



**12TH
ANNUAL REPORT
2013-14**



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

CIN: L24232HP2002PLC000267

Website : www.brookslabs.net, Email id: investors@brookslabs.net

**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. Bhaskar Sharma	Independent Director
Mr. Deepak Mahajan	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Ketan Shah

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.- 174101
Tel.: 01795- 654001/02/03
Fax: 01795-236939

CORPORATE OFFICE

203-204, Eco House
2nd Floor, Vishweshwar Nagar,
Goregaon (East),
Mumbai- 400063
Tel.: 022-29275901/02/03
Fax: 022-29275905

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
LBS Marg, Bhandup (West)
Mumbai
Tel.: 022-25946970



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NOTICE TO MEMBERS

NOTICE is hereby given that the **TWELFTH ANNUAL GENERAL MEETING** of the Members of BROOKS LABORATORIES LIMITED will be held on **Friday, the 8th day of August, 2014 at 9.00 A.M. at HOTEL GIANZ, BADDI-NALAGARH HIGHWAY, NH-21A, BADDI, DISTT. SOLAN, H.P.** to transact the following business:

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.
2. To appoint a Director in place of Mr. Atul Ranchal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors for the financial year 2014-15 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s SGCO & Co., Chartered Accountants, Mumbai (Firm Registration No. 112081W), be and are hereby appointed as Auditors of the Company in place of M/s J.K. Jain and Associates, the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration 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. DEEPAK MAHAJAN (DIN: 06702389) AS INDEPENDENT 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Deepak Mahajan (DIN: 06702389), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company to hold office for 5 (five) consecutive years commencing from 8th August, 2014."

5. **APPOINTMENT OF MR. RAJNISH KUMAR BEDI (DIN: 05287369) AS INDEPENDENT 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajnish Kumar Bedi (DIN: 05287369), who was appointed as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from 8th August, 2014."

6. **RE-APPOINTMENT OF DR. D.S. MAITY (DIN: 03136361) AS WHOLE TIME DIRECTOR**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the 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 (five) years with effect from September 10, 2013 on the existing terms and conditions, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Dr. D.S. Maity, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. APPROVAL OF BORROWING POWERS TO RS. 3,00,00,00,000 (THREE HUNDRED CRORES ONLY)

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Shareholders be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow, whether by way of Term Loan/Equipment Finance/Cash Credit facilities or the like, from time to time, any sum or sums of money at its discretion from National/International Financial Institutions/ Banks or from Public/Bodies Corporate or from Government Body/Corporation or Govt. of India or by way of issue of Bonds from Domestic/ International sources, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time Rs 3,00,00,00,000 (Rupees Three Hundred Crores Only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to

mortgage and/or create charge on all or anyone or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of the aforesaid lenders and/ or Trustees to the Lenders & Bondholders to secure any Term Loans/ Cash Credit Facilities/ Debentures/ Bonds or the like, obtained/to be obtained from any of the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost, charge(s), expenses and all other monies payable by the Company to such lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.

FURTHER RESOLVED THAT Mr. Rajesh Mahajan, Managing Director of the Company, and/or Mr. Atul Ranchal, Chairman cum Whole Time Director of the Company, be and are hereby authorised and shall always be deemed to have been so authorised to finalise and execute with the Lenders/Trustees the requisite agreement, documents, deeds and writings for borrowing and to do all such other acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolution."

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

Sd/-

Place : Mumbai
July 12, 2014

Rajesh Mahajan
Managing Director
DIN : 02000634

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

**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 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.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 person or shareholder.

2. 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.
3. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
4. Members are requested to bring their **Attendance Slip** along with their copy of Annual Report to the Meeting.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 2nd August, 2014 to Friday, 8th August, 2014, both days inclusive.
7. Brief resume of Directors proposed to be appointed/ 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 provided in Corporate Governance Report forming part of the Annual Report.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and

Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

9. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 1st August, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. **The e-voting period will commence at 9.00 a.m. on Saturday, 2nd August, 2014 and will end at 5.00 p.m. on Monday, 4th August, 2014.** The Company has appointed Mr. G.S. Sarin of M/s Sharma Sarin & Associates, Company Secretaries in whole time practice, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING

- I. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- 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 first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins at 9.00 a.m. on Saturday, 2nd August, 2014 and will end at 5.00 p.m. on Monday, 4th August, 2014. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 1st August, 2014, may cast their vote electronically. The e-voting module shall be



disabled by CDSL for voting thereafter.

(C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- II. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
10. 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.
11. 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).
12. 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.

13. 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, during business hours, up to the date of the Meeting.

14. Members who wish to obtain any information on the Company may send their queries at least 7 days before the Annual General Meeting at the Company's Registered Office at Village Kishanpura, Nalagarh Road, Baddi, Distt. Solan, H.P.
15. 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.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited (the RTA).
17. Members who have not registered their e-mail addresses so far are requested to 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.



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

ITEM No. 3

M/s J.K. Jain and Associates, Chartered Accountants (FRN 004025N), Chandigarh, retiring auditors of the Company vide letter dated 30th June, 2014 expressed their un-willingness to be re-appointed as Statutory Auditors of the Company at ensuing Annual General Meeting.

The Company had received Special Notice dated 1st July, 2014 under Section 140(4) read with Section 115 of the Companies Act, 2013 from Mr. Rajesh Mahajan, in his capacity as a Member of the Company recommending appointment of M/s. SGCO & Co., Chartered Accountants, Mumbai as Statutory Auditors in place of M/s. J.K. Jain & Associates, Chartered Accountants, Chandigarh, the retiring Statutory Auditors.

In view of the same, the Board at its meeting held on 12th July 2014, on the recommendation of Audit Committee, proposed the appointment of M/S SGCO & Co., (FRN 112081W), Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting. The Company has received a certificate from the proposed Auditors to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made thereunder, as may be applicable.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM No. 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Deepak Mahajan as an Additional Director of the Company with effect from September 28, 2013 to hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Deepak Mahajan for the office of Director of the Company. Mr. Deepak Mahajan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria

of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Deepak Mahajan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Deepak Mahajan possesses appropriate skills, experience and knowledge; inter alia, in the field of business management. In the opinion of the Board, Mr. Deepak Mahajan fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Deepak Mahajan is independent of the management. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Deepak Mahajan is appointed as an Independent Director. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Deepak Mahajan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM No. 5

The Company had, pursuant to Clause 49 of the Listing Agreement, appointed Mr. Rajnish Kumar Bedi as Independent Director of the Company w.e.f. 23.05.2012. It is proposed to appoint Mr. Rajnish Kumar Bedi as Independent Director under Section 149 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajnish Kumar Bedi for the office of Director of the Company. Mr. Rajnish Kumar Bedi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Rajnish Kumar Bedi that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of



the Listing Agreement.

Mr. Rajnish Kumar Bedi possesses appropriate skills, experience and knowledge; inter alia, in Co-operative sector working extensively in the state of Himachal Pradesh. In the opinion of the Board, Mr. Rajnish Kumar Bedi fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Rajnish Kumar Bedi is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Rajnish Kumar Bedi is appointed as an Independent Director. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Rajnish Kumar Bedi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM No. 6

The Board of Directors of the Company (the 'Board'), has, subject to the approval of members, re-appointed Dr. D.S. Maity as Whole Time Director, for a period of 5 (five) years from the expiry of his term, which expired on September 10, 2013, at the recommendation of the Nomination and Remuneration Committee of the Board and approved by the Board. Dr. D. S. Maity has been associated with the Company since 10.09.2010 and has been instrumental in formulation of long-term vision and strategy of the Company.

Save and except Dr. D.S. Maity and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM No. 7

The members of the Company at their Annual General Meeting held on September 25, 2012 approved, by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 300 crores (Rupees Three Hundred Crore).

Section 180(1)(c) of the Companies Act, 2013 effective from September 12, 2013 requires that the Board of Directors shall not borrow monies in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of the Notice, to enable the Board of Directors to borrow monies not exceeding Rs. 300 crore.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

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

Sd/-

Place : Mumbai
July 12, 2014

Rajesh Mahajan
Managing Director
DIN : 02000634

Regd. Office: Village Kishanpura,
Nalagarh Road, Baddi, Distt. Solan, H.P.

CIN: L24232HP2002PLC000267

Email id: investors@brookslabs.net



DIRECTORS' REPORT

The Board of Directors of your Company has pleasure in presenting the 12th Annual Report on the affairs of the Company together with the Audited Accounts of the Company for the year ended 31st March, 2014.

1. FINANCIAL RESULTS

The Financial Results for the year are as under: -

PARTICULARS	(Amount in Rs. Lacs)	
	2013-14	2012-13
Turnover	8,526.85	8,011.26
Other Income	0.57	0.61
Total Income	8,527.42	8,011.87
Expenditure	7,675.21	6,960.78
Profit before Depreciation, Interest & Tax(PBDIT)	852.21	1,051.09
Financial Expenses (Interest)	11.89	11.43
Profit before Depreciation and Tax (PBDT)	840.32	1,039.66
Depreciation and Amortization	83.18	81.40
Extraordinary items	-	-
Profit before Tax (PBT)	757.14	958.26
Income Tax (net of MAT Credit)	33.20	243.87
Profit after Tax	723.94	714.39
Earnings per Share (in Rs.)	4.47	4.41

2. WORKING RESULTS

During the year under review, your Company has achieved a turnover of Rs. 85.26 Crores as compared to Rs. 80.11 Crores in the previous year showing net increase of 6.43%. The Company has earned a net profit after tax and depreciation of Rs. 7.23 Crores as compared to Rs. 7.14 Crores in the previous year indicating a rise of 1.26% as compared to the previous year. The marginal increase in profits is attributed to the increased cost of inputs and other incidental expenses. Your Company is confident of achieving higher profits in the coming years.

