



Brooks

LABORATORIES LIMITED

AN EU-GMP approved carbapenem facility



17TH ANNUAL REPORT 2018-2019

*World-Class Dedicated
Carbapenem Injection
Facility at Unit 2-Vadodara,
Gujarat*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Atul Ranchal
Mr. Rajesh Mahajan
Mr. Suresh Garg
Mr. Rajnish Kumar Bedi
Mr. Deepak Mahajan
Mrs. Sonia Gupta

Chairman
Managing Director
Additional Director
Independent Director
Independent Director
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Anil Kumar Pillai

COMPANY SECRETARY

Mrs. Jyoti Sancheti

BANKERS

Kotak Mahindra Bank
State Bank of India
Indian Bank

AUDITORS

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

REGD. OFFICE & WORKS

Unit 1: Village Kishanpura
Nalagarh Road
Baddi, Distt. Solan, H.P.- 174101
Tel.: 01795- 654001/02/03
Fax: 01795-236939

Unit 2: Vadodara Address:
Village Manglej
Nareshwar Road, Taluka
Karjan, Dist. Vadodara
Gujarat:391210
Tel.: 02666- 235500

CORPORATE OFFICE

502, Kanakia Atrium -2
Next to Hotel Courtyard Marriott
Andheri Kurla Road, Andheri (East)
Mumbai – 4000093
Tel.: 022-61933100
Fax.: 022-61933114
Email: investors@brookslabs.net
Website:www.brookslabs.net

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
C-101, 247 Park, LBS Marg, Vikhroli (West)
Mumbai -400083
Tel.: 022-49186000
Fax.: 022-49186060
email: rnt.helpdesk@linkintime.co.in
website: www.linkintime.co.in



CHAIRMAN'S LETTER



Dear Shareholders,

Last year of 2018-19 has been the starting of a phase, I would like to call it the “beginning of the consolidation phase” for your company, consolidation in both business development, team building and reinforcing a robust strategy for your company where we could be a strong corporation in the field of pharmaceuticals and especially injectables on the global scale.

This year we began marketing our own brands in the domestic market which will strengthen your company further. On the global front we have already started getting our footholds in foreign markets and more markets will be captured this ongoing year. This is the result of our continuous serious effort to expose ourselves to business forums worldwide to develop business partnerships worldwide.

Your company is consistently putting up the best efforts to be a strong global player in the field of Carbapenems. To fulfil this goal, we have taken a major strategic decision to internalise our needs for raw materials for our captive use to formulate these products, this one strategic decision will put your company on paths to worldwide success. This shall shift paradigm in favour of your company to cater for overarching better business development.

Nothing worth gaining comes easy and if it came easy it is lost easy as well. We have put our best efforts in building a very competitive and accomplished team to achieve our goals discussed above, both on research and development levels and also in developing global markets, so that in the coming time we are proud of our efforts where we could serve with pride be it a social cause or corporate governance and at the same time take your company to the top where we all feel proud of our collective efforts as the Brooks Laboratories family and your continued confidence in the functional departments of the company.

Place: Mumbai
Date: 26.08.2019

Atul Ranchal
Chairman
Brooks Laboratories Ltd.

MANAGING DIRECTOR'S SPEECH



Dear Shareholders,

Indian Pharma industry is poised for new challenges, on one hand MRP's are going down due to Nppa regulations, at the same time volumes are going up due to increased affordability of medicines at lower rung of the ladder. Brooks has geared up to face this challenge with launch of its own field force in market with critical care division to cater to hospital market. Brooks launched marketing team in 3 states, which will be followed by launch in another 3 states next year.

Vadodara facility is getting international approvals though at slow pace than expected but we expect our international approvals to go up to 15 in financial year 2019-20, thereby increase in sales & profits too. In domestic market Brooks is poised to do much better than last year.

Baddi facility is facing severe competition after implementation of GST but we are able to maintain our sales near to our last year avoiding any major decline in sales. We are constantly upgrading our Baddi facility to get more international approvals to boost up our sales in Baddi facility.

As we celebrate our 18th year of existence of Brooks laboratories, I take this opportunity to thanks all our colleagues, creditors, customers & various government agencies & investors.

With more international approvals & contribution of our critical care division we expect this financial year to be much better compared to last year. We welcome to interact with you at Annual General Meeting.

