



**Brooks**

LABORATORIES LIMITED

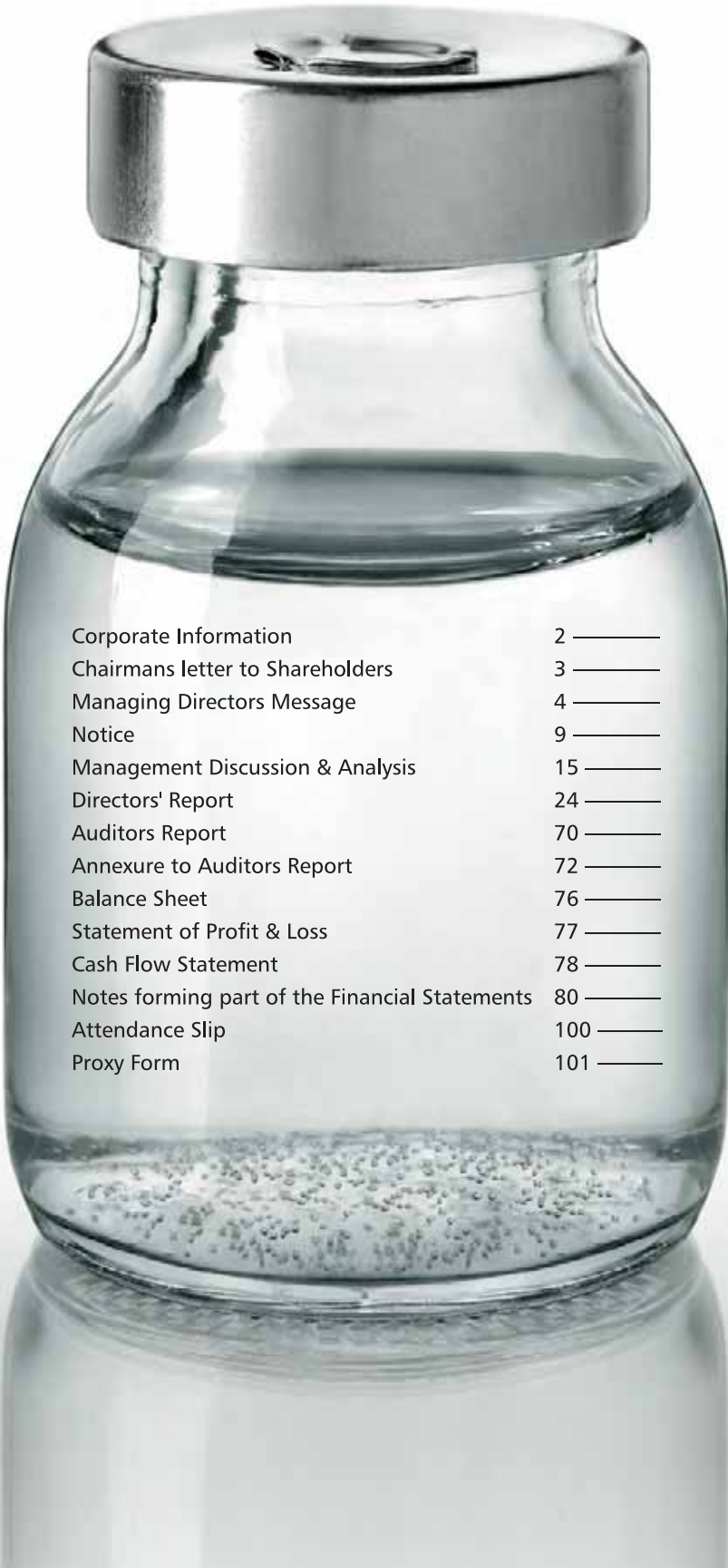
A WHO GMP & ISO 9001:2008 Certified Company

**14TH ANNUAL REPORT 2015- 2016**



Vadodara Address: Village Manglej Nareshwar Road, Taluka Karjan, Dist. Vadodara, Gujarat: 391210.

CONTENTS



Corporate Information	2	_____
Chairmans letter to Shareholders	3	_____
Managing Directors Message	4	_____
Notice	9	_____
Management Discussion & Analysis	15	_____
Directors' Report	24	_____
Auditors Report	70	_____
Annexure to Auditors Report	72	_____
Balance Sheet	76	_____
Statement of Profit & Loss	77	_____
Cash Flow Statement	78	_____
Notes forming part of the Financial Statements	80	_____
Attendance Slip	100	_____
Proxy Form	101	_____

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

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

### CHIEF FINANCIAL OFFICER

Mr. Anil Kumar Pillai

### COMPANY SECRETARY

Ms. Jyoti Sancheti (Company Secretary cum Compliance Officer)

### BANKERS

Kotak Mahindra Bank  
State Bank of India

### AUDITORS

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

### REGD. OFFICE & WORKS

Unit 1: Village Kishanpura Nalagarh Road Baddi, Distt. Solan, H.P.- 174101 Tel.: 01795- 654001/02/03 Fax: 01795-236939	Unit 2: Vadodara Address: Village Manglej Nareshwar Road, Taluka Karjan, Dist. Vadodara, Gujarat: 391210.
--	---

### CORPORATE OFFICE

502, Kanakia Atrium -2  
Next to Hotel Courtyard Marriott  
Andheri Kurla Road, Andheri (East),  
Mumbai – 4000093  
Tel.: 022-61933100  
Fax.: 022-61933114  
email:investors@brookslabs.net  
website:www.brookslabs.net  
CIN : L24232HP2002PLC 00026

### REGISTRAR & SHARE TRANSFER AGENT

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



## CHAIRMAN'S LETTER

Dear Shareholders,

15 years back, when I along with Mr Rajesh Mahajan conceptualised the idea of Brooks, the goal was although simple but quite tough and challenging for people like us who came from service class families with no business experience or business heritage, but our confidence has always remained high. The goal was to be a world class Pharmaceutical Company one day, it was challenging at first because of the lack of capital, lack of locational advantage and lack of experience.

With the above ideas incorporated and with our philosophy and motivation, we founded Brooks in 2002. Lots of things have changed over the years, but some of the basic principles that we strongly believed in have remain unaltered. At some point of time anybody could falter in the process of learning but if the intent is honest, we will be heard by The Almighty, and ultimately road of growth and goal will not only will be smoother, but faster as well.

Challenges came, challenges were conquered and today the scene is: we already have world class manufacturing facilities and a great hardworking team; we have 15 years of experience in hard core quality pharmaceutical manufacturing; we have the best locations for manufacturing and we have created a space for ourselves in this quality pharmaceutical corporate world in the last 15 years.

Despite of the challenging and very eventful and reflective journey, we have now created a space for ourselves and having an experienced team along with the world class manufacturing unit at Vadodara (ready to be commissioned), we are confident of placing ourselves into the next higher orbit of growth. We are confident that with the good wishes of our stakeholders and focussed work by our team, we shall be able to create greater value for our shareholders.

Our goal today to be a world class player will be achieved by being one of the best manufacturer in the niche segment, where we could be considered as preferred choice for manufacturing in that niche segment all over the world. This shall also lead us to launch our own products in overseas markets faster and in shorter time span. This differentiation shall place Brooks on continuous growth path to become a global leader.

While business shall be our priority, we shall ensure Corporate Social Responsibility sincerely as well.

At Brooks, success should not be decided by growth achieved in previous years or years to come, we shall strive to achieve the right thing, irrespective of how challenging the business scenario is, it should not deviate us from our basic guiding principles, and I am sure with these values we shall be able to transform ourselves.

Place: Mumbai  
Date: 03.09.2016

**Atul Ranchal**  
Chairman, Brooks Laboratories Ltd.





## MANAGING DIRECTOR'S MESSAGE

We have made investments of time and resources in strengthening excellence in operations – People, Systems & Processes, and Technology

Dear Shareholder,

India holds the potential of being a global leader in the pharmaceutical manufacturing space. The barriers along the path of achieving the leadership position include limited infrastructure amenities (power supply, transportation), hygiene and sanitation, mindset of the individuals not associated for complying global standards. Global pharmaceutical manufacturing imbibes all the above requirements for operating a world-class facility.

Over the years, Brooks Laboratories has overcome the above challenges to create a truly world class manufacturing facility in Baddi and now in Vadodara. We have encountered challenging circumstances in creating this global facility and have ensured zero tolerance for non-compliance. This new facility in Vadodara has obtained manufacturing license from Gujarat FDA in August 2016 & is expected to commence exhibit batches & other regulatory documentation in first week of September 2016. We have made investments of time and resources in strengthening excellence in operations – People, Systems & Processes, and Technology.



## EMPOWERING PEOPLE

For any organization 'people' have been at the center for creating a world class organization; with this focus we have taken several initiatives to drive meaningful change and responsible empowerment in manufacturing facilities for new recruits. We have ensured that the new joiners are equipped with the right skills, appropriate tools and an enabling environment to determine, plan and manage their jobs end-to-end. With this initiative we intend to create a highly skilled talent pool of plant operators who are trained to manage the plant operations as per the global standards.





## WORLD CLASS QUALITY SYSTEMS:

Complying to stringent cGMP requirements of global regulators is an absolute necessity for our future success in the pharmaceutical industry. Our Baddi facility complies with the necessary compliance as per WHO GMP.

Our Vadodara facility is world class and we plan to apply for FDA certifications of various regulated markets certification in the near term. We are committed to 24x7 cGMP compliance and shall be working with reputed global consultants to ensure that both facilities are compliant and benchmarked to international standards. We also intend to significantly strengthen our capabilities by continuously recruiting global talent with strong expertise in quality and compliance.





## CUTTING EDGE TECHNOLOGY

Best in class use of technology in the plant has led to automation of the complete plant operation resulting in no human intervention. We have laid emphasis on operational excellence, and have ensured that the way we develop, manufacture, and shipping our products which creates nil impact to the environment. We are committed to use our technical expertise to reach out to large numbers of people through greater affordability in this competitive and dynamic market.

## STRATEGY FOR GROWTH:

On the strategy and business development front, the company has initiated talks with large Indian and global pharma companies for engaging in contract manufacturing. Our priority for the next few years is to build business momentum, drive 100% capacity utilization of Baddi and Vadodara plants.

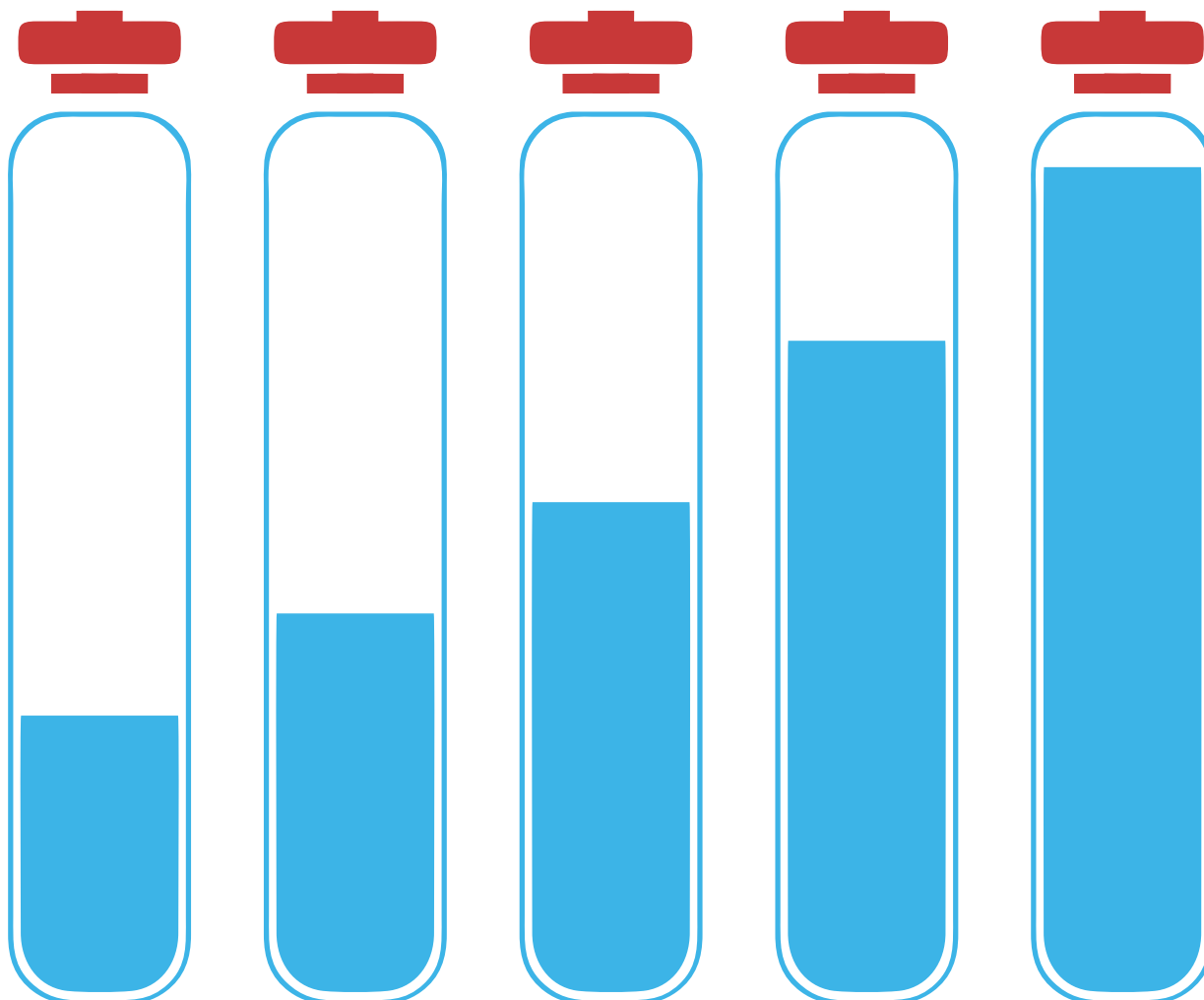
As we celebrate 15th year of operations of Brooks Laboratories existence, I take this opportunity to thank all our Brooks Laboratories colleagues, investors and other stake holders.

With fully operationalization of the Vadodara facility, we intend to be one of its class advanced and fully compliant facility in India. We look forward to welcome you there.

I am positive and the best is yet to come.

Place: Mumbai  
Date: 03.09.2016

**Rajesh Mahajan**  
Managing Director, Brooks Laboratories Ltd.



### Notice

Notice is hereby given that the 14<sup>th</sup> Annual General Meeting of Brooks Laboratories Limited will be held at Hotel Gians, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, H.P. on Tuesday, 27<sup>th</sup> September, 2016 at 9 a.m. to transact the following business:

#### ORDINARY BUSINESS:

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

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Report of the Directors and Auditors thereon.

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

To appoint a Director in place of Dr. D.S. Maity (DIN: 03136361), who retires by rotation and being eligible, offers himself for re-appointment.

**3. Ratification of Appointment of Statutory Auditors**

To ratify the appointment of M/s. SGCO & Co., Chartered Accountants, Mumbai (Firm Registration No. 112081W), as approved by Members at the Thirteenth Annual General Meeting as Statutory auditors of the Company, to hold office until the conclusion of Seventeenth Annual General Meeting, and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2017.

#### SPECIAL BUSINESS:

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), the Company hereby ratifies the remuneration payable to M/s. Balwinder & Associates, Cost Accountants, Mohali (Firm Reg No. 000201), as recommended by the Audit Committee and approved by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2017, amounting to Rs. 55,000 plus taxes.”

Place: Mumbai  
Date: 03.09.2016

By Order of the Board of Directors

For **Brook Laboratories Limited**  
Sd/-  
**Jyoti Sancheti**  
Company Secretary &  
Compliance Officer  
Membership No. A24124

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

## NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company.**
3. Pursuant to section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other Member.
4. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' notice in writing of the intention to so inspect is given to the Company.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 21<sup>st</sup> September, 2016 to Tuesday, 27<sup>th</sup> September, 2016, both days inclusive.
9. The Annual Report 2015-16 including the Notice of the Annual General Meeting and the Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants unless the Member has requested for a physical copy of the same. Hard copies of the above mentioned documents are being sent by the permitted mode to those Members who have not registered their e-mail addresses.
10. Members are requested to bring their copies of the Annual Report to the Meeting. The Notice convening the Annual General Meeting and the Annual Report 2015-16 are available on the Company's website [www.brookslabs.net](http://www.brookslabs.net).
11. Members / Proxies / Representatives should bring the Attendance Slip, duly filled in, for attending the Meeting.
12. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.



13. SEBI has mandated submission of Permanent Account Number (PAN) by every Member of the Company. Members holding shares in dematerialised form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.
14. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members who hold shares in physical form, either singly or jointly, can avail this facility by filling Form SH-13 in duplicate with the Registrar and Share Transfer which on request will supply blank forms. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
15. For any assistance or information about shares, dividend etc. Members may contact the Registrar and Share Transfer Agents viz. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai- 400078 (Tel: 022-2596 3838; Fax: 022-2594 6969; Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in); Website: [www.linkintime.co.in](http://www.linkintime.co.in)).
16. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013, respectively, will be available for inspection by the Members at the Annual General Meeting.
17. Members desirous of getting any information about the Accounts and Operations of the Company are requested to address their queries at the Registered Office of the Company or by email to [investors@brookslabs.net](mailto:investors@brookslabs.net) at least 7 days in advance of the Meeting so that the information required can be made readily available at the Meeting.
18. All documents referred to in the Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days of the Company between 10 a.m. and 12 noon up to the date of the Meeting.
19. **Procedure for e-Voting**  
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide Members with the facility to exercise their right to vote at the forthcoming Annual General Meeting (AGM) by electronic means and all the businesses may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday, 24<sup>th</sup> September, 2016 at 9:00 am and ends on Monday, 26<sup>th</sup> September, 2016 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 16<sup>th</sup> September, 2016 (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>
- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - (xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
  - (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
  - (xix) **Note for Non – Individual Shareholders and Custodians**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. A Member may participate in the Annual General Meeting of the Company even after exercising his / her voting right through e-voting but will not be allowed to vote again at the Annual General Meeting of the Company.
  22. A Member can opt for only one mode i.e. either through e-voting or voting at the Annual General Meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the voting at the Annual General Meeting shall be treated as invalid.
  23. Mr. GS Sarin, Partner of M/s. Sharma Sarin & Associates, Practicing Company Secretaries, (M.No: FCS 4025 & CP 2751) will be acting as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  24. At the Annual General Meeting, the Chairman shall, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those

Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

25. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The Results declared along with the Scrutinizer's Report will be placed on the Company's website [www.brookslabs.net](http://www.brookslabs.net) and on the website of CDSL within 3 days of the Annual General Meeting of the Company and communicated to the Stock Exchanges.

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

##### **Resolution No. 4**

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

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Balwinder & Associates, Cost Accountants, Mohali (firm Regn. No. 000201) as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of Rs. 55,000 plus taxes per financial year.

Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration to the Cost Auditor payable for the financial year 2016-17.

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

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

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

Place: Mumbai  
Date: 03.09.2016

Sd/-  
**Jyoti Sancheti**  
Company Secretary & Compliance Officer  
Membership No. A24124

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



### Management Discussion & Analysis

A synopsis of the company's performance in FY2016:

- Company's revenues stood at Rs. 800.09 Mn experiencing a decrease of 6.11% over the previous year at Rs. 852.13 Mn
- EBITDA at Rs. 126.44 Mn, accounted for 15.50% of the Company's revenues. The Company registered a 38.75% jump in the EBITDA margin over the previous year at Rs. 91.13 Mn.
- PBT was 4.52% higher at Rs. 108.19 Mn, 13.26% of revenues
- PAT was 12.32% higher at Rs. 106.33 Mn, 13.04% of revenues

### Financial Performance:

(Rs. Million)		
Particulars	FY 2016	FY 2015
<b>Income from Operations</b>		
Net Sales (net of excise duty)	800.09	852.13
Other income	15.61	23.64
<b>Total Income</b>	<b>815.70</b>	<b>875.78</b>
<b>Expenses</b>	<b>689.26</b>	<b>783.52</b>
Cost of materials consumed	525.96	604.11
Changes in inventories of FG & WIP	3.47	2.36
Employee benefit expense	70.78	47.32
Other expenses	89.05	130.85
<b>EBITDA</b>	<b>126.44</b>	<b>91.13</b>
Depreciation and amortization expense	11.60	11.04
Finance costs	7.94	4.43
<b>P&amp;L before exceptional items</b>	<b>106.90</b>	<b>75.66</b>
Exceptional items	1.29	27.85
<b>PBT</b>	<b>108.19</b>	<b>103.51</b>
Tax expense	1.86	8.83
<b>PAT</b>	<b>106.33</b>	<b>94.67</b>
<b>EPS</b>	<b>6.57</b>	<b>5.85</b>

**Revenues:**

The net sales of the company for the year ended March 31, 2016 stood at Rs. 800.09 million as against Rs. 852.13 million for the previous year ended March 31, 2015; there was marginal decline over the previous year. The management decided to upgrade the facility in line with cGMP - upgraded Ampoule manufacturing line and new machines were put into production block in Baddi plant.

**Cost of material:**

There has been a reduction of in the cost of materials as a percentage to Net sales, from 70.89% of sales in FY2015 to 65.74% of sales for this year. This reduction is on account of change in product mix with addition of some high profit products and discontinuing some low profit products.

**Employment Cost:**

During the current year, new international business team was recruited for developing business in international markets. This resulted in an increase in the employment cost by Rs 23.46 million, a 49% rise as compared to the previous year ended March 31, 2015.

**EBITDA:**

Earnings before Interest, Tax, Depreciation and Amortization at 15.50% for the year ended March 31, 2016, registered a growth of 38.75% as compared to the previous year at 10.42%. The company has achieved improved performance due to the change in product mix, better negotiation of commission paid to liaison agents, replacing HSD boiler with wood fired boiler etc.

**Finance Cost:**

Finance expense was Rs. 7.94 million in FY2016 versus finance income of Rs. 4.43 million in FY2015. This movement is primarily due to the fact that previous year usage of cash credit limit was low as company had some surplus funds. However, the surplus funds were absorbed into the new facility at Vadodara, accordingly company had to avail major portion of cash credit limit in 2015-16 resulting in higher finance cost.

**Depreciation:**

There has not been any significant change in depreciation charge.

**Tax:**

During the current year, the tax expense at Rs. 1.86 million as compared to the tax expense of Rs. 8.83 million in FY2015. This is mainly due to the provision made on account of MAT credit entitlement /utilized adjustment. During the year, the company credited Rs. 24.53 million to this account as against Rs. 8.11 million for the previous year. A schedule of the tax expenditure and utilization of MAT credit is provided in the notes to the accounts provided as part of the Auditor's report.

**Profit for the year:**

Net profit increased by 12.32% to Rs. 106.33 million in FY2016. This represents a PAT margin of 13.04% of total revenues versus 10.82% in FY2015.

<b>Debt and Equity Position</b>			(Rs. Million)
<b>Particulars</b>	<b>As on March 31, 2016</b>	<b>As on March 31, 2015</b>	<b>Change</b>
<b>Total Stockholders' equity</b>	<b>1220.50</b>	<b>1114.17</b>	<b>106.33</b>
Long-term borrowings	3.42	0	3.42
Short-term borrowings	52.84	5.13	9.31
<b>Total Debt</b>	<b>56.26</b>	<b>5.13</b>	<b>9.98</b>

**Operations during the year**

The company operated the Baddi plant at 92% capacity. Your company expects the capacity utilization at the Baddi plant to be more than 95% in FY 2016-17. Further, the Baddi plant is WHO cGMP certification approved. We have not started commercial production at the Vadodara plant.

**Human Resources Policy****Mission Statement**

HR supports and upholds Brooks' goals by nurturing a Positive and Engaging work environment while identifying and responding to the changing needs of the Organization and our Society.

**Vision Statement**

Brooks Human Resources department will serve as a Guardian for Excellence and Leadership through:

- Improving Organizational Effectiveness
- Innovative HR solutions
- Attract, Retain and Develop the talent
- Extraordinary Quality of services
- Building collaborative partnerships (HR as Business Partner)
- Develop a Robust Employee engagement plan for the staff & wage workforce through multiple engagement initiatives across the year.

**Core values of HR Department****✓ Focused Approach**

We advance Brooks mission by thinking and acting in the best interests of the organization and the workforce; in particular, when developing policies, processes, programs and delivering services.

**✓ Innovative**

HR at Brooks would be dedicated to Quality, Excellence and Continuous improvement. We work to ensure the Brooks remains competitive in its Human Resources policies and practices by actively seeking and developing best practices, methods and approaches.

**✓ Being Professional**

We adhere to high professional standards of quality, competency and conduct. We act with honesty and integrity. We anticipate and are proactive, collegial and collaborative in our work. We remain current in professional practice.

**✓ Accountable**

We are accessible and answer to stakeholders for results in accordance with policies, standards, commitments and principles. We document, measure and report performance and evaluate program effectiveness.

**✓ Transparent**

We balance requests to share information clearly and openly while respecting the security of confidential and personal information entrusted to the department.

**✓ Employees**

We have more than 300 peoples employed on the rolls of the Company.

***Risk management***

For its operations the Directors believe that, the company has laid down internal financial controls to be followed by the company; and that such internal financial controls are adequate and were operating effectively.

***Risk & Concerns:***

Risk is a potential event or non-event, the occurrence or non-occurrence of which can adversely affect the objectives of the Company. Impact of risks could either be monetary that is impact on business profits due to increase in costs, decreasing revenue amongst others or non-monetary which is delay in securing regulatory approvals, reputational damage etc. The Company is susceptible to risks arising out of our business strategy, succession planning and decision on innovation or product portfolio. If there is any significant unfavourable shift in industry trend or pattern of demand, our returns on investments might get affected. We have risks associated with clients' and prospective clients' dispositions.

Any delays due to changes in regulatory requirement, clearances or executional failures could materially affect the timing and implementation of our strategy. Further, due to higher profitability in the injectables space and price pressure in the orals because of the competition, we have seen more Companies are eyeing injectables segment as an area to grow, thus increasing some competition from India in various markets like USA. Emerging countries' currencies have become significantly devalued making our products expensive or reduced margins in the emerging countries market.

Regulators across the globe strictly monitor the pharmaceuticals manufacturing facilities. Governing laws across the globe are becoming increasingly stringent over time, with severe penalties or actions in the event of non-compliance or violations to regulatory standards. In the scenario where we or any of our suppliers fail to comply with such regulations, there could be a regulator-enforced shutdown of concerned production facilities, withdrawal of drug approvals previously granted, failure or delay in obtaining approvals for new products, prohibition on the sale or import of non complying products etc. Such impact would significantly affect the delivery of our objectives. Given the evolving nature and regulatory complexities relating to Injectables production, there is a continuous challenge in meeting the regulatory requirements. This might also lead to additional requirements from the regulators before granting commercialization approval. The additional requirements would not only increase our financial commitments but also shift the launch timelines, there by impacting Company strategy.

In addition to the above, other key risks relating to our current operations include human capital risk such as loss of key personnel, timely replenishment of critical vacant roles, reliance on third party sole suppliers or service providers including reliance on regional suppliers, disruption of operations from natural disasters, risk arising out of strategic projects, foreign exchange fluctuations, changing landscape of statutory regime etc.

At **BROOKS**, Risk Management is a key strategic focus for the Members of Board. All key functions of the Company are independently responsible to monitor risks associated with in their respective areas of operations such as production, supply chain, marketing, finance, accounting, treasury, legal, human resource and others areas like health, safety and environment.

***Outlook for the global pharmaceutical industry***

As per IMS Health publication, titled 'Global Medicines Use in 2020: Market Prognosis' (September 2015) sets out expected trends for the next four to five years:



- The volume of medicines used globally is expected to reach 4.5 trillion doses by 2020. Consequently, the value of the overall pharmaceutical market will cross \$ 1.4 trillion. This represents a growth of 29% - 32% over 2015.
- In absolute terms, developed markets will continue to lead in medicine spending, and use more original branded products and specialty medicines per capita.
- The largest growth however, will come from the Pharma emerging markets, supported by a sharp increase in broad based health system expenditures. These markets will use more branded generics and OTC medicines.

Other forecasts for this five-year-period are as follows:

- Use of medicines in 2020 will include more than 900 new active substances that have been introduced in the past 20-25 years.
- New medicines will be weighted more in favor of specialty and biologics.
- By 2020, patients will have greater access to breakthrough therapies and clusters of innovation around diabetes, hepatitis C, heart, autoimmune and orphan diseases.
- Cancer treatments will constitute the largest category of the 225 new medicines expected to be introduced within the next five years.
- While global medicine spending on orphan drugs is expected to be 1-2%, it will be as much as 10% in developed markets such as the USA.

<b>TABLE 1 ESTIMATES OF GLOBAL PHARMACEUTICAL SPENDS FOR 2020 (US\$ BILLIONS)</b>				
	2015	2010-2015 CAGR	2020	2016-2020 CAGR
Global	1,068.8	6.2%	1,400-1,430	4%-7%
Developed markets	684.3	4.8%	870-900	3%-6%
Pharmerging markets	249.2	11.9%	345-375	7%-10%
Rest of the World (RoW)	135.2	5.2%	150-180	1%-4%

Source: IMS Health, Market Prognosis, September 2015

### **Global generics**

Generics are the largest driver of growth globally. Generic drugs take a much bigger market share in pharma emerging countries, while branded drugs will continue to form almost two-thirds of global spending in the developed markets. Generics will account for over 50% of the incremental growth between 2013 and 2018.

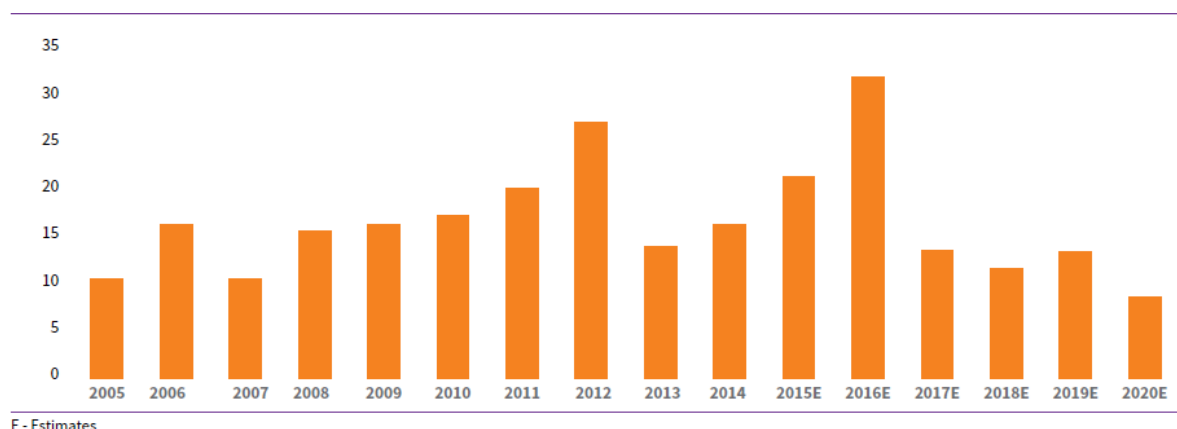
#### **Key drivers for demand for generic drugs include:**

- **Rising life expectancy:** Global life expectancy is projected to increase from an estimated 72.7 years in 2013 to 73.7 years by 2018. Much of the gain in life expectancy can be attributed to medical advancements, which further, would lead to enhanced need for pharmaceutical products.
- **Aging population:** The global population aged 65 and over will grow faster than any other age segment, and will account for almost 30% of overall population growth in the next five years (2014-2018). This will drive demand for pharmaceutical products.
- **Rising income of households:** Rising per capita income in emerging economies provide a healthy prospect for the pharmaceutical industry. Household incomes in emerging economies will jump by more than US\$ 8.5 trillion between 2010 and 2020, accounting for nearly 60% of the global increase over this period, in

real terms. Growth in incomes will directly increase consumption and demand, making medical services and healthcare facilities more affordable to the masses.

- **Improved healthcare access reforms:** More than one billion people worldwide lack access to modern healthcare systems. Healthcare awareness has found the much required acceptance during recent times; following which several governments have announced subsidized health protection programs. Rising healthcare awareness means rising demand for pharmaceutical products.
- **Regulatory and technological advancements:** As drug compositions become more and more complex, the pharmaceutical industry is evolving fast to become highly technological and regulated. The latest regulatory and technological requirements of the industry mandates considerable investments in building critical capabilities and also higher capital investments leading to market consolidation and greater headroom for large organized participants.
- **Growing incidence of chronic diseases:** Aging population increases the necessity for more healthcare spending. Besides, chronic diseases continue to be the major factors for mortality worldwide, with developing nations suffering from high levels of public health problems related to chronic diseases. As per WHO projections, by 2020, chronic diseases will account for almost three-quarters of all deaths worldwide.

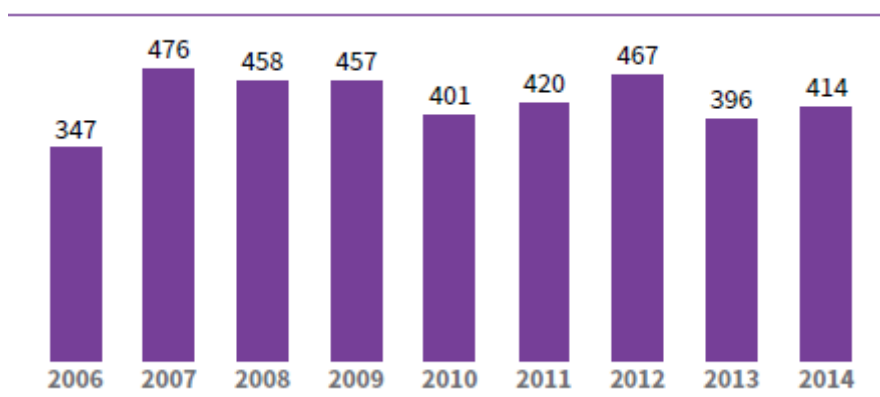
#### Patent Expiry trend (USD billion)



Source: Brokers Report

#### ANDA approvals

The US FDA is targeting improvement in Abbreviated New Drug Application (ANDA) approval timelines under the Generic Drug User Fee Amendments (GDUFA) guidelines. By 2017, it intends to act on 90% of completed ANDA applications within 10 months of submission. This should increase the pace of new approvals by 2017. However, the rate of ANDA approvals over the past few years has not witnessed any significant change as yet.



Source: Brokers Report

#### Pharma emerging markets:

Pharmaceutical spending in the pharma emerging markets stood at approximately US\$ 243 billion in 2013. It is estimated to grow at a CAGR of 8-11% during 2014-2018 to reach US\$ 358-388 billion by 2018. Spending on medicines in pharma emerging economies, especially those in Asia will be bolstered by a combination of rapid population growth due to falling infant mortality rates and increased longevity, along with improved access to healthcare and increasing per capita income.

(Pharma emerging markets: China, Brazil, Russia, India, Venezuela, Poland, Argentina, Turkey, Mexico, Vietnam, South Africa, Thailand, Indonesia, Romania, Egypt, Pakistan, Ukraine, Algeria, Colombia, Nigeria, Saudi Arabia and Russia)

	Market Value by 2018 (US\$ billion)	CAGR Growth, 2014-18 (%)
<b>Tier 1 - China</b>	155-185	10-13
<b>Tier 2</b>	88-98	9-12
<b>Brazil</b>	36-46	9-12
<b>Russia</b>	20-30	7-10
<b>India</b>	21-31	9-12
<b>Tier 3 Markets</b>	95-125	5-8

#### Pharmaceutical spending

Source: IMS Market prognosis, September 2014

#### US Generic Injectable market

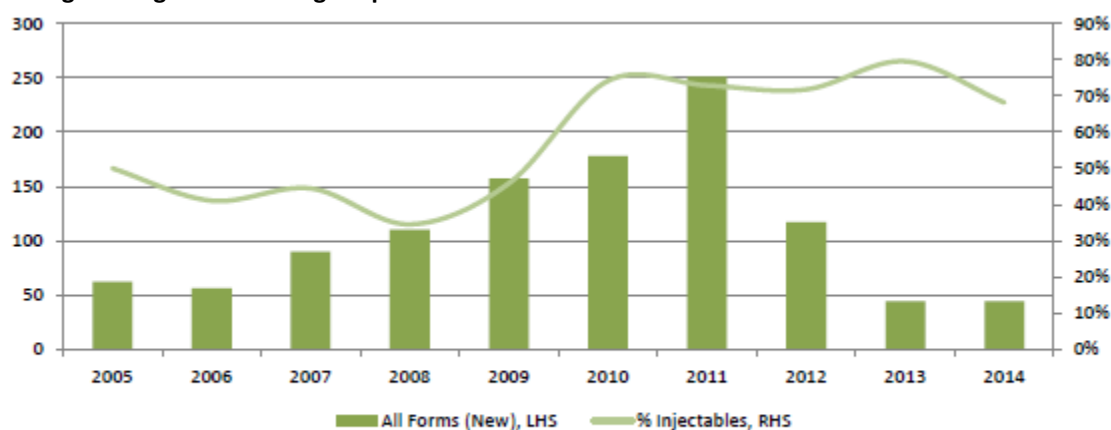
As per ICRA report, "US Generic Injectable Market – an Opportunity for Indian Generic Majors" states about the existing opportunity for Brooks Laboratories for establishing itself as a leading contract manufacturing player for injectables.

- Current Size: USD 8.4 billion (estimated)
- Patent expiries 2015-19e: USD 16 billion
- CAGR 2015-2020e: ~10%

## Opportunity & Challenges

- US Generic Injectable market expected to grow at 10% CAGR 2015-2020:** As per ICRA research, during the 2015-19 period injectables drugs worth ~US\$16 billion are expected to go off-patent in the US. It is expected that injectable segment holds a sizeable opportunity to gain meaningful revenue growth for Indian generic manufacturing companies on account of the upcoming patent expiries. Increase in manufacturing costs, required as part of complying with USFDA cGMP norms and drug shortages, have led to price increases in the past and the trend is expected to continue forward - contributing to the overall market growth. Supported by the patent expiries and favourable pricing environment, ICRA expects the US generic injectable market to grow at a CAGR of 10% over the next five years.
- Challenging market by virtue of high entry barriers and established incumbents:** The generic injectable market is characterised by high capital investments and operational costs coupled with relatively higher compliance requirement owing to the sterile nature of the products.
- Maintaining quality manufacturing facilities remains critical to build sustainable franchise:** Over the past few years, manufacturing units of several large players operating in the US generic injectable space have faced regulatory interruptions on account of non-compliance to cGMP guidelines.
- Indian companies are increasingly focusing on complex generics:** Some of the leading Indian companies have carved a niche for themselves through the launch of differentiated and complex filings. Complex injectables include lyophilised products, high potent drugs, long-acting suspensions, liposomes which require complex manufacturing capabilities or use of new drug delivery systems (NDDS). For injectables, NDDS includes drug delivery systems such as self-injection device like auto and pen injectors, which improve patient compliance and enable differentiation.
- Financial performance of US generic injectable players, a proxy for the opportunity in the space, shows healthy trend:** The financial profile of ICRA sample of generic injectable players in the US is characterised by healthy operating margins, RoCE, working capital intensity and moderate debt-protection metrics. The growth rate in CY2015 and CY2014 improved to 15.7% and 13.3% respectively, compared to approximately ~7% in CY2012 and CY2013 each.
- Demand Analysis:**  
Drug shortages led by supply disruptions on account of USFDA cGMP violations as well as consolidation of in-house manufacturing facilities.

### US Drug Shortages – New Drugs Reported



Source: USFDA, ICRA research, Year represent Calendar Year



The number of drugs in shortages in the US swelled to 251 in CY2011, of which 73% were for injectable products. In October 2011, the US President, through the Executive order, asked the USFDA to address the issue of drug shortages and take steps that will help prevent and reduce the current and future disruptions in the supply of life-saving medicine. There has been a declining trend in drug shortages since 2012, led by action taken by the USFDA to proactively work with suppliers, regulatory oversight for short supply drugs, coupled with the increase in production capacity, taken by various players to meet drug shortages.

For and on Behalf of the Board

For **Brooks Laboratories Limited**

Sd/-  
Atul Ranchal  
Chairman  
(DIN: 01998361)

Place: Mumbai  
Date: 03.09.2016

## Directors' Report

The Board of Directors of your Company has pleasure in presenting the 14<sup>th</sup> Annual Report on the affairs of the Company together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2016.

### 1. Financial Results

The Financial Results for the year are as under: -

PARTICULARS	(Rs in lacs)	
	2015-16	2014-15
Turnover	8,000.93	8,521.33
Other Income	156.10	236.42
<b>Total Income</b>	<b>8,157.03</b>	<b>8,757.75</b>
Expenditure	6892.59	7,846.48
Profit before Depreciation, Interest & Tax (PBDIT)	<b>1264.45</b>	<b>911.27</b>
Financial Expenses (Interest)	79.43	44.34
<b>Profit before Depreciation and Tax (PBDT)</b>	<b>1185.02</b>	<b>866.93</b>
Depreciation and Amortization	116.00	110.36
Extraordinary items (Gain)	12.88	278.47
<b>Profit before Tax (PBT)</b>	<b>1081.90</b>	<b>1035.04</b>
Income Tax (net of MAT Credit)	18.55	88.32
<b>Profit after Tax</b>	<b>1063.35</b>	<b>946.72</b>
<b>Earnings per Share (in Rs.)</b>	<b>6.57</b>	<b>5.85</b>

### 2. Performance of the Company

During the year under review, your Company has achieved a turnover of Rs.80 crores as compared to Rs. 85.21 crores in the previous year showing a decline in turnover as compare to previous year. The Company has earned a net profit after tax and depreciation of Rs. 10.63 Crores as compared to Rs. 9.46 Crores in the previous year indicating a rise of 11% as compared to the previous year. The increase in profits is attributed to interest income from fixed deposits earned during the year.

Brooks Management decided to upgrade the facility in line with cGMP in Baddi plant, since it is a running unit we decided to upgrade facility in steps. As a first step we upgraded Ampoule manufacturing line.

### 3. Utilization of Funds through IPO

The Company had raised money by way of Initial Public offer in the financial year 2011-12 and has fully utilized the money for the purpose as raised by way of Initial Public offer.

### 4. 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 2015-16. Accordingly, the Board does not recommend any dividend payment for the year under reference.

**5. Reserves**

The Company has not transferred any amount to reserves and not withdrawn any amount from the reserves.

**6. Deposits**

During the financial year 2015-16, the Company has not accepted any deposits from the public within the provisions of Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

**7. Share Capital**

The paid up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2016 was Rs. 1618.64 lacs. During the year under review, there is no change in the Share Capital of the Company.

**8. Change in the nature of business, if any**

During the period under review there was no change in the nature of business of the company.

**9. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.**

They have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**10. Changes in Directors and Key Managerial Personnel**

In accordance with the provisions of Section 152 of the Companies Act, 2013, Dr. D.S. Maity, Technical Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year, the following Key Managerial Personnel have resigned and newly appointed in compliance with the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Designation	Status	Date of Resignation / Appointment
Mr. Ankit Parekh	Company Secretary	Resigned	20.06.2015
Ms. Jyoti Sancheti	Company Secretary	Appointment	18.12.2015*

\*Ms. Jyoti Sancheti joined as Company Secretary on 23.11.2015 and appointed as Key Managerial Personnel on 18.12.2015.

**11. Statement on declaration given by the Independent Directors**

As required under Section 149 (7) of the Companies Act, 2013, all the Independent Directors have given their respective declarations that they meet the criteria of independence as specified in Section 149 (6) of the Companies Act, 2013.

**12. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

There is no significant and material order passed by the regulators or courts or tribunals during the financial year 2015-16 that impacts the going concern status and company's operations in future.

**13. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company does not have any Subsidiary or Joint Ventures or Associate Companies

**14. Corporate Governance Report and Management Discussion & Analysis**

Your Company is committed to good corporate governance practices. The Report on Corporate Governance is given in **Annexure 1** and Management Discussion & Analysis provided above, as stipulated in Regulation 34 of listing Regulations forms part of this Director's Report.

**15. Corporate Social Responsibility**

The Company has constituted a Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act, 2013 and rules framed thereunder.

A report on the CSR activities in the prescribed format as set out in Annexure to the Companies (Social Responsibility Policy) Rules, 2014, is given in **Annexure 2** to this Directors' Report. The Policy is disclosed on the Company's website: [www.brookslabs.net](http://www.brookslabs.net).

**16. 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.

**17. Number of Meetings of the Board**

The details of the number of meetings of the Board and other Committees are given in the Corporate Governance Report in Annexure 1 which forms a part of this Annual Report.

**18. Audit Committee**

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report in Annexure 1, which forms part of this Annual Report. All the recommendations of Audit Committee were accepted by the Board of Directors.

**19. Vigil Mechanism**

Pursuant to the requirements of the Companies Act, 2013, the Company has established Vigil mechanism/Whistle Blower Policy for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Policy is disclosed on the Company's website: [www.brookslabs.net](http://www.brookslabs.net).

**20. Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit of the Company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**21. Internal Financial Controls related to financial statement**

The Company has in place adequate internal financial controls related to financial statement. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**22. Extract of Annual Return**

Pursuant to Section 134(3)(a) of the Companies Act, 2013, an extract of Annual Return in the prescribed Form MGT 9 is given as Annexure 7 to this Directors' Report.

**23. Statutory Auditors**

M/s. SGCO & Co., Chartered Accountants, Mumbai, were appointed as Statutory Auditors of the Company at the 13<sup>th</sup> Annual General meeting held on 29<sup>th</sup> September, 2015 till the conclusion of 17<sup>th</sup> Annual General Meeting of the Company. As per the provisions of Section 139 of the Companies act, 2013, the appointment of auditors is required to be ratified by Members at every Annual General Meeting.

The Report given by the Statutory Auditors on the financial statement of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the auditors in their Report.

**24. Cost Auditors**

Pursuant to the provisions of section 148(3) of the Companies Act, 2013, the Board has appointed M/s. Balwinder Singh & Associates (Firm Reg No. 000201), Cost Accountants, F-125, Phase VIII B, Industrial Area, Mohali- 160071, as the Cost Auditors of the Company to conduct an audit of the cost records of bulk drugs and formulations, maintained by the Company for the financial year ending 31<sup>st</sup> march, 2016 and 31<sup>st</sup> March, 2017. The Board has approved the remuneration payable to the Cost Auditors subject to ratification of the Members at the forthcoming Annual General Meeting.

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

**25. Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company engaged the services of M/s. Sharma Sarin and Associates, Company Secretaries in practice, Chandigarh, to conduct the Secretarial Audit of the Company for the financial year ended 31<sup>st</sup> March, 2016.

The Secretarial Audit Report (Form MR-3) is given as Annexure 3 to this Directors' Report. The said Report does not contain any qualification, reservation or adverse remark or disclaimer.

**26. Particulars of Loans, Guarantees or Investments**

Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 is given in the Note No. 12 of the Notes to the Financial Statement.

**27. Contracts and arrangements with Related Parties**

All transactions of the Company with Related Parties are in the ordinary course of business and at arm's length. Information about the transactions with Related Parties is presented in Note No. 34 in Notes to the Accounts.

Form AOC – 2 pursuant to the provisions of Section 134 (3) (h) of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is given as **Annexure 5** to this Directors' Report.



**28. Risk Management Policy**

The Company does not have any Risk Management Committee due to the non-applicability of the provisions of Regulation 21 of the Listing Regulations, whereas the Company has Risk Management Plan. Business Continuity Plans are periodically reviewed and tested to enhance their relevance. The Risk Management Framework covering business, operational and financial risk is being continuously reviewed by the Audit Committee. At present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

**29. Disclosure pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure 6 to this Directors' Report.

The Statement pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company for the financial year 2015-16.

**30. 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 prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in Annexure 4 to this Directors' Report.

**31. Policy on appointment and remuneration of Directors**

The Nomination and Remuneration Committee of the Company has recommended to the Board a Policy relating to the remuneration for Directors, Key Managerial Personnel and other employees including the criteria for determining the qualification, positive attributes and independence of a Director, as required under Section 178(1) of the Companies Act, 2013 which was adopted by the Board. A brief detail of the policy is given in the Corporate Governance Report in Annexure 1 which forms a part of this Annual Report. The Policy is disclosed on the Company's website: [www.brookslabs.net](http://www.brookslabs.net).

**32. Evaluation of Performance of Board, its Committees and Individual directors**

During the year, a meeting of the Independent Directors was held to review the performance of the non-independent Directors and the Board as a whole and the Chairman on the parameters of effectiveness and to assess the quality, quantity and timeliness of the flow of information between the Management and the Board. Mr. Deepak Mahajan was appointed as the Lead Director to oversee the evaluation process at the meeting of the Independent Directors.

**33. 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.

Place: Mumbai  
Date: 03.09.2016

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

**Sd/-**  
**Atul Ranchal**  
(Chairman)  
(DIN: 01998361)

## Annexure 1

### CORPORATE GOVERNANCE REPORT

#### 1. 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 fulfilment 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.

#### 2. BOARD OF DIRECTORS

- Composition of Board, Category of Directors and their other Directorships/Committee positions.**

The Board is represented by senior and eminent professionals. The Board consists of six Directors, of whom three are Executive and three are Non-Executive Independent Directors including one Woman Director. Thus, the composition of the Board is in compliance with the statutory requirements in this regard. The Chairman and the Executive Director are liable to retire by rotation. Day-to-day management of the Company, under the superintendence and control of the Board, is vested with the Managing Director, who is supported by a competent Management Team. Thus, the Company is committed to good corporate governance, based on an effective independent Board, the separation of supervisory role from executive management and the constitution of committees to oversee critical areas.

There is no relationship between the Directors inter se.

The composition of Board, as on date, and the Directorship/Committee positions of the Directors in other companies are as follows:

Name	Category and Designation	Other Directorships	Other Committee Memberships
Atul Ranchal	Chairman / Executive Promoter Director	NIL	NIL
Rajesh Mahajan	Managing Director / Executive Promoter Director	NIL	NIL
Dr. D. S. Maity	Executive Director	NIL	NIL
Rajnish Kumar Bedi	Independent Director	NIL	NIL
Deepak Mahajan	Independent Director	NIL	NIL
Sonia Gupta	Independent Director	NIL	NIL

- **Attendance of each Director at the Board Meeting and the last Annual General Meeting**

During the financial year 2015-16, 6 (six) Board Meetings were held, i.e. on 11<sup>th</sup> May, 2015, 29<sup>th</sup> May, 2015, 13<sup>th</sup> August, 2015, 3<sup>rd</sup> September, 2015, 7<sup>th</sup> November, 2015 and 12<sup>th</sup> February, 2016. The gap between any two Board Meetings did not exceed 120 days. The Annual General Meeting was held on 29<sup>th</sup> September, 2015. The details of the attendance of the Directors at these Meetings are as follows:

Name	Board Meetings attended during the year	Whether last AGM attended
Atul Ranchal	5	YES
Rajesh Mahajan	5	YES
Dr. D. S. Maity	5	YES
Rajnish Kumar Bedi	4	No
Deepak Mahajan	4	YES
Sonia Gupta	4	No

- **Conduct of Board Meetings**

The Board meets at least once in a calendar quarter, inter alia, to review the quarterly financial results, the strategic business plans and the annual budget. The annual calendar of meetings is tentatively agreed upon at the beginning of each year. Additionally, meetings are convened to transact special business, as and when necessary.

### 3. COMMITTEES

As mandated by SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (hereinafter referred to as Listing Regulations) the Company has constituted an Audit Committee, a Nomination and Remuneration Committee and a Stakeholders' Relationship Committee. The Company Secretary of the Company acts as the Secretary to these Committees. The Minutes of each of the Committee Meetings are placed before the Board for noting /discussions.

#### AUDIT COMMITTEE

The Audit Committee (the Committee) monitors and provides effective supervision of the Management's financial reporting process with a view to ensure accurate, timely and proper disclosures and the transparency, integrity and quality of financial reporting.

##### i. Terms of reference:

The terms of reference of the Audit Committee are in accordance with those specified in Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013.

##### ii. Composition

The Audit Committee comprises of three Directors as members, out of which two are Non-executive Independent Directors as given below:

Name	Designation	Category
Rajnish Kumar Bedi	Chairman	Independent Director
Rajesh Mahajan	Member	Executive Director
Deepak Mahajan	Member	Independent Director

**iii. Meetings and Attendance**

During the financial year 2015-16, the Audit Committee met six times i.e. on 29<sup>th</sup> May, 2015, 12<sup>th</sup> July, 2015, 13<sup>th</sup> August, 2015, 3<sup>rd</sup> September, 2015, 7<sup>th</sup> November, 2015 and 12<sup>th</sup> February, 2016. The gap between any two Meetings did not exceed 120 days. The Chairman of the Audit Committee was not present at the Annual General Meeting held on 29<sup>th</sup> September, 2015. The detail of attendance of Members at these meeting was as follows:

Name	Attendance at the Meetings
Rajnish Kumar Bedi	6
Rajesh Mahajan	6
Deepak Mahajan	6

**NOMINATION & REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee ensures that the Company's remuneration policy are aligned with the Board's vision, values and overall business objectives and are appropriately designed to motivate the Executive Directors, Key Management Personnel and the Senior Management to pursue the long term growth and success of the Company.

**i. Terms of Reference:**

The terms of reference of the Nomination and Remuneration Committee are in accordance with those specified in Regulation 19 of Listing Regulations and Section 178 of the Companies Act, 2013.

**ii. Composition**

The Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors in compliance with the applicable statutory requirements, as given below:

Name	Designation	Category
Rajnish Kumar Bedi	Chairman	Independent Director
Deepak Mahajan	Member	Independent Director
Sonia Gupta	Member	Women and Independent Director

**iii. Meetings & Attendance**

During the financial year 2015-16, the Nomination and Remuneration Committee met four times i.e. on 29<sup>th</sup> May, 2015, 3<sup>rd</sup> September, 2015, 18<sup>th</sup> December, 2015 and 23<sup>rd</sup> March, 2016. The detail of attendance of Members at these meeting was as follows:

Name	Attendance at the Meetings
Rajnish Kumar Bedi	4
Deepak Mahajan	4
Sonia Gupta	4

**iv. Remuneration Policy**

The Nomination and Remuneration Policy of the Company is performance driven and is structured to motivate directors and employees, recognize their merits and achievements and promote excellence in their performance.



**Whole-time/Executive Directors**

The remuneration paid to Whole-time/ Executive Directors is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, subject to the subsequent approval by the shareholders and if required, of the Central Government. The Remuneration paid to Whole-time/ Executive Directors is as follows:

(Rs. In lacs)

Name	Designation	Remuneration	Sitting Fees
Mr. Atul Ranchal	Chairman cum Whole-Time Director	87.00	1.00
Mr. Rajesh Mahajan	Managing Director	87.00	1.00
Dr. D. S. Maity	CEO cum Technical Director	14.04	1.00

**Non-Executive/Independent Directors**

The Remuneration paid to the Non-executive/ Independent Directors for the financial year 2015-16 is as follows:

Name	Designation	Sitting Fees for the year (in Rs.)
Mr. Rajnish Kumar Bedi	Independent Director	80,000
Mr. Deepak Mahajan	Independent Director	80,000
Mr. Sonia Gupta	Independent Director	80,000

Sitting fees paid to Non Executive Directors including independent & women directors is not less than Executive Directors.

None of the Non-Executive/Independent Directors has any other pecuniary interest in the Company.

Mr. Deepak Mahajan, Non-Executive Independent Director, holds 438 shares in the Company as on 31<sup>st</sup> March, 2016. None of the other Non-executive Independent Directors holds any shares in the Company.

**v. PERFORMANCE EVALUATION OF BOARD**

In terms of the provisions of the Companies Act, 2013 and Schedule II part D of the Listing Obligations & Disclosures Regulations, 2015, the Board has carried out the annual performance evaluation of its own including the various Committee and the individual Directors with a detailed questionnaire covering various aspects of Board's functioning like composition of Board and its Committees, Board culture, performance of specific duties and obligations.

A similar process with a separate exercise was carried out to evaluate the performance of the Independent Directors, who were evaluated on parameters such as the independence of judgment, level of engagement, their contribution and safeguarding the interests of the Company.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholder Relationship Committee considers and resolves the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of Annual Report and other such issues.

**i. Terms of Reference:**

The terms of reference of Stakeholder Relationship Committee are in accordance with those specified in Regulation 20 of Listing Regulations and Section 178 of the Companies Act, 2013.

**ii. Composition:**

The Stakeholders Relationship Committee comprises of three Directors as members, out of which two are Non-executive Independent Directors as given below:

Name	Designation	Category
Rajnish Kumar Bedi	Chairman	Independent Director
Rajesh Mahajan	Member	Executive Director
Deepak Mahajan	Member	Independent Director

**iii. Name and Designation of Compliance Officer**

Mr. Ankit Parekh upto 20<sup>th</sup> June, 2015 and Ms. Jyoti Sancheti from 18<sup>th</sup> December, 2015 were the Compliance Officers of the Company as required under Regulation 6 of Listing Regulations.

**iv. Complaints**

During the financial year 2015-16, no complaints were received from shareholders and as such, no complaints were pending as on 31<sup>st</sup> March, 2016.

**FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS**

The Company keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry in a proactive manner. The detail of familiarization programs provided to the Independent Directors of the Company is available on the Company's website [www.brookslabs.net](http://www.brookslabs.net).

**4. GENERAL BODY MEETINGS**

**i. Location and time of the last three Annual General Meetings**

Date	Time	Venue	Special Resolutions, if any
29 <sup>th</sup> September, 2015	9:00 a.m.	Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, Himachal Pradesh	2
8 <sup>th</sup> August, 2014	9:00 a.m.	Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, Himachal Pradesh	1
6 <sup>th</sup> September, 2013	9:00 a.m.	Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, Himachal Pradesh	3

**ii. Special Resolutions through Postal Ballot**

During the year under review, no Special Resolution was passed through Postal Ballot.

**5. Disclosures**

**i. Related Party Transactions**

During the financial year 2015-16, 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. 34 in Notes to the Accounts. The Company has formulated a policy on materiality of related party transactions and disclosed the same on the website of the Company [www.brookslabs.net](http://www.brookslabs.net).

**ii. Accounting treatment**

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable and notified under the Companies Act, 2013.

**iii. Management**

The Management Discussion and Analysis, as required under Regulation 34 of Listing Regulations, described above to the Directors' Report which forms a part of this Annual Report.

**iv.** Securities and Exchange Board of India (SEBI) has passed an Adjudication Order No. – ID-4/AO/DRK/675-680/01-05/2015 dated January 12, 2015 against the Company and its directors/officials. As per the said Order, a penalty of Rupees 1 crore is imposed on the Company and Rs 10.8 crores on five other entities comprising of three Directors and two former officials of the Company. This is on account of certain irregularities in its IPO covering the period from June, 2011 to September, 2011. However, the Company does not agree with the said findings of the Order and has filed an appeal against the Order to Securities Appellate Tribunal.

**v. CEO / CFO Certification**

The Chief Executive Officer and the Chief Financial Officer of the Company have certified to the Board with regard to the financial statements and other matters as required by Regulation 17 of Listing Regulations. The Certificate forms a part of this Annual Report.

**vi. Code of Conduct for Prevention of Insider Trading**

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015. All the Directors, employees at senior management level and other employees who could have access to unpublished price sensitive information of the Company are governed by this code.

**vii. Code of Conduct**

The Company has adopted a Code of Conduct for members of the Board and senior management personnels as required under Regulation 26 of Listing Regulations. The said Code has been communicated to all the Directors and Members of the Senior Management. The Code is posted on the Company's website [www.brookslabs.net](http://www.brookslabs.net).

**viii. Whistle Blower Policy**

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Accordingly, a Whistle Blower Policy ("Policy") has been formulated where employees can voice their genuine concerns about any unethical or unacceptable business practice or any event of misconduct. It provides a mechanism for the employees of the Company to approach the Ethics Officer or the Chairman of the Audit Committee. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment.

The Policy is posted on the website of the Company [www.brookslabs.net](http://www.brookslabs.net).

No personnel has been denied access to the Audit Committee.

**ix.** The Company has complied with all the mandatory requirements of Corporate Governance and the Company has also adopted non-mandatory requirements of Corporate Governance during the financial year 2015-16 as shown below:

- **Shareholder Rights:** Though the half yearly results are not sent to the Shareholders individually, all the results are promptly uploaded on the Company's website [www.brookslabs.net](http://www.brookslabs.net)
- **Audit qualifications:** The audit report is unqualified.
- **Separate posts of Chairman and CEO:** The post of Chairman is separate from that of Managing Director in the Company.
- **Reporting of Internal Auditor:** The Internal Auditor of the Company has independent direct access to the Audit Committee.

## 6. MEANS OF COMMUNICATION

- Newspaper:** The Company publishes the statement of financial results (quarterly / half yearly / annual) in prominent English and Hindi newspapers like Financial Express and Jansatta.
- Website:** The financial results are also simultaneously posted on the Company's website [www.brookslabs.net](http://www.brookslabs.net).
- Any official news relating to investors information is released to the Stock Exchanges and also available on the website of the Company.

## 7. GENERAL SHAREHOLDERS INFORMATION

### (i) Annual General Meeting Information:

Day and Date : Tuesday, 27<sup>th</sup> September, 2016  
 Time : 9:00 a.m.  
 Venue : Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan,  
 Himachal Pradesh.  
 Book Closure : 21<sup>st</sup> September, 2016 to 27<sup>th</sup> September, 2016 (both days inclusive)

### (ii) Financial year (tentative)

The Company expects to announce the financial results for the financial year 2016-17, as per the following schedule:

1 <sup>st</sup> quarter ending 30 <sup>th</sup> June, 2016	:	on or before 13 <sup>th</sup> August, 2016
2 <sup>nd</sup> quarter ending 30 <sup>th</sup> September, 2016	:	on or before 14 <sup>th</sup> November, 2016
3 <sup>rd</sup> quarter ending 31 <sup>st</sup> December, 2016	:	on or before 14 <sup>th</sup> February, 2017
4 <sup>th</sup> quarter & financial year ending 31 <sup>st</sup> March, 2017	:	on or before 30 <sup>th</sup> May, 2017
15 <sup>th</sup> Annual General Meeting	:	on or before 30 <sup>th</sup> September, 2017

### (iii) Stock Exchange Information:

The Company's Shares are listed on the following Stock Exchanges, having nation-wide trading terminals:

Stock Exchange	Stock Code
BSE Limited (BSE)	533543
National Stock Exchange of India Limited (NSE)	BROOKS

The Listing Fee for the financial year 2016-17 has been paid to both the above Stock Exchanges.

**(iv) Market Price Data (high, low during each month in the financial year 2015-16):**

Month	BSE				NSE			
	Price in		S&P BSE SENSEX		Price in		CNX NIFTY	
	High	Low	High	Low	High	Low	High	Low
Apr-15	57.5	38.45	29094.61	26897.54	57.40	38.40	8844.80	8144.75
May-15	51.6	43.65	28071.16	26423.99	51.40	44.00	8489.55	7997.15
Jun-15	49.15	40	27968.75	26307.07	49.30	40.15	8467.15	7940.30
Jul-15	106.8	45.3	28578.33	27416.39	106.80	45.25	8654.75	8315.40
Aug-15	103.8	64	28417.59	25298.42	103.45	66.20	8621.55	7667.25
Sep-15	71.5	48	26471.82	24833.54	71.35	48.10	8055.00	7539.50
Oct-15	86	63.7	27618.14	26168.71	85.75	63.55	8336.30	7930.65
Nov-15	94.8	61.2	26824.3	25451.42	94.90	61.15	8116.10	7714.15
Dec-15	97	78.15	26256.42	24867.73	97.25	78.50	7979.30	7551.05
Jan-16	124.15	77.45	26197.27	23839.76	124.35	77.90	7972.55	7241.50
Feb-16	99	68.75	25002.32	22494.61	99.00	69.00	7600.45	6825.80
Mar-16	99.4	72.1	25479.62	23133.18	99.40	71.45	7777.60	7035.10

**(v) Registrars and Share Transfer Agents**

**Link In time India Private Limited**

C-13, Pannalal Silk Mills Compound,  
 L.B.S.Marg, Bhandup (W), Mumbai- 400078  
 Tel: 022- 2596 3838, Fax: 022- 2594 6969  
 Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
 Contact person: Mr. Charitra Hegde  
 (AVP- Investor Relation Registry)

**(vi) Share Transfer System**

The Board has delegated the authority for approving transfer, transmission etc. of the Company's shares, excluding issuance of duplicate share certificate to Link Intime India Private Limited, Registrar and Share Transfer Agent. A summary of the transfer, transmission etc., as approved, is placed before the Share Transfer Committee. The Company obtains a half yearly compliance certificate as required under Regulation 7(3) of Listing Regulations from a Company Secretary in whole time practice and files the same with the Stock Exchanges.

**(vii) Shareholding Pattern as on 31<sup>st</sup> March, 2016**

Category	No. of Shares	% of Shareholding
1. Promoter and Promoter Group	9811949	60.62
2. Bodies Corporate	1001408	6.19
3. Resident Individuals	5243048	32.39
4. Non-resident and FII's	130017	0.80
<b>Total</b>	<b>16186422</b>	<b>100.00</b>



**(viii) Distribution of Shareholding as on 31st March, 2016**

Number of Shares		Shareholders		No. of Shares	
From	To	Number	% of Total	Number	% of Total
1	500	8362	83.25	1198977	7.41
501	1000	851	8.47	716610	4.43
1001	2000	388	3.86	605691	3.74
2001	3000	167	1.66	428973	2.65
3001	4000	67	0.67	242091	1.50
4001	5000	62	0.62	294541	1.82
5001	10000	57	0.57	424843	2.62
10001	and above	90	0.90	12274696	75.83
<b>TOTAL</b>		<b>10044</b>	<b>100.00</b>	<b>16186422</b>	<b>100.00</b>

**(ix) Dematerialization of Shares**

As on 31<sup>st</sup> March, 2016, 99.96 % of the total Equity Share Capital was held in dematerialized form. Only 6015 shares were held in physical form.

**(x) Plant locations**

Unit	Address
Unit - I	Village Kishanpura, Nalagarh Road, Baddi, Dist. Solan, Himachal Pradesh
Unit - II	Survey No. 61/62, Village Manglej, Nareshwar Road, Taluka Karjan, Distt. Vadodara, Gujarat – 391210

**(xi) Address for correspondence**
**Registered Office and Works:**

Village Kishanpura  
 Nalagarh Road  
 Baddi, Distt. Solan  
 Himachal Pradesh  
 Tel: 01795-654001/04/06  
 Fax: 01795-236939  
 E-mail: [investors@brookslabs.net](mailto:investors@brookslabs.net)  
 Website: [www.brookslabs.net](http://www.brookslabs.net)

**Corporate Office:**

502, Kanakia Atrium-2  
 Next to Hotel Courtyard Marriott  
 Andheri Kurla Road, Andheri (E)  
 Mumbai – 400 093  
 Tel: 022 61933100  
 Fax: 022 61933114

**DECLARATION**
**(As required under Regulation 34 of Listing Regulations)**

As required under Regulation 34 of Listing Regulations with the Stock Exchanges, the Board Members and the Senior Management personnels of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31<sup>st</sup> March, 2016.

Place: Mumbai  
 Date: 03.09.2016

For **Brooks Laboratories Limited**  
**Sd/-**  
**Rajesh Mahajan**  
**Managing Director**  
**DIN: 0200634**

**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Members  
Brooks Laboratories Limited

We have examined the compliance of Corporate Governance by Brooks Laboratories Limited for the year ended 31<sup>st</sup> March, 2016, as stipulated in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchange. The compliance of conditions of the Corporate Governance is the