3. UTILIZATION OF FUNDS THROUGH IPO

The Company had raised funds from the public through IPO in the year 2011-12. The funds are being utilized towards construction and development of another plant of the Company in the State of Gujarat. Your Directors are hopeful of better results in the times ahead as soon as the plant starts operating. Statement of Utilization of funds raised through public issue till 31st March 2014 is as in the

table below.

4. DEPOSITS

During the year 2013-14, the Company has not accepted any deposits from the public in terms of the provisions of Section 58A and 58AA of the Companies Act, 1956.

5. DIVIDENDS

In view of the ongoing expansion projects and future growth plans, the Directors have decided to plough back the profits of the Company for financial year 2013-14. Accordingly, the Board does not recommend any dividend payment for the year under reference.

6. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS

Your Company is committed to good corporate governance practices. The Report on Corporate Governance and Management Discussion & Analysis as stipulated in Clause 49 of the Listing Agreement form part of this Report.

UTILIZATION OF FUNDS THROUGH IPO

Sr. No.	Object	Total Estimated Cost (in Rs. lacs)	Actual Utilizations (in Rs. lacs)
1	Land	635.00	712.74
2	Building Construction	1,220.00	1,200.00
3	Plant & Machinery & Utilities	3,094.00	1,527.00
4	Advance given for Purchase of Misc. Fixed Assets	230.00	200.00
5	Long term working capital	500.00	NIL
6	General corporate purposes	328.29	100.57
7	Listing Fees to Stock Exchanges	0.96	0.96
8	Issue Expenses	291.75	291.75
	Total	6,300.00	4033.02



7. DIRECTORS

Mr. Deepak Mahajan (DIN : 06702389) was appointed as Additional Independent Director on the Board of the Company on 28.09.2013, pursuant to Article 156 of the Articles of Association and Section 260 of the Companies Act, 1956.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years and shall not be liable to retire by rotation. Accordingly, resolutions proposing appointment of Mr. Rajnish Kumar Bedi (DIN : 05287369) and Mr. Deepak Mahajan as Independent Directors form part of the Notice of the Annual General Meeting. Mr. Bhaskar Sharma (DIN : 02580922), Independent Director, has expressed his unwillingness to be appointed as Independent Director in the ensuing Annual General Meeting.

The Company has received Notices under Section 160 of the Companies Act, 2013 from members signifying their intention to propose Mr. Rajnish Kumar Bedi and Mr. Deepak Mahajan as candidates for the office of Independent Director at the ensuing Annual General Meeting. The Company has also received the requisite disclosures/declarations from Mr. Rajnish Kumar Bedi and Mr. Deepak Mahajan as required under Section 149 and other applicable provisions of the Companies Act, 2013. Requisite approval for their appointment is being sought at the ensuing Annual General Meeting.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Atul Ranchal, Whole Time Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Profile of all these Directors has been given in the Report on the Corporate Governance forming part of the Annual Report of the Company.

8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Your Directors have constituted the Corporate Social Responsibility Committee (CSR Committee) comprising Mr. Rajesh Mahajan as Chairman and Mr. Atul Ranchal and Mr. Rajnish Kumar Bedi as other members.

The said Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy.

9. STATUTORY AUDITORS

The term of office of M/s. J. K. Jain & Associates, as Statutory Auditors of the Company will expire with the conclusion of forthcoming Annual General Meeting of the Company. M/s. J. K. Jain & Associates has been the Statutory Auditors of your Company since incorporation in 2002. They have expressed their unwillingness to be re-

appointed as the Statutory Auditors.

A special notice has been received from Mr. Rajesh Mahajan, in his capacity as Member of the Company, proposing a resolution at the forthcoming Annual General Meeting for appointment of M/s. SGCO & Co., Mumbai as Statutory Auditors of the Company in place of M/s. J.K. Jain & Associates, being the retiring Auditor.

A resolution proposing appointment of M/s. SGCO & Co., Mumbai as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 forms part of the Notice. The Company has received a certificate from the proposed Auditors to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made thereunder, as may be applicable.

M/s. J.K. Jain & Associates, over many years, have successfully met the challenge that the size and scale of the Company's operations pose for auditors and have maintained the highest level of governance, rigour and quality in their audit. The Board places on record its appreciation for the services rendered by M/s. J.K. Jain & Associates as the Statutory Auditors of the Company.

10. AUDITORS' REPORT

M/s. J.K. Jain & Associates have submitted Auditors' Report on the accounts of the Company for the accounting year ended March 31, 2014. The Auditors' Report of the accounts is self explanatory and requires no comments as there are no qualifications/ adverse remarks in the Report.

11. HUMAN RESOURCES

Harmonious employees' relations prevailed throughout the year. Your Directors place on record their appreciation to all employees for their hard work and dedication.

12. PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956

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

13. COST AUDITORS

Pursuant to the provisions of section 233B of the Companies Act, 1956 and with the prior approval of the Central Government, M/s. C.L. Bansal and Associates, Cost Accountants, #332, Pipliwala Town, Manimajra, Chandigarh- 160101 were appointed to conduct audit of cost records of bulk drugs and formulations for the financial year ended on 31st March, 2014.

The Cost Audit Reports would be submitted to the Central Government within the prescribed time.

14. SECRETARIAL AUDIT

Under Section 204 of the Company Act, 2013 and Companies (Appointment and Remuneration of



Managerial Personnel) Rules, 2014, Secretarial Audit is applicable on the Company from Financial Year 2014-15 onwards. Accordingly, the Company has appointed M/s Sharma Sarin and Associates, Company Secretaries in practice, Chandigarh, to conduct the Secretarial Audit of the Company for 2014-15.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the Section 217 (2AA) of the Companies Act, 1956, the directors confirm that:

- a) in the preparation of the Annual accounts for the year ended 31st March, 2014, the applicable accounting standards have been followed;
- b) appropriate accounting policies have been selected and applied consistently, and they have made judgments and estimates 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, 2014 and of the profit of the Company for the year

ended on 31st March, 2014;

- c) 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; and
- d) the annual accounts have been prepared on a going concern basis.

17. ACKNOWLEDGEMENT

Your Directors are pleased to place on record their sincere gratitude to the Central Government, State Government(s), Financial Institutions, Bankers and Business Constituents for their continuous 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
For **Brooks Laboratories Limited**

Place: Mumbai
Date: 12.07.2014

Sd/-
Atul Ranchal
(Chairman)
DIN : 01998361

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, 2014.

1. CONSERVATION OF ENERGY

Your Company has always been conscious of the need to conserve energy and reduce the cost of production. Upgraded new Chillers have been installed in the core

Form – A

A. POWER AND FUEL CONSUMPTION

Particulars			2013-14	2012-13
1.	Electricity	a) Purchased Unit	KVAH 1,566,810	1,476,680
		Total amount	Rs. In 9,510,815	7,965,211
		Rate per unit	Rs./unit 6.07	5.40
		b) Own generation through diesel		
		i) Generator Units	KWH 261,690	241,901
		Unit per liter of diesel	KWH 3.82	3.82
		Cost per Unit	Rs. 14.39	11.47
		ii) Through Steam Turbine/ generator units		
		Unit per liter of fuel/gas	Nil	Nil
		Cost per Unit	Nil	Nil
2.	Coal	Quantity	Tons Nil	Nil
		Total cost	Rs. Nil	Nil
		Average rate	Rs./Ton Nil	Nil
3.	Furnace Oil	Quantity	K. Ltrs Nil	Nil
		Total Cost	Rs. Nil	Nil
		Average Rate	Rs./Ltr Nil	Nil
4.	Others/Internal Generation	Quantity (Timber and Husk)	Tons Nil	Nil
		Diesel Consumption (Boiler)	Ltrs. 104,365	99,780
		Total cost	Rs. 5,740,075	4,390,320



production areas which not only provide increased cooling efficiency for controlled areas but are also energy saving. The details regarding the present energy consumption are furnished below as per Form A of the Annexure to the Rules.

B. CONSUMPTION PER UNIT OF PRODUCTION

The Company is engaged in the production of a number of drugs and formulations; hence, the figures of consumption per unit of production/ product are not ascertainable with accuracy. The details of consumption of energy per unit of production, therefore, could not be given.

2. TECHNOLOGY ABSORPTION

Efforts made in technology absorption are furnished in Form –B as under:

Form- B

A. Research and Development (R&D)

(a) Specific areas in which Research and Development is carried out by the Company:

R & D has been carried out in areas of:-

1. Improvement on product quality
2. Innovation in manufacturing process to increase yields and reduce reaction time to enhance productivity

(b) Benefits derived as a result of above R & D:

R & D efforts at Brooks Laboratories Ltd. have yielded positive results, which can be measured from the fast growth of the Company, both in terms of turnover and penetration of geographies.

Generation of Intellectual wealth: Key inventions/ technologies for drug substance synthesis were protected by filing patent applications.

Your Company was able to improve the quality of existing products and develop customer specific materials with stringent specifications, gaining an edge

over competition and penetrating global markets.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts in brief, made towards technology absorption, adaptation and innovation:
 - Setting up of a new project in Gujarat with world class facilities and infrastructure for development of cost competitive active pharmaceutical ingredients and drug products.
 - State-of-the-art development laboratories.
 - Further enhancement of technological expertise in the field of complex formulations' manufacturing.
2. Benefits derived as a result of the above efforts:
 - These initiatives will result in development of cost effective active pharmaceutical ingredients.
 - Speedy introduction of difficult-to-formulate products in all markets upon approval.
 - Reduction of raw material cost, time cycle and increased productivity.

