mr. Atul Ranchal (DIN: 01998361) as a Whole-time Director designated as Chairman for a period of 5 years with effect from 1<sup>st</sup> November, 2015 to 31<sup>st</sup> October, 2020, on terms and conditions as agreed between the Board and Mr. Atul Ranchal."

**7. To re-appoint Mr. Rajesh Mahajan (DIN: 02000634) as a Managing Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Mr. Rajesh Mahajan (DIN: 02000634) as a Managing Director for a period of 5 years with effect from 1<sup>st</sup> November, 2015 to 31<sup>st</sup> October, 2020, on terms and conditions as agreed between the Board and Mr. Rajesh Mahajan."

**8. To appoint Ms. Sonia Gupta (DIN: 06998420) as an Independent Women Director**

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement with the Stock Exchanges (including any statutory modification(s) or re-enactment thereof), Ms. Sonia Gupta (DIN: 06998420), who was appointed as an Additional Women Director of the Company with effect from 29<sup>th</sup> September, 2014 and who holds office up to the date of this Annual General Meeting and who has given a notice in writing under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director along with the necessary deposit, be and is hereby appointed as an Independent Women Director of the Company to hold office for consecutive term upto 29<sup>th</sup> September, 2019."

**9. To ratify the remuneration of the Cost Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), the Company hereby ratifies the remuneration, as recommended by the Audit Committee and approved by the Board of Directors of the Company, of ₹ 50,000 plus taxes per financial year, payable to M/s. Balwinder & Associates, Cost Accountants, Mohali (Firm Reg No. 000201), for conduct of audit of the cost records maintained by the Company for the financial year 2014-15 and 2015-16."

By Order of the Board of Directors  
**For Brooks Laboratories Limited**

Place: Mumbai  
September 3, 2015

Sd/-  
**Rajesh Mahajan**  
Managing Director  
(DIN: 02000634)

House No. 1119, Sector 69  
SAS Nagar, Mohali, Punjab

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



**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf and the proxy need not be a member of the company.**
3. A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other Member.
4. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is attached.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' notice in writing of the intention to so inspect, is given to the Company.
8. A profile of the Directors seeking re-appointment / appointment, as required by Clause 49 VIII E of the Listing Agreement, is given in this Notice in **Annexure 2**.

These Directors have furnished the requisite consents / declarations in respect of their re-appointment / appointment. None of these Directors is related to any Director or to any Key Managerial Personnel of the Company.

9. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23<sup>rd</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015, both days inclusive.

10. The Annual Report 2014-15 including the Notice of the Annual General Meeting and the Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants unless the Member has requested for a physical copy of the same. Hard copies of the above mentioned documents are being sent by the permitted mode to those Members who have not registered their e-mail addresses.
11. Members are requested to bring their copies of the Annual Report to the Meeting. The Notice convening the Annual General Meeting and the Annual Report 2014-15 are available on the Company's website [www.brookslabs.net](http://www.brookslabs.net).
12. Members / Proxies / Representatives should bring the Attendance Slip, duly filled in, for attending the Meeting.
13. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.
14. SEBI has mandated submission of Permanent Account Number (PAN) by every Member of the Company. Members holding shares in dematerialised form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.
15. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members who hold shares in physical form, either singly or jointly, can avail this facility by filling Form SH-13 in duplicate with the Registrar and Share Transfer which on request will supply blank forms. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
16. For any assistance or information, members may contact the Registrar and Share Transfer Agents 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](mailto:rnt.helpdesk@linkintime.co.in); Website: [www.linkintime.co.in](http://www.linkintime.co.in)).



17. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013, respectively, will be available for inspection by the Members at the Annual General Meeting.

Members desirous of getting any information about the Accounts and Operations of the Company are requested to address their queries at the Registered Office of the Company or by email to [investors@brookslabs.net](mailto:investors@brookslabs.net) at least 7 days in advance of the Meeting so that the information required can be made readily available at the Meeting.

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

#### 19. Procedure for e-Voting

Details of e-voting platform as per Clause 35B of Listing Agreement.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide Members a facility to exercise their right to vote at the forthcoming Annual General Meeting (AGM) by electronic means and all the businesses may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL):

#### The instructions for e-voting are as under:

- (i) The voting period begins on Saturday, 26<sup>th</sup> September, 2015 at 9:00 am and ends on Monday, 28<sup>th</sup> September, 2015 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 18<sup>th</sup> September, 2015, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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.
Dividend Bank Details**	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.

