

Annexure A

Business transacted at the 12th Annual General Meeting of BROOKS LABORATORIES LIMITED held on August 8, 2014 and results thereof

Resol ution No.	Business transacted	Results				
		Votes cast by e-voting	Votes cast by Poll	Total valid votes cast	% of votes in favour	Type of resolution passed
ORDINARY BUSINESS:						
1.	To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2014, the report of Auditors and Board of Directors thereon.	98,36,484	2,284	98,38,768	100%	Passed with requisite majority as an Ordinary Resolution
2.	To appoint director in place of Mr. Atul Ranchal, who retires by rotation and being eligible, offers himself for re-appointment.	98,36,484	2,284	98,38,768	100%	Passed with requisite majority as an Ordinary Resolution
3.	To appoint M/s. SGCO & Co., Chartered Accountants, Mumbai (Firm Registration No. 112081W) as the Statutory Auditors of the Company for the financial year 2014-15 to hold office till the conclusion of the next Annual General Meeting of the Company.	98,36,484	2,284	98,38,768	100%	Passed with requisite majority as an Ordinary Resolution
SPECIAL BUSINESS:						
4.	Appointment of Mr. Deepak Mahajan (DIN: 06702389) as an Independent Director of the Company for a period of 5 years commencing from 08th August, 2014.	98,36,484	2,284	98,38,768	100%	Passed with requisite majority as an Ordinary Resolution
5.	Appointment of Mr. Rajnish Kumar Bedi (DIN: 05287369) as an Independent Director of the Company for a period of 5	98,36,484	2,284	98,38,768	100%	Passed with requisite majority as an Ordinary Resolution



	years commencing from 08th August, 2014.					
6.	Re-appointment of Dr. D. S. Maity (DIN: 03136361) as a Whole-time Director, designated as CEO cum Technical Director of the Company, for a period of 5 years with effect from 10 th September, 2013.	98,36,484	2,284	98,38,768	100%	Passed with requisite majority as an Ordinary Resolution
7.	Approval of Borrowing Powers upto Rs. 300,00,00,000/- (Rupees Three hundred crores only).	98,36,484	2,284	98,38,768	100%	Passed with requisite majority as a Special Resolution



Annexure B

Summary of the proceedings of the Annual General Meeting of Brooks Laboratories Limited held on August 8, 2014.

The 12th Annual General Meeting of the members of the Company was held on August 8, 2014 at 09.00 a.m., at Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, Himachal Pradesh.

Shri Atul Ranchal chaired the proceedings of the meeting.

Mr. P. D. Sharma, Partner, Sharma Sarin & Associates, Practicing Company Secretaries, Chandigarh, as Special Invitee to the Meeting, conducted the proceedings of the Meeting. He introduced the members of the Board to the Shareholders present at the meeting.

Total 32 members attended the meeting in person as per the records of the attendance. No proxies were lodged with the company.

An overview of the financial performance of the Company for the financial year ended March 31, 2014 and its future outlook was given. The printed copy of Chairman's speech was distributed to the Members attending the Meeting.

The members were informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the members of the Company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced at 01.00 p.m. on Saturday, August 2, 2014 and remained open till 05.00 p.m. on Monday, August 4, 2014. Mr. G. S. Sarin, Partner of M/s. Sharma Sarin & Associates, Company Secretaries, Chandigarh was appointed as Scrutinizer by the Board for scrutinizing the E-voting process.

Further, in line with section 107 of the Companies Act, 2013, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, the Company had arranged for a poll on all the 7 resolutions to be passed at the Meeting for those who had not cast their votes through e-voting. Thereafter, all the 7 resolutions were proposed and seconded.

Mr. G. S. Sarin, Partner of M/s. Sharma Sarin & Associates, Company Secretaries, Chandigarh, was appointed as the Scrutinizer for the poll process and was requested for an orderly conduct of the voting. The Scrutinizer scrutinized the Ballot Forms and handed over his Report to the Chairman.



The resolutions passed by the members, briefly, related to:

ORDINARY BUSINESS:

1. To receive consider and adopt the financial statements of the Company for the financial year ended 31st March, 2014, the report of Auditors and Board of Directors thereon. (Ordinary Resolution)
2. To appoint director in place of Mr. Atul Ranchal, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
3. To appoint M/s. SGCO & Co., Chartered Accountants, Mumbai (Firm Registration No. 112081W) as the Statutory Auditors of the Company till the conclusion of the next Annual General Meeting of the Company. (Ordinary Resolution)

SPECIAL BUSINESS:

4. Appointment of Mr. Deepak Mahajan (DIN: 06702389) as an Independent Director of the Company for a period of 5 years commencing from 08th August, 2014. (Ordinary Resolution)
5. Appointment of Mr. Rajnish Kumar Bedi (DIN: 05287369) as an Independent Director of the Company for a period of 5 years commencing from 08th August, 2014. (Ordinary Resolution)
6. Re-appointment of Dr. D. S. Maity (DIN: 03136361) as a Whole-time Director designated as CEO cum Technical Director of the Company for a period of 5 years with effect from 10th September, 2013. (Ordinary Resolution)
7. Approval of Borrowing Powers upto Rs. 300,00,00,000/- (Rupees Three hundred crores only). (Special Resolution)

The poll results were thereafter announced based on the report prepared by Mr. G. S. Sarin, Scrutinizer of the poll. (The results by e-voting and Poll are annexed as Annexure A).

Note:

The combined voting results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the company's website.