Imported Technology: Nil

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings:	Nil
Foreign Exchange Outgo:	
Raw Material	- US \$ 1,344,900
Capital Goods	- Nil

For and on Behalf of the Board
For **Brooks Laboratories Limited**

Place: Mumbai
Date: 12.07.2014

Sd/-
Atul Ranchal
(Chairman)
DIN : 01998361



MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENT

The pharmaceutical industry in India is an extremely fragmented market with severe price competition and government price control. The industry meets around 70 per cent of the country's demand for bulk drugs, drug intermediates, pharmaceutical formulations, chemicals, tablets, capsules, orals, and injectables. With the advantage of being a highly organized sector, a number of pharmaceutical companies are increasing their operations in India.

2. OPPORTUNITIES AND THREATS

The major opportunities available are - (a) Global opportunity for increasing Generics and bio-generics market both in developed and emerging countries due to pressure on budgetary limitations of these countries as well as emergent patent cliff due to off-patenting of major high-value drugs (b) Low cost good skill destination for contract research and manufacturing and resultant opportunities in drug discovery as well as clinical trials (c) High growth of domestic market attracting multi-nationals both for brown field and green field investments in production and capacity building.

The threats to the industry are from - (a) Ever-greening strategy of MNCs for denying and limiting the patent cliff opportunities with debatable recourse to TRIPs and FTAs (b) Increasingly stringent regulatory and non-tariff barriers to generics markets in developed countries (c) Increased competition for generics and bio-generics production in terms of high capacity and production costs (d) High-entry barriers to enable market share in development of new drugs.

There is a need to differentiate a product from competition and establish a positive image of the drug and the company in the eyes of the customer.

3. PERFORMANCE

During the year under review, your Company has achieved a turnover of Rs. 85.26 Crores as compared to Rs. 80.11 Crores in the previous year showing net increase of 6.43%. The Company has earned a net profit after tax and depreciation of Rs. 7.23 Crores as compared to Rs. 7.14 Crores in the previous year indicating a rise of 1.26% as compared to the previous year. The marginal increase in profits is attributed to the increased cost of inputs and other incidental expenses. Your Company is confident of achieving higher profits in the coming years.

4. RISKS AND CONCERNS

Pharma companies are currently facing a number of challenges, including continued pricing pressure, tightening of product specifications by innovator companies, unpredictable market authorization timelines, lack of patient awareness and education on generics and mistrust among physicians and prescribers. The products are likely to come under

intense pricing pressure due to changing pricing and reimbursement policies of healthcare providers and governments. Entry of more and more companies into the segment is a given and this will further impact the profitability margins. Stringent regulatory barriers thwarting entry of generics is a major detrimental factor for launching products in some of the key markets. Further, regulations prohibiting branding of generics and promotion to physicians in lead markets virtually leave everything at the discretion of the pharmacist.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

To provide reasonable assurance that assets are safeguarded against loss or damage and that accounting records are reliable for preparing financial statements, the Company has a proper and adequate system of internal controls.

The Company has in place well structured systems and procedures in line with the best of practices and well defined roles and responsibilities for people in all functions at various levels. The Company is certified as ISO 9001:2008 (Quality Management System Standard). Also, the Company has obtained GMP certifications from WHO (World Health Organisation).

Management review meetings are held periodically to monitor and to control functions of the Company.

6. HUMAN RESOURCES

The Company regards its employees as valuable asset and continuously reviews and evolves policies and procedures to attract and retain its pool of technical and managerial personnel through a conducive work environment.

7. CAUTIONARY STATEMENT

The Management Discussion and Analysis Report may contain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence the company's operations such as Government policies, local, political and economic development, risk inherent to the Company's growth and such other factors.

For and on Behalf of the Board
For **Brooks Laboratories Limited**

Place: Mumbai
Date: 12.07.2014

Sd/-
Atul Ranchal
(Chairman)
DIN : 01998361



CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Company's Corporate Governance system is based on certain key principles, including fairness and integrity, transparency and disclosure, accountability, equal treatment of all shareholders, and social responsibility. Corporate Governance extends beyond corporate laws. Its fundamental objective is not the mere fulfillment of the requirements of law, but also the institution of, and adherence to, systems and procedures ensuring commitment of the Board in managing a company in a transparent manner for the maximization of long-term shareholder value.

Your Company is committed in adopting the best practices of Corporate Governance. Company has adopted an appropriate Corporate Governance framework to ensure timely and accurate disclosure of all material matters, including financial position, performance, ownership, and governance. Its endeavour has always been to maximize the long term value to the shareholders of the Company.

BOARD OF DIRECTORS

Board Membership Criteria

The members of the Board of Directors of your Company are expected to possess the required expertise, skill, and experience to effectively manage and direct your Company so that it can attain its organizational goals. They are expected to be persons with vision, leadership qualities and strategic bent of mind, proven competence, and integrity.

Each member of the Board of Directors of your Company is expected to ensure that his/her personal interest does not run in conflict with your Company's interests. Moreover, each member is expected to use his/her professional judgment to maintain both the substance and appearance of independence and objectivity.

COMPOSITION OF THE BOARD

The Board of Directors of the Company had an optimum combination of Executive and Non-Executive Directors so as to have a balanced Board Structure as on 31st March, 2014.

Details of Directors for the F.Y. 2013-14

Name of Director	Category	No. of Board Meetings during the year		Attendance at the last AGM held on 6th September, 2013	No. of Committee memberships and Chairmanships in all companies including Brooks Laboratories Ltd.	
		Held	Attended		Membership	Chairmanship
Mr. Atul Ranchal	Promoter, Executive Director	6	4	Yes	1	1
Mr. Rajesh Mahajan	Promoter, Executive Director	6	4	Yes	3	Nil
Dr. D. S. Maity	Executive Director	6	4	Yes	1	Nil
Mr. Rajnish Kumar Bedi	Non-Executive, Independent	6	6	No	3	2
Mr. Bhaskar Sharma*	Non-Executive, Independent	6	3	No	3	Nil
Mr. Deepak Mahajan*	Non-Executive, Independent	6	2	N.A.	2	1

* Mr. Bhaskar Sharma and Mr. Deepak Mahajan were appointed as Independent Directors w.e.f. 22.05.2013 and 28.09.2013 respectively.



Information regarding Directors seeking Appointment/Re-appointment in ensuing Annual General Meeting

Name of Director	Mr. Atul Ranchal	Mr. Rajnish Kumar Bedi	Mr. Deepak Mahajan
Designation	Chairman cum Whole Time Director	Independent Director	Independent Director
Date of Birth	09.10.1967	04.02.1969	15.03.1970
Date of Appointment	23.01.2002	23.05.2012	28.09.2013
Qualifications	B.Sc. (Microbiology), PGDFMT	B.Sc. (Biosciences), MBA	B.A.
Expertise in Specific Functional Areas	Business Management	Co-operative Sector	Business Management
Shareholding in Brooks Laboratories Limited	4,113,071 shares	Nil	451 shares
Directorships held in other companies	Nil	Nil	Nil
Membership/Chairmanship of Committees of other Public Companies	Nil	Nil	Nil

REMUNERATION PAID TO DIRECTORS

Executive Directors:

(in Rs.)

S. No.	Name of the Director	Designation	Salary per annum
1.	Mr. Atul Ranchal	Chairman cum Whole Time Director	42,00,000
2.	Mr. Rajesh Mahajan	Managing Director	42,00,000
3.	Dr. D.S. Maity	Technical Director	12,72,000

Non-Executive Directors:

S. No.	Name of Director	Category	Sitting fee for the year
1.	Mr. Rajnish Kumar Bedi	Independent	80,000
2.	Mr. Bhaskar Sharma	Independent	80,000
3.	Mr. Deepak Mahajan	Independent	40,000

Note: The Company does not have any direct pecuniary relationship/ transaction with the Non-Executive Directors of the Company.

BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND PROCEDURES

During the financial year 2013-14, the Board met six times on the following dates:

1.	02.04.2013	2.	29.05.2013
3.	10.08.2013	4.	06.09.2013
5.	14.11.2013	6.	13.02.2014

The Board of Directors oversees the overall functioning of

the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long term interests of the shareholders are being served. The Board of Directors is assisted by the Senior Management Personnel in overseeing the functional matters of the Company.

BOARD COMMITTEES

In compliance with both the mandatory and non-mandatory requirements under the applicable laws, the Board of Directors of your Company constituted the following Committees:

- Audit Committee
- Shareholders' /Investors' Grievances Committee (Now renamed as Stakeholders' Relationship Committee)
- Remuneration Committee (Now renamed as Nomination and Remuneration Committee)
- Share Transfer Committee
- Corporate Social Responsibility Committee

The Chairman of the Board, in consultation with the respective Chairmen of these Committees, determines the frequency of the meetings of the Committees. The recommendations of the Committees are submitted to the Board for approval.

AUDIT COMMITTEE

The Audit Committee was duly constituted comprising of 3 Directors i.e. Mr. Rajnish Kumar Bedi as Chairman and Mr. Bhaskar Sharma and Mr. Rajesh Mahajan as members. The Company Secretary acts as Secretary of



the Audit Committee. The terms of reference of the Audit Committee are in accordance with those specified in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

Composition as on 31st March, 2014:

Committee Members	Designation	Category
Mr. Rajnish Kumar Bedi	Chairman	Non Executive, Independent
Mr. Bhaskar Sharma	Member	Non Executive, Independent
Mr. Rajesh Mahajan	Member	Executive, Non-Independent

Meetings during the financial year 2013-14

Four (4) meetings of Audit Committee were held during the Financial Year 2013-14 viz 23rd May, 2013; 29th July, 2013; 14th November, 2013 and 31st January, 2014.

Name of Member	Meetings Attendance during the year
Mr. Rajnish Kumar Bedi	4
Mr. Bhaskar Sharma	4
Mr. Rajesh Mahajan	3

INVESTOR GRIEVANCES COMMITTEE

The Investor Grievances Committee focuses on shareholders' grievances, monitors the response to investors' queries besides strengthening of investor relations. It looks into all kinds of investor complaints including transfer of shares, non-receipt of dividends/annual reports and other such issues.

The Investor Grievances Committee was duly constituted comprising of 4 Directors i.e. Mr. Rajnish Kumar Bedi as Chairman and Mr. Bhaskar Sharma, Mr. Deepak Mahajan and Mr. Rajesh Mahajan as members. Mr. Deepak Mahajan was appointed as member of the Committee w.e.f. 28.09.2013 consequent upon his appointment as Additional Independent Director on the even date. The Company Secretary acts as Secretary of the the Committee.

The Investor Grievances Committee has been renamed as Stakeholders' Relationship Committee in consonance with the Companies Act, 2013 in Board Meeting held on 28th May, 2014.

Composition as on 31st March, 2014:

Committee Members	Designation	Category
Mr. Rajnish Kumar Bedi	Chairman	Non Executive, Independent
Mr. Bhaskar Sharma	Member	Non Executive, Independent
Mr. Rajesh Mahajan	Member	Executive, Non -Independent
Mr. Deepak Mahajan	Member	Non Executive, Independent

No shareholder's complaints were received during F.Y. 2013-14 and as such, no shareholders' complaints were pending as on 31st March, 2014.

Meetings during the financial year 2013-14

Two (2) meetings of Investor Grievances Committee were held during the year viz. 29th July, 2013 and 5th November, 2013.

Name of Member	Meetings Attendance during the year
Mr. Rajnish Kumar Bedi	2
Mr. Bhaskar Sharma	2
Mr. Rajesh Mahajan	1
Mr. Deepak Mahajan	1

REMUNERATION COMMITTEE

The Remuneration Committee was duly constituted comprising of three Independent Directors.

Composition as on 31st March, 2014:

Committee Members	Designation	Category
Mr. Rajnish Kumar Bedi	Member	Non Executive, Independent
Mr. Bhaskar Sharma	Member	Non Executive, Independent
Mr. Deepak Mahajan	Member	Non Executive, Independent

The Remuneration Policy of the Company is aimed at rewarding performance, based on review of the achievements on a regular basis. The remuneration paid to the Executive Directors is recommended by the Remuneration Committee and approved by the board of directors in the Board Meeting, subject to the subsequent approval by the shareholders and such other authorities, if any, required.

No meeting of Remuneration Committee was held during the year.

Remuneration Committee has been renamed as Nomination and Remuneration Committee in consonance with the Companies Act, 2013 in Board Meeting held on 28th May, 2014.

SHARE TRANSFER COMMITTEE

The Share Transfer Committee was constituted by our Directors pursuant to a Board Resolution dated August 29, 2012 and comprised of three Directors viz. Mr. Atul Ranchal as Chairman, Mr. Rajesh Mahajan and Dr. D.S. Maity as members.

The Committee was constituted to approve the registration of transfer of shares received by the Company with the following terms of reference:-

1. To approve and register transfer/transmission of shares.
2. To sub-divide, consolidate and issue share



certificates.

3. To authorize affixation of Common Seal of the Company.
4. To issue share certificates in place of those which are damaged or in which the pages are completely exhausted provided the original certificates are surrendered to the Company.

Power of Attorney has been delegated to the Registrar and Share Transfer Agent (RTA) of the Company by the Board to further improve the quality of services to investors and timeliness of Share Transfer. All the requests for transfer of shares held in demat form are, therefore, processed by the RTA. No request for share transfer in physical form was received during the year. As such no meeting of the Share Transfer committee was held during the year.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Your Directors have constituted the Corporate Social Responsibility Committee (CSR Committee) comprising Mr. Rajesh Mahajan as Chairman and Mr. Atul Ranchal and Mr. Rajnish Kumar Bedi as other members.

The said Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy.

Composition of the Committee

Committee Members	Designation	Category
Mr. Atul Ranchal	Chairman	Executive, Non-Independent
Mr. Rajesh Mahajan	Member	Executive, Non-Independent
Mr. Rajnish Kumar Bedi	Member	Non- Executive, Independent

GENERAL BODY MEETINGS

The details of General Body Meetings held during last three financial years are given as follow:

Meeting	Date, Day & Time of AGM	Venue	No. of Special Resolutions
11th Annual General Meeting	6th September, 2013, Friday, at 09.00 a.m.	Hotel Gians, Baddi -Nalagarh Highway, Teh. Nalagarh, Distt. Solan, H.P.	3
10th Annual General Meeting	25th September, 2012, Tuesday, at 11.30 a.m.	Hotel Gians, Baddi-Nalagarh Highway, Teh. Nalagarh, Distt. Solan, H.P.	6
9th Annual General Meeting	5th July, 2011, Tuesday, at 11.00 a.m.	G-101, Ivory Tower, Sector 70, Mohali, Punjab	Nil

No Extra-ordinary General Meeting was held during the Financial Year under review.

POSTAL BALLOT:

No special resolution is proposed to be passed by Postal Ballot at the ensuing Annual General Meeting.

DISCLOSURES

During the financial year 2013-14, there were no materially significant transactions with related parties that may have potential conflict with the interests of the Company at large. Further details of related party transactions are presented in Note No. 26 in Notes to the Accounts.

The Company has complied with all the mandatory requirements of Corporate Governance and the Company has not adopted any non-mandatory requirements of Corporate Governance except the formation of Remuneration Committee. Also there has not been any non-compliance by the Company and no penalties or strictures were imposed by any Statutory Authority during the period under review.

MEANS OF COMMUNICATION

The Quarterly/Yearly Results of the Company are usually published in the newspapers viz. Financial Express (All editions) and Jan Satta (Chandigarh edition, circulating in Himachal Pradesh) and are also notified to the Stock Exchanges as required in the Listing Agreement to enable the Stock Exchanges to put it on their websites.

The investors' relations information of the Company is also available at the website of the Company i.e. www.brookslabs.net.

GENERAL SHAREHOLDERS' INFORMATION

(i) Annual General Meeting:

Date : 8th August, 2014

Time : 9.00 AM

Venue : HOTEL GIANZ, BADDI-NALAGARH HIGHWAY, TEH. NALAGARH, DISTT. SOLAN, H.P.

(ii) Financial Calendar:

1st day of April to 31st day of March in the next calendar year

Adoption of Quarterly Results Ended

30th June, 2014

30th September, 2014

31st December, 2014

31st March, 2015

In the month of (tentative)

August, 2014 (2nd week)

November, 2014 (2nd week)

February, 2015 (2nd week)

May, 2015

(iii) Date of Book Closure:

From Saturday, 2nd August, 2014 to Friday, 8th August, 2014 (both days inclusive)

(iv) Listing on Stock Exchanges:

Your Company's shares are listed at National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The Company has paid the requisite annual listing fees to both the stock exchanges for the financial year 2013-14.

**(v) Stock Code:**

Bombay Stock Exchange Ltd.: 533543

National Stock Exchange of India Ltd.: BROOKS

ISIN No. IN NSDL & CDSL: INE650L01011

(vi) Market Price Data:

High and Low prices of the shares of the Company for the F.Y. 2013-14 is as follows:

	BSE Limited			NSE India Limited		
	High Price	Low Price	Traded Quantity	High Price	Low Price	Traded Quantity
2013-14						
Apr-13	19.30	16.00	143028	19.40	16.20	217403
May-13	18.80	16.15	113833	18.60	16.15	209334
Jun-13	20.15	15.50	217415	20.00	14.65	288465
Jul-13	18.50	14.40	263878	18.90	14.30	250442
Aug-13	16.95	13.15	160273	18.85	13.20	269809
Sep-13	15.80	13.49	108046	16.10	13.50	198527
Oct-13	17.25	14.06	113025	17.75	13.90	270978
Nov-13	20.90	15.20	490419	20.90	14.35	959797
Dec-13	20.45	16.00	258127	20.40	15.95	484867
Jan-14	24.65	16.90	1087642	24.60	17.00	1790928
Feb-14	20.55	16.85	274783	20.50	16.70	338102
Mar-14	19.20	16.95	207737	19.00	16.80	408324

(vii) Registrars and Share Transfer Agents

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.inContact person: Mr. Mahesh Masurkar
(Team Leader- Investor Relation Registry)**(viii) Share Transfer System**

The Company has constituted an Investor Grievances Committee of its Directors to approve the transfer, transmission, issue of duplicate share certificates and allied matters. The Company's Share Transfer Agents viz. Link Intime India Pvt. Ltd. have adequate infrastructure to process the matters referred above.

(ix) Shareholding Pattern as on 31st March, 2014

Category	No. of Shares	% of Shareholding
1. Promoter and Promoter Group	9811949	60.62
2. Bodies Corporate	772379	4.77
3. Indian Public	5464423	33.76
4. NRIs	137671	0.85
Total	16186422	100.00

(x) Distribution of Shareholding as on 31st March, 2014

Shareholding of Shares		Shareholders		No. of Shares	
From	To	Number	% of Total	Number	% of Total
1	500	7700	78.44	1281666	7.92
501	1000	1033	10.52	871026	5.38
1001	2000	554	5.64	861879	5.32
2001	3000	182	1.85	478340	2.96
3001	4000	82	0.84	292726	1.81
4001	5000	75	0.76	355192	2.19
5001	10000	118	1.20	892893	5.52
10001	and above	73	0.74	11152700	68.90
TOTAL		9817	100.00	16186422	100.00

(xi) Dematerialization of Shares

As on 31st March, 2014, 99.95 per cent of the share capital was held in dematerialized form. Only 8115 shares were held in physical form.

(xii) Plant locations

Unit – I : Regd. Office & Works at: Village Kishanpura, Nalagarh Road, Baddi, Distt. Solan, H.P.

Unit – II : Another plant at following address is under construction stage: Survey No. 2, Village Manglej, Nareshwar Road, Taluka Karjan, Distt. Vadodara, Gujarat

(xiii) Address for correspondence

Registered Office and Works:
Village Kishanpura, Nalagarh Road,
Baddi, Distt. Solan, Himachal Pradesh
Tel: 01795-654001/04/06

Corporate Office:

Suite no. 203-204,
Eco House, Vishveshwar Nagar,
Goregaon East, Mumbai
Tel: 022- 29275901/02/03/04

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT UNDER CLAUSE 49(I)(D)(ii) OF THE LISTING AGREEMENT

The Shareholders,

I, Rajesh Mahajan, Managing Director of the Company, do hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct adopted by the Board of Directors, as applicable to the Board of Directors and Senior Management of the Company. The same has been made available on the website of the Company i.e. www.brookslabs.net.

For and on behalf of the Board
For **BROOKS LABORATORIES LIMITED**

Place: Mumbai
Date: 12.07.2014

Sd/-
Rajesh Mahajan
Managing Director



**AUDITOR'S CERTIFICATE ON COMPLIANCE
WITH THE CONDITIONS OF CORPORATE
GOVERNANCE UNDER CLAUSE 49 OF THE
LISTING AGREEMENT**

To,

The Members

Brooks Laboratories Limited

We have examined the compliance of conditions of Corporate Governance by BROOKS LABORATORIES LIMITED for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the Company with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

The compliance of conditions of the Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no investor complaint is pending for a period exceeding one month as on 31st March, 2014 against the Company, as per records maintained by the Investors Grievances Committee of the Company.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SHARMA SARIN & ASSOCIATES**

Company Secretaries

Place: Chandigarh

Date: 11.07.2014

Sd/-

G.S. SARIN

Partner

C.P. No. 2751

MD/CFO CERTIFICATION

To

The Board of Directors

BROOKS LABORATORIES LIMITED

We, the undersigned, in our respective capacities as the Managing Director and Chief Financial Officer of BROOKS LABORATORIES LIMITED ("the Company"), to the best of our knowledge and belief, certify that

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2014 and based on our knowledge and belief, state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and for evaluating the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that:
 - (i) there has been no significant changes in internal control over financial reporting during the year under reference;
 - (ii) there has not been any significant changes in accounting policies during the year which need to be disclosed in the notes to the financial statements; and
 - (iii) we are not aware of any material instances of significant fraud during the year and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on Behalf of the Board

For **BROOKS LABORATORIES LIMITED**

Sd/-

Sd/-

Place: Mumbai

Rajesh Mahajan

Ketan Shah

Date: 12.07.2014

Managing Director

Chief Financial Officer



Independent Auditor's Report

To

The Members

Brooks Laboratories Limited.

We have audited the accompanying financial statements of "Brooks Laboratories Limited" which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by

the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **J. K. JAIN & ASSOCIATES**

Chartered Accountants

Sd/-

(J.K. Jain)

Partner

Place : Chandigarh

Date : 28.05.2014

M.No. 083140

FRN 004025N



The Annexure referred to in paragraph 1 of Our Report of even date to the members of Brooks Laboratories Limited on the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) In our opinion, the Company has not disposed off any substantial/ major part of fixed assets during the year and going concern status of the company is not affected.
- (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) According to the information and explanations given to us, Company has not entered into any contracts or arrangements referred to in section 301 of the Act;
- b) As the Company has not entered into any transaction, no comments have been given in respect of Clause 4(v) of the Companies (Auditor's Report) Order, 2003.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9. (a) According to the records of the company, undisputed statutory dues including Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess, Employees Provident Fund and Employees State Insurance to the extent applicable and any other statutory dues have generally been regularly deposited with the



- appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is not trading in Shares, Mutual funds & other Investments.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For J. K. JAIN & ASSOCIATES
Chartered Accountants

Sd/-
(J.K. Jain)
Partner

Place : Chandigarh
Date : 28.05.2014

M.No. 083140
FRN 004025N

**BALANCE SHEET AS AT 31ST MARCH 2014**

(in ₹)

Particulars	Note. No.	As at 31st March, 2014	As at 31st March, 2013
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	161,864,220	161,864,220
(b) Reserves and Surplus	2	961,042,339	892,206,473
Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)		15,961,251	13,783,582
(b) Long -Term Provisions	3	6,075,780	4,929,953
Current Liabilities			
(a) Short-Term Borrowings	4	1,380,604	10,899,292
(b) Trade Payables	5	122,953,026	128,545,653
(c) Other Current Liabilities	6	44,885,757	31,295,289
(d) Short-Term Provisions	7	90,214,865	73,073,364
TOTAL		1,404,377,843	1,316,597,826
II. ASSETS			
Non-Current Assets			
(a) Fixed Assets	8		
(i) Tangible Assets		201,501,759	206,453,487
(ii) Capital WIP (Vadodara Plant)		371,610,396	355,242,181
(b) Non-Current Investments	9	200,000	200,000
(c) Long term Loans and Advances	10	101,402,522	62,463,394
(d) Other Non-Current Assets	11	32,859,914	32,859,914
Current Assets			
(a) Inventories	12	60,287,312	49,825,943
(b) Trade Receivables	13	164,636,115	216,781,345
(c) Cash and Cash Equivalents	14	299,881,549	238,717,921
(d) Short-Term Loans and Advances	15	7,363,599	4,272,740
(e) Other Current Assets	16	164,634,677	149,780,901
Notes on Accounts	1-30		
Significant Accounting Policies	31		
TOTAL		1,404,377,843	1,316,597,826

Notes and Significant Accounting Policies referred to above and annexed there to form an integral part of Balance Sheet. This is the Balance Sheet referred to in our Report of even date.

For **J.K. Jain & Associates**
CHARTERED ACCOUNTANTS

For **Brooks Laboratories Limited**

Sd/-
(CA. J.K.JAIN)
M. Ship No. : 083140

Place : Chandigarh
Date : 28th May 2014

Sd/-
Atul Ranchal
(Chairman)
DIN : 01998361

Sd/-
Ketan Shah
(C.F.O.)

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

Sd/-
Ashima Banodha
(C.S.)


STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2014

(in ₹)

Sr. No	Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
I	Revenue from Operations	17	852,685,072	801,126,087
II	Other Income	18	56,834	60,804
III.	Total Revenue (I +II)		852,741,906	801,186,891
IV	Expenses:			
	Cost of Materials Consumed	19	597,369,613	567,754,314
	Changes in Inventories of Finished goods, Work-In-Progress	20	(11,862,819)	5,710,941
	Employee Benefit Expense	21	25,649,206	17,397,218
	Financial Costs	22	1,188,963	1,143,596
	Depreciation and Amortization Expense	23	8,318,548	8,139,548
	Other Expenses	24	156,364,717	105,215,121
	Total Expenses (IV)		777,028,227	705,360,738
V	Profit Before Extraordinary Items and Tax	(III - IV)	75,713,678	95,826,153
VI	Extraordinary Items		-	-
VII	Profit Before Tax	(VI-VII)	75,713,678	95,826,153
VIII	Tax expense:			
	(1) Current tax		15,148,603	22,731,227
	(2) Deferred tax		2,177,669	1,656,346
	(3) Less: Mat Credit		14,007,030	-
IX	Profit(Loss) for the period from continuing operations	(VII-VIII)	72,394,436	71,438,580
X	Earning per Equity Share:			
	(1) Basic		4.47	4.41
	(2) Diluted		4.47	4.41

Notes and Significant Accounting Policies referred to above and annexed there to form an integral part of Statement of Profit and Loss. This is the Statement of Profit and Loss referred to in our Report of even date.

For **J.K. Jain & Associates**
CHARTERED ACCOUNTANTS

For **Brooks Laboratories Limited**

Sd/-
(CA. J.K.JAIN)
M. Ship No. : 083140

Place : Chandigarh
Date : 28th May 2014

Sd/-
Atul Ranchal
(Chairman)
DIN : 01998361

Sd/-
Ketan Shah
(C.F.O.)

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

Sd/-
Ashima Banodha
(C.S.)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

(in ₹)

Sr.	Particulars	As at 31st March, 2014	As at 31st March, 2013
A)	CASH FLOWS FROM OPERATING ACTIVITIES		
	Profit Before Taxation	75,713,678	95,826,153
	Add: Adjustments		
	Depreciation	8,318,548	8,139,548
	Add: Mat Credit	10,448,460	-
	Interest Expense	391,389	747,151
	loss on sale of assets	78,847	
	Operating Profit before working capital changes	94,950,923	104,712,852
	Adjusted for		
	(Increase)/Decrease in Current Assets		
	(Increase)/Decrease in Stock	(10,461,369)	1,775,258
	(Increase)/Decrease in Trade Receivables	52,145,230	(109,145,344)
	(Increase)/Decrease in Other current Assets	(17,944,636)	(24,299,867)
	(Increase)/Decrease in Current Liabilities		
	Increase/(Decrease) in Trade Payables	(5,592,627)	56,125,974
	Increase/(Decrease) in Other Liabilities	21,213,282	49,116,920
	Net Cash Flows from operating activities (A)	134,310,803	78,285,793
	Income Tax Paid	(17,326,272)	(24,387,573)
B)	CASH FLOWS FROM INVESTING ACTIVITIES		
	Addition to Fixed Assets	(3,490,668)	(3,865,370)
	Addition to Capital WIP Project	(16,368,215)	(16,406,491)
	Increase in other Long Term Assets	(38,939,128)	(3,386,673)
	Sale of Fixed Assets	45,000	10,500,000
	Net Cash Flows from Investing Activities (B)	(58,753,011)	(13,158,534)
C)	CASH FLOWS FROM FINANCING ACTIVITIES		
	Net Interest Paid	(391,389)	(747,151)
	Increase in Non- Current Liabilities	3,323,496	2,300,339
	Net Cash Flows from Financing Activities (C)	2,932,107	1,553,188
	Net Increase in Cash & Cash Equivalents (A+B+C)	61,163,627	42,292,874
	Cash & Cash Equivalents as at Beginning of the year	238,717,921	196,425,047
	Cash & Cash Equivalents as at end of the year	299,881,549	238,717,921

For J.K.JAIN & ASSOCIATES
Chartered Accountants

Sd/-
(CA. J.K.JAIN)
M. Ship No. : 083140

Place : Chandigarh
Date : 28th May 2014

For Brooks Laboratories Limited

Sd/-
Atul Ranchal
(Chairman)
DIN : 01998361

Sd/-
Ketan Shah
(C.F.O.)

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

Sd/-
Ashima Banodha
(C.S.)



NOTES FORMING PART OF BALANCE SHEET

1: SHARE CAPITAL

(in ₹)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Authorised Share Capital		
20,000,000 Equity Shares of 10/- each	200,000,000	200,000,000
	-----	-----
	200,000,000	200,000,000
	-----	-----
Issued Subscribed and Paid up:		
1,61,86,422 Equity Shares of Rs. 10/- each, Fully	161,864,220	161,864,220
Paid Up (Previous year 1,61,86,422 Equity Shares of 10/- each)		
	-----	-----
TOTAL	161,864,220	161,864,220

1.1 91,20,112(PY91,20,112) Shares out of Issued, Subscribed and Paid up Share Capital were allotted as Bonus Shares in last five years by Capitalization of Reserves.

1.2 The Details of Shareholders holding more than 5% shares:

Name of Shareholder	Equity Shares			
	As at 31 March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. ATUL RANCHAL	4113071	25.41	4113071	25.41
Mr. RAJESH MAHAJAN	3493151	21.58	3493151	21.58

1.3 The Reconciliation of the number of shares outstanding is set out below:

Particulars	Equity Shares			
	As at 31 March 2014		As at 31 March 2013	
	Number	Amt.	Number	Amt.
Shares outstanding at the beginning of the year	16,186,422	161,864,220	16,186,422	161,864,220
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	16,186,422	161,864,220	16,186,422	161,864,220

**2: RESERVES & SURPLUS**

(in ₹)

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Securities Premium		
	As per last Balance Sheet	567,000,000	567,000,000
2	Profit & Loss Account		
	Add: Profit for the Current year	320,086,068	178,647,488
	Add: Amount of disclosure as per disclosure	72,394,436	71,438,580
	Note dated 08.03.2013 under Income		
	Tax Act, 1961	-----	70,000,000
	Surplus (Profit & Loss Account)	392,480,504	320,086,068
3	Mat Credit	1,561,835	5,120,405
		-----	-----
	TOTAL	961,042,339	892,206,473

3: LONG TERM PROVISIONS

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Provision for Leave Encashment	1,346,118	1,156,708
2	Provision for Gratuity	4,729,662	3,773,245
		-----	-----
	TOTAL	6,075,780	4,929,953

4: SHORT TERM BORROWINGS

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Other Loans from Banks		
1	State Bank Of India Overdraft A/c (Secured by lien marked on Fixed Deposits of the company)	1,380,604	10,899,292
		-----	-----
	TOTAL	1,380,604	10,899,292

5: TRADE PAYABLES

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Micro, Small and Medium Enterprises	-	-
2	Sundry Creditors for Material/Supplies	122,953,026	128,545,653
		-----	-----
	TOTAL	122,953,026	128,545,653

5.1 The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and, hence, disclosures relating to amounts unpaid as at the end together with interest paid/payable under this Act has not been given.

**6: OTHER CURRENT LIABILITIES**

(in ₹)

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Service Tax Payable	-	4,927
2	TDS Payable	5,137,946	259,175
3	Entry Tax Payable	45,275	706,727
4	Advance From Customers	3,854,623	2,770,577
5	Staff Security	26,324	26,324
6	Liaisoning Commission Payable	35,821,588	27,442,267
7	Other Creditors	-	85,292
	TOTAL	44,885,757	31,295,289

6.1 Other Payable includes amounts payable on account of EPF, ESI, Salary Payable, Telephone exp.etc.

7: SHORT TERM PROVISIONS

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Provision For Employee Benefits		
1	EPF Employee Contribution Payable	76,980	71,424
2	EPF Employers Contribution Payable	76,980	71,424
3	Esic Employee Contribution Payable	15,690	14,298
4	Esic Employers Contribution Payable	42,438	38,259
5	Administration Charges Epf Payable	10,327	9,582
6	Salary for Marketing(Payable)	-	162,450
7	Salary to Directors Payable	-	784,785
8	Salary to Staff (Payable)	1,060,636	1,386,294
9	Independent Directors Sitting Fees Payable	54,000	72,000
10	Provision for Leave Encashment	143,073	127,655
11	Provision for Gratuity	622,899	530,457
12	Wages Payable	-	197,027
	Others		
1	Electricity & Power Charges Payable	635,004	622,283
2	Professional charges payable	-	56,664
3	Vehicle running charges payable	208,484	110,425
4	Statutory Audit Fees Payable	533,637	533,710
5	Telephone Expenses Payable	55,235	53,747
6	Provision for Taxation A/Y 2014-15 (A/Y 13-14)	15,148,603	22,731,227
7	Provision for Taxation for earlier years	64,565,413	41,834,186
8	Supply charges payable to institution	6,965,467	3,665,467
	TOTAL	90,214,865	73,073,364

8: FIXED ASSETS

(in ₹)

Description	Gross Block				Depreciation				Net Block	
	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
<u>Tangible Assets</u>										
Land	73,866,063	-	-	73,866,063	-	-	-	-	73,866,063	73,866,063
Building	50,930,857	-	-	50,930,857	9,317,059	1,701,091	-	11,018,149	39,912,708	41,613,798
Plant and Equipment	88,114,491	2,425,081	-	90,539,572	17,213,633	4,206,955	-	21,420,588	69,118,984	70,900,858
Lab Equipments	1,279,419	32,659	-	1,312,078	367,669	91,164	-	458,833	853,245	911,750
Furnitures & Fixtures	5,214,357	103,432	-	5,317,789	1,567,220	334,296	-	1,901,517	3,416,272	3,647,137
Vehicles (Cars)	12,236,220	-	348,315	11,887,905	5,188,871	1,143,131	224,468	6,107,534	5,780,371	7,047,349
Office Equipment	1,387,641	75,189	-	1,462,830	403,257	100,350	-	503,607	959,222	984,384
Computer	1,582,750	43,407	-	1,626,157	1,037,404	260,284	-	1,297,688	328,469	545,346
Electrical Equipment	1,131,067	-	-	1,131,067	285,304	79,966	-	365,270	765,797	845,763
Generator	4,119,793	-	-	4,119,793	894,009	195,690	-	1,089,699	3,030,094	3,225,784
Air Conditioner	3,735,674	810,900	-	4,546,574	870,419	205,621	-	1,076,040	3,470,534	2,865,255
SUB TOTAL (A)	243,598,332	3,490,668	348,315	246,740,685	37,144,845	8,318,548	224,468	45,238,925	201,501,759	206,453,487
<u>Capital Work-in-Progress (Vadodara)</u>										
Land (Vadodara)	56,240,519	15,033,500	-	71,274,019	-	-	-	-	71,274,019	56,240,519
Advance towards Building	112,443,505	-	112,443,505	-	-	-	-	-	-	112,443,505
Building Under Construction	41,087,272	112,511,316	-	153,598,588	-	-	-	-	153,598,588	41,087,272
Advance towards Plant And Machinery	33,592,720	-	33,592,720	-	-	-	-	-	-	33,592,720
Plant and Machinery	111,878,165	34,859,624	-	146,737,789	-	-	-	-	146,737,789	111,878,165
SUB TOTAL (B)	355,242,181	162,404,440	146,036,225	371,610,396	-	-	-	-	371,610,396	355,242,181
Total [A + B]	598,840,513	165,895,108	146,384,540	618,351,081	37,144,845	8,318,548	224,468	45,238,925	573,112,155	561,695,668
(Previous Year)	589,068,652	166,984,923	157,213,062	598,840,513	29,005,296	8,139,548	-	37,144,845	561,695,668	560,063,356




9: NON CURRENT INVESTMENTS
(Trade Investments)

(in ₹)

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Investment in Unquoted Shares (20,000 Equity Shares in Shivalik Solid Waste Management Ltd.)	200,000	200,000
	TOTAL	200,000	200,000

10: LONG TERM LOANS & ADVANCES

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
(Unsecured but considered good)			
1	Earnest Money Deposit	10,159,110	5,490,802
2	Other Deposit	9,905,437	10,338,941
3	MAT Credit Available	57,082,112	46,633,651
4	Advance given for purchase of office at Mumbai	24,255,863	-
	TOTAL	101,402,522	62,463,394

11: OTHER NON CURRENT ASSETS

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
(To the extent not written off/adjusted)			
1	Preliminary Expenses	32,859,914	32,859,914
	TOTAL	32,859,914	32,859,914

12: INVENTORIES

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
(As taken, valued & certified by the Management)			
1	Raw Material	33,213,662	34,730,850
2	Work-in-Progress	3,399,352	2,566,472
3	Finished Goods	14,730,321	3,700,382
4	Packing material	8,943,977	8,828,239
	TOTAL	60,287,312	49,825,943

12.1 Inventories are valued as per method described in significant Accounting Policies.

13: TRADE RECEIVABLES

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)			
1	Outstanding for more than six months	-	-
2	Others	164,636,115	216,781,345
	TOTAL	164,636,115	216,781,345

13.1 The Company has sent letters to parties to confirm their balances, but only few parties have responded so far. Hence Debtor balances appearing in the Balance Sheet are subject to their Reconciliation.

**14: CASH & CASH EQUIVALENTS**

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Cash-in-Hand		
1	Petty Cash Balance	85,714	164,846
2	Imprest A/c	66,625	68,625
	Sub Total (A)	152,339	233,471
	Bank Balance		
1	SBI -Power Pack- Mumbai	5,226,675	1,858,253
2	Axis Bank Baddi C/A	96,064	274,038
3	SBI -Power Pack- (west bengal)	23,078	53,490
	Sub Total (B)	5,345,816	2,185,781
	Fixed Deposits		
1	Fixed Deposit	215,685,313	168,360,174
2	Fixed Deposit against Bank Gurantee	13,619,000	12,669,000
3	Fixed Deposit for ESIC tender	671,140	2,806,329
4	FDR being Margin Money for Letter Of Credit and Overdraft	64,407,941	52,463,166
	Sub Total (C)	294,383,394	236,298,669
	TOTAL (A+B+C)	299,881,549	238,717,921

15: SHORT TERM LOANS & ADVANCES

(Unsecured, considered good)

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Advance to Suppliers	5,660,935	4,048,542
2	Advance salary and Other		
	Misc. Advances	575,992	34,000
3	Balance with revenue authorities	1,126,672	190,198
	TOTAL	7,363,599	4,272,740

16: OTHER CURRENT ASSETS

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Advance Recoverable in cash or in kind or for value to be received considered good		
1	Advance Income Tax A/Y 2014-15 (F/Y 2013-14)	12,500,000	19,500,000
2	Advance Income Tax of earlier years	61,466,479	41,966,479
3	TDS Receivable A/Y 14-15 (F/Y 2013-14)	2,653,629	2,019,607
4	TDS Receivable of earlier years	3,184,190	1,148,682
5	Prepaid Expenses	202,685	209,014
6	Accrued Interest on Fixed Deposit	14,627,695	14,937,119
7	Disclosure amount in accordance with Disclosure statement dated 08.03.2013 during survey u/s 133A of the Income Tax Act	70,000,000	70,000,000
	TOTAL	164,634,677	149,780,901

**17: REVENUE FROM OPERATIONS**

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Sales (Exclusive of Excise Duty)		
1	Sale Against Form F	23,675,029	17,507,166
2	Sale CST 5%	266,120,141	310,906,712
3	Sale Against Form H	1,805,500	2,056,500
4	Sale Vat 5%	2,900,901	4,005,854
5	Sale CST 1.5 %	560,819,311	470,066,129
	Less:		
1	Sales Return	2,635,811	3,416,274
	TOTAL	852,685,072	801,126,087

18: OTHER INCOME

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Other Receipts	56,834	60,804
	TOTAL	56,834	60,804

19: COST OF MATERIAL CONSUMED

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Purchase of R.M. & Stores		
	Opening Stock		
	- Raw Material	34,730,850	23,712,649
	- Packing Material	8,828,239	15,910,757
	Sub Total (A)	43,559,089	39,623,406
2	Purchases (B)	595,968,163	571,689,997
	Less : Closing Stock		
	- Raw Material	33,213,662	34,730,850
	- Packing Material	8,943,977	8,828,239
	Sub Total (C)	42,157,639	43,559,089
	TOTAL (A+B+C)	597,369,613	567,754,314

19.1 Value of Raw Materials Consumed

Sr. No	Particulars	As at 31st March, 2014	% of Consumption	As At 31st March, 2013	% of Consumption
1	Imported	1,356	30.66%	1,155	20.20%
2	Indigenous	3,071	69.34%	4,564	79.80%
	TOTAL	4,427	100%	5,719	100%

19.2 Value of Imports on CIF Basis in respect of

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Raw Material	135,686,368	115,447,276
	TOTAL	135,686,368	115,447,276

**20: Change in Inventories**

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Opening Stock		
	- Finished Goods	3,700,382	7,801,259
	- Work in Progress	2,566,472	4,176,536
	Sub Total (a)	6,266,854	11,977,795
2	Closing Stock		
	- Finished Goods	14,730,321	3,700,382
	-Work In Progress	3,399,352	2,566,472
	Sub Total (b)	18,129,673	6,266,854
	TOTAL (a-b)	(11,862,819)	5,710,941

21: EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
1	Salaries & Wages	22,182,620	14,905,870
2	Contribution to Provident Fund and other funds	1,571,696	1,474,143
3	Staff Welfare Expenses	1,894,890	1,017,205
	TOTAL	25,649,206	17,397,218

- 21.1 As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:
The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit.

RECONCILIATION OF FAIR VALUE OF ASSETS AND OBLIGATIONS

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
1	Gratuity		
	Fair Value Of Plan Assets		
	Present value of obligation	5,352,561	4,303,702
	Funded Status	5,352,561	4,303,702
	Amount recognised in balance Sheet	5,352,561	4,303,702
2	Leave Encashment		
	Fair Value Of Plan Assets		
	Present value of obligation	1,489,191	1,284,363
	Funded Status	1,489,191	1,284,363
	Amount recognised in balance Sheet	1,489,191	1,284,363

Expenses recognised during the year

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
1	Gratuity		
	Current Service Cost	905,144	829,035
	Interest Cost	387,333	295,532
	Net Acturial (gain) /loss recognised in the period	(161,193)	(293,827)
	Expense recognised in the P&L Statement	1,131,284	830,740
2	Leave Encashment		
	Current Service Cost	890,362	683,144
	Interest Cost	115,593	99,994
	Net Acturial (gain)/loss recognised in the period	(252,236)	(211,570)
	Expense recognised in the P&L Statement	753,719	571,568

**22: FINANCIAL COST**

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
1	Interest on overdraft	856,460	747,151
2	Bank Charges	332,503	396,445
	TOTAL	1,188,963	1,143,596

22.1 Interest Expense includes Interest on LC Discounting Charges.

23: DEPRECIATION & AMORTISATION

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
1	Depreciation	8,318,548	8,139,548
	TOTAL	8,318,548	8,139,548

24: OTHER EXPENSES

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
a)	Manufacturing Expenses		
1	Consumables	2,021,460	1,525,808
2	Generator running	16,608,319	5,528,338
3	Power supply	9,510,815	7,965,211
4	Repair & Maintenance	5,078,921	1,178,031
5	Freight & Octroi (Inward)	1,126,263	468,346
6	Packing Charges	4,638,750	4,241,790
7	Tools and Spare Parts	1,171,599	845,578
8	Testing Charges	2,110,515	1,133,341
	Sub Total (a)	42,266,641	22,886,443

b) Administration Expenses

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
1	Telephone Expenses	275,080	270,369
2	Travelling Expenses	288,013	421,409
3	Repair & Maintenance Building	621,819	259,934
4	Computer Maintenance	231,216	180,027
5	Insurance Expenses	326,165	330,475
6	Legal & Professional Charges	4,150,546	4,981,668
7	Printing & Stationery Expenses	618,232	822,752
8	Rent Rates & Taxes	1,290,423	614,222
9	Rebate & Discounts	3,415,296	5,717,082
10	Independent Directors Sitting Fees	200,000	187,500
11	Executive Directors Remuneration	9,672,000	8,964,000
12	Other Administration Expenses	2,809,473	2,395,545
13	Loss on sale of vehicle	78,847	-
14	Vehicle Running & main A/c	2,729,190	1,588,982
	Sub Total (b)	26,706,301	26,733,964

c) Selling and Distribution Expenses

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
1	Advertisement & Publicity	253,781	437,642
2	Freight and Octroi (outward)	3,249,889	3,540,004
3	Supply Charges Payable to institution	15,362,198	8,786,587
4	Commission & Packing and Forwarding Charges	67,992,197	42,296,770
	Sub Total (c)	86,858,065	55,061,003

**d) Payment to Statutory Auditors :**

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
1	Statutory Audit Fees	300,000	300,000
2	Tax Audit Fee	115,000	115,000
3	Consultancy	60,000	60,000
4	Add: Service Tax	58,710	58,710
	Sub Total (d)	533,710	533,710
	TOTAL (a+b+c+d)	156,364,717	105,215,120
24.1	Expenses includes Rs. 4.71 Lacs as expenses relating to previous years.		

25. EARNINGS PER SHARE

EARNINGS PER SHARE (EPS)	As at 31st March, 2014	As At 31st March, 2013
Net Profit after tax as per Statement of Profit & Loss	72,394,436	71,438,580
Profit and Loss attributable to Equity Shareholders	72,394,436	71,438,580
Weighted Average number of equity shares used as denominator for calculating EPS	16,186,422	16,186,422
Basic EPS	4.47	4.41
Diluted EPS	4.47	4.41

26. Disclosure as required by AS-18 (Related Party Disclosures) issued by ICAI.

Related Party	Relationship	Nature of Transaction	Amount of Transaction
Mr. Atul Ranchal	Chairman	Remuneration Paid	4,200,000.00
Mr. Rajesh Mahajan	Managing Director	Remuneration Paid	4,200,000.00
Dr. DS Maity	Director	Remuneration Paid	1,272,000.00
Mrs. Saras Gupta	Director's Wife	Remuneration Paid	2,880,000.00
Mrs. Rajni Ranchal	Director's Wife	Remuneration Paid	2,880,000.00
Mrs. Davinder kumari	Director's Mother	Remuneration Paid	2,400,000.00

27 : The company operates only in one business segment viz. "Pharmaceutical Formulation" Since in the opinion of management, the inherent nature of activities engaged by the company are governed by the same set of risks and rewards, so these have been grouped and identified as a single segment in accordance with the Accounting Standard on Segment Reporting (AS-17) issued by ICAI.

28. Payment to Statutory Auditors

Sr. No	Particulars	As at 31st March, 2014	As At 31st March, 2013
1	Statutory Audit Fees	300,000	300,000
2	Tax Audit Fee	115,000	115,000
3	Consultancy	60,000	60,000
4	Add: Service Tax	58,710	58,710
		533,710	533,710

29. Expenditure in foreign currency

Sr. No	Particulars	As at 31st March, 2014 (Amt. in US \$)	As at 31st March, 2013 (Amt. in US \$)
1	Raw Material purchased on CIF basis	1,344,900	1,318,650
	TOTAL	1,344,900	1,318,650

30 : During the year company has undertaken a review of all Fixed Assets in line with the requirements of AS-28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India. Based on such review, no provision for impairment is required to be recognized for the year.



SIGNIFICANT ACCOUNTING POLICIES

1) Accounting Convention

The Financial Statements are prepared in accordance with applicable Accounting Standards in India. A summary of important Accounting Policies, which have been applied consistently, is set out below. Accounting Policies comprises Accounting Standards specified by Central Government u/s 211(3C) of the companies Act 1956, other pronouncements of the Institute of Chartered Accountants of India and guidelines issued by SEBI. The Financial Statements have also been prepared in accordance with relevant presentational requirements of Companies Act, 1956.

2) Basis Of Accounting

The Financial Statements are prepared under the historical cost convention and on the basis of going concern, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

3) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

4) Fixed Assets

Fixed Assets are stated at historical cost (including expenses incurred on putting them in use) less accumulated depreciation.

5) Depreciation and Amortization

Depreciation has been provided on straight-line method, on single shift basis at the rates Specified in the schedule XIV of the Companies Act, 1956.

6) Inventories

The inventories are valued in accordance, with the revised Accounting Standard-2 "(AS-2)" Valuation of Inventories" and the revised "Guidance Note on Accounting Treatment for Excise Duty" issued by the Institute of Chartered Accountants of India. According the method of valuation adopted are as under :-

- i. Stock of Raw Material and Packing Material :- At cost price.
- ii. Stock of Work in Progress :- At material cost plus apportioned manufacturing overheads.
- iii. Stock of Finished Goods :- At material cost plus

apportioned manufacturing overheads plus excise duty and other costs incurred in bringing the inventories to their present location and condition or Net Realizable value whichever is lower.

- iv. Spares and consumable: - At cost.

7) Investments

- (a) Long term investments are stated at cost of acquisition, provision for diminution is made only to recognize a decline other than temporary, if any, in the value of investments.
- (b) Current investments are carried at lower of cost and fair market value.
- (c) Dividends are accounted for as and when received.

8) Employee Benefits

- (a) A short term employees benefits are recognized as expenses at the undiscounted amount in the profit and loss account of the year in which the related is rendered.
- (b) Post employees and other long term employees benefits are recognized as an expense in the profit and loss account for the year in which the employees has rendered services. The expenses are recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to Profit and Loss account.

9) Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Sales of goods and services are recognized upon passage of the title to the customer, which generally coincides with the delivery. Sale is net of sale returns.

Interest income is recognized on time proportion basis taking into account outstanding and rate applicable.

10) Foreign Currency Transactions

- (a) Foreign exchange transactions in respect of import payments are stated at the exchange rate prevailing at the time of transaction and variation, if any, accounted for on the date of payment is squared during the same accounting year.
- (b) Monetary items denominated in foreign currencies remaining unsettled at the year end if not covered by forward exchange contracts are translated at year end rates.



- (c) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss except in case of where they relate to acquisition of fixed assets in which case they are adjusted in the carrying cost of such assets.

11) Provision for Current and Deferred Tax

- a) Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that is a virtual certainty that assets will be realized in future.
- b) MAT: Minimum Alternative Tax payable under the provisions of the Income Tax Act, 1961 is recognized as an asset in the year in which credit becomes eligible and is set off in the year in which the Company becomes liable to pay income taxes at the enacted tax rates and shall be reversed in the year in which it lapses.

For **J.K.JAIN & ASSOCIATES**
Chartered Accountants

Sd/-
(CA. J.K.JAIN)
M. Ship No. : 083140

Place : Chandigarh
Date : 28th May 2014

12) Amortization of Miscellaneous Expenditure

Preliminary expenses are amortized over a period of five years. All these expenses will be written off over the period of next five years starting from the year of production of that unit.

13) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in management are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

14) Impairment of Assets

An Asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which as asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

For **Brooks Laboratories Limited**

Sd/-
Atul Ranchal
(Chairman)
DIN : 01998361

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

Sd/-
Ketan Shah
(C.F.O.)

Sd/-
Ashima Banodha
(C.S.)



BROOKS LABORATORIES LIMITED

CIN: L24232HP2002PLC000267

Regd. Office: Village Kishanpura, Nalagarh Road, Baddi, Distt. Solan, H.P.

Website: www.brookslabs.net, Email id: investors@brookslabs.net

ATTENDANCE SLIP

DP ID*		Folio No	
Client-ID. :		No. of Shares held	

Full Name and Address of the Member(IN BLOCK LETTERS) : _____
:

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the Twelfth Annual General Meeting of the Company being held at HOTEL GIANZ, BADDI-NALAGARH HIGHWAY, NH-21A, BADDI, DISTT. SOLAN, H.P. at 9.00 A.M., on Friday, the 8th day of August, 2014.

Full Name of the Proxy (if any) _____

Signature

NOTE: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.



BROOKS LABORATORIES LIMITED

CIN: L24232HP2002PLC000267

Regd. Office: Village Kishanpura, Nalagarh Road, Baddi, Distt. Solan, H.P.

Website: www.brookslabs.net, Email id: investors@brookslabs.net

PROXY FORM

(Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

Folio No./ DP Id and Client ID: _____

I/we being the member(s) of the above named Company hereby appoint

Name: _____ Email Id: _____

Address: _____

Signature

or failing him/her

Name: _____ Email Id: _____

Address: _____

Signature

or failing him/her

Name: _____ Email Id: _____

Address: _____

Signature

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Friday, the 8th day of August, 2014 at 9.00 A.M. at HOTEL GIANZ, BADDI-NALAGARH HIGHWAY, NH-21A, BADDI, DISTT. SOLAN, H.P. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1.	To consider and adopt Audited Financial Statements, Reports of the Auditors and Directors thereon		
2.	Re-appointment of Mr. Atul Ranchal who retires by rotation		
3.	Appointment of Auditors and fixing of their remuneration		
4.	Appointment of Mr. Deepak Mahajan as Independent Director		
5.	Appointment of Mr. Rajnish Kumar Bedi as Independent Director		
6.	Re-appointment of Dr. D.S. Maity as Whole Time Director		
7.	Remuneration of Cost Auditor		
8.	Approval of borrowing powers of Rs. 3,00,00,00,000 (Rs. Three Hundred Crores Only)		

Signed this.....day of.....2014

Signature

Affix a
Rs 1/-
Revenue
Stamp

NOTES: *Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(Printed Material)

To,
Mr./Mrs./Ms.

If undelivered, please return to :



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

CIN: L24232HP2002PLC000267

Website : www.brookslabs.net, Email id: investors@brookslabs.net


FORM A
(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	BROOKS LABORATORIES LIMITED
2.	Annual financial statements for the year ended	31 st March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.

For Brooks Laboratories Limited


Rajesh Mahajan
Managing Director

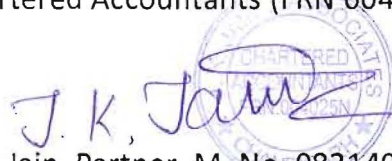
For Brooks Laboratories Limited


Ketan Shah
Chief Financial Officer

For Brooks Laboratories Limited


Rajnish Kumar Bedi
Chairman, Audit Committee

For J.K. Jain & Associates
Chartered Accountants (FRN 004025N)


J. K. Jain, Partner, M. No. 083140
Auditor