\*\* 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
20. A Member may participate in the Annual General Meeting of the Company even after exercising his / her voting right through e-voting but will not be allowed to vote again at the Annual General Meeting of the Company.
  21. A Member can opt for only one mode i.e. either through e-voting or voting at the Annual General Meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the voting at the Annual General Meeting shall be treated as invalid.
  22. Mr. GS Sarin, Partner of M/s. Sharma Sarin & Associates, Practising Company Secretaries, (M.No: FCS 4025 & CP 2751) will be acting as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  23. At the Annual General Meeting, the Chairman shall, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
  24. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  25. The Results declared along with the Scrutinizer's Report will be placed on the Company's website [www.brookslabs.net](http://www.brookslabs.net) and on the website of CDSL within 3 days of the Annual General Meeting of the Company and communicated to the Stock Exchanges.





**Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act')**

**Resolution No. 4, 5, 6 and 7**

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.

Mr. Atul Ranchal and Mr. Rajesh Mahajan have conveyed their consent to act as a Directors of the Company and made necessary disclosures. Both are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013

Mr. Atul Ranchal and Mr. Rajesh Mahajan possesses appropriate skills and the necessary experience and knowledge. A brief profile of Mr. Atul Ranchal and Mr. Rajesh Mahajan, as stipulated under Clause 49 of the Listing Agreement is given in Annexure 2 to this Notice.

Keeping in mind their best efforts and the workload which has multiplied over years, the Board of Directors have approved the re-appointment of Mr. Atul Ranchal as a Whole-time Director designated as Chairman and Mr. Rajesh Mahajan as a Managing Director, for a period of 5 years with effect from 1<sup>st</sup> November, 2015 to 31<sup>st</sup> October, 2020 and further approved their increase in remuneration to ₹ 8,00,000/- per month each plus perquisites and allowances, for a period of three years w.e.f. 1<sup>st</sup> June, 2015 to 31<sup>st</sup> May, 2018, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members at the ensuing Annual General Meeting. A Statement pursuant to clause (iv) of 2<sup>nd</sup> proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given in **Annexure 1** in this Notice. The detailed terms and conditions for the payment of remuneration to each of the two directors are as follows:

**Terms and Conditions:**

a) **Salary**

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

b) **Commission**

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

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

c) **Perquisites**

Perquisites are divided into Category A and Category B:

Category A:

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

Category B:

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

d) **Re-imbursement of expenses:**

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

e) **Sitting Fees**

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

f) **Minimum Remuneration**

To be paid the aforesaid remuneration, as minimum remuneration in the event of absence or inadequacy of profits.



Save and except Mr. Atul Ranchal and Mr. Rajesh Mahajan and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution Nos. 4, 5, 6 & 7.

The Directors recommend the Resolutions for the approval of Members.

#### Resolution No. 8

The Board of Directors appointed Ms. Sonia Gupta as an Additional Women Director of the Company, effective from 29<sup>th</sup> September, 2014 and she holds office till the date of this Annual General Meeting. The Company has received a notice in writing from her signifying her candidature for the office of Director of the Company along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Act and Clause 49 of the Listing Agreement, it is proposed to appoint Ms. Sonia Gupta as an Independent Women Director for a consecutive term upto 29<sup>th</sup> September, 2019 and shall not be liable to retire by rotation.

Ms. Sonia Gupta has informed the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Ms. Sonia Gupta has given a declaration that she meets with the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board of Directors of the Company, Ms. Sonia Gupta fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Sonia Gupta is independent of the Management.

As required under Clause 49 of the Listing Agreement, her brief resume, giving nature of expertise, other directorships and committee memberships and shareholding in the Company, is given in **Annexure 2** as a part of this Notice.

A copy of the draft letter of appointment of Ms. Sonia Gupta as an Independent Director stating the terms and conditions is available for inspection by the Members at the Registered Office of the Company between 10 a.m. and 12 noon on any working day of the Company and the same is also available on the website of the Company at [www.brookslabs.net](http://www.brookslabs.net). This Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

None of the Directors, Key Managerial Personnel or their relatives, except Ms. Sonia Gupta, is in any way, concerned or interested in the Resolution.

The Directors recommend the Resolution for the approval of the Members.

#### Resolution No. 9

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

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Balwinder & Associates, Cost Accountants, Mohali (Firm Reg. No. 000201), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2014-15 and 2015-16 at a remuneration of ₹ 50,000 plus taxes per financial year.

Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration to the Cost Auditor payable for the financial year 2014-15 and 2015-16.

The Directors recommend the Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

By Order of the Board of Directors  
**For Brooks Laboratories Limited**

Place: Mumbai  
September 3, 2015

Sd/-  
**Rajesh Mahajan**  
Managing Director  
(DIN: 02000634)  
House No. 1119, Sector 69  
SAS Nagar, Mohali, Punjab

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