Place: Mumbai
Date: 26.08.2019

Rajesh Mahajan
Managing Director
Brooks Laboratories Ltd.



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NOTICE

Notice is hereby given that the 17th Annual General Meeting of Brooks Laboratories Limited will be held at Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, H.P. on Wednesday, 25th September, 2019 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 31st March, 2019 and the Report of the Directors and Auditors thereon.

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

To appoint a Director in place of Mr. Atul Ranchal (DIN: 01998361), who retires by rotation and being eligible, offers himself for re-appointment.

3. Re-Appointment of Statutory Auditors

To consider the re-appointment of the current auditors, M/s. SGCO & CO. LLP, Chartered Accountants (Firm Registration No. 112081W), as the Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. SGCO & Co. LLP, Chartered Accountants (Firm Registration No. 112081W), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of 5(Five) consecutive years to hold office from the conclusion of this meeting until the conclusion of 22nd Annual General Meeting of the Company, the Board of Directors.

SPECIAL BUSINESS:**4. To ratify the remuneration of the Cost Auditors**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), the Company hereby ratifies the remuneration payable to M/s. Balwinder & Associates, Cost Accountants, Mohali (Firm Reg No. 000201), as recommended by the Audit Committee and approved by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020, amounting to Rs. 60,000/- plus taxes.”

5. Appointment of Mr. Suresh Garg(DIN: 08544308) as a Whole-time Director designated as Technical Director

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

“**RESOLVED THAT** pursuant to the provisions of sections 152,160,196,197, 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 Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Suresh Garg(DIN: 08544308) as a Whole-time Director to be designated as Technical Director for a period of 5 years with effect from 25th September, 2019 to 24th September, 2024, who shall be liable to retire by rotation and on terms and conditions as agreed between the Board and Mr. Suresh Garg. He shall be entitled to Sitting Fees for attending the Meetings of the Board of Directors or any Committee thereof.”

Place: Mumbai
August 26, 2019

By Order of the Board of Directors

For **Brooks Laboratories Limited**

Sd/-

Jyoti Sancheti

Company Secretary &
Compliance Officer

Registered Office:
Village Kishanpura,
Nalagarh Road, Baddi, Distt. Solan, H.P-174101
CIN: L24232HP2002PLC000267
Email id: investors@brookslabs.net

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company.**
3. Pursuant to section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other Member.
4. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' notice in writing of the intention to so inspect, is given to the Company.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 19th September, 2019 to Wednesday, 25th September, 2019, both days inclusive.
9. The Annual Report 2018-19 including the Notice of the Annual General Meeting and the Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants unless the Member has requested for a physical copy of the same. Hard copies of the above mentioned documents are being sent by the permitted mode to those Members who have not registered their e-mail addresses.
10. Members are requested to bring their copies of the Annual Report to the Meeting. The Notice convening the Annual General Meeting and the Annual Report 2018-19 are available on the Company's website www.brookslabs.net
11. Members / Proxies / Representatives should bring the Attendance Slip, duly filled in, for attending the Meeting.
12. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically..
13. SEBI has mandated submission of Permanent Account Number (PAN) by every Member of the Company. Members holding shares in dematerialised form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.
14. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members who hold shares in physical form, either singly or jointly, can avail this facility by filling Form SH-13 in duplicate with the Registrar and Share Transfer which on request will supply blank forms. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
15. For any assistance or information about shares, dividend etc. Members may contact the Registrar and Share Transfer Agents viz. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai- 400083 (Tel: 022-49186000; Fax: 022-49186060; Email: rnt.helpdesk@linkintime.co.in; Website: www.linkintime.co.in).
16. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013, respectively, will be available for inspection by the Members at the Annual General Meeting.
17. Members desirous of getting any information about the Accounts and Operations of the Company are requested to address their queries at the Registered Office of the Company or by email to investors@brookslabs.net at least 7 days in advance of the Meeting so that the information required can be made readily available at the Meeting.
18. All documents referred to in the Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days of the Company between 10 a.m. and 12 noon up to the date of the Meeting.
19. **Procedure for e-Voting**
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide Members with the facility to exercise their right to vote at the forthcoming Annual General Meeting (AGM) by electronic means and all the businesses may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL):
20. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Sunday, 22nd September, 2019 at 9:00 am and ends on Tuesday, 24th September, 2019 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, 20th September, 2019 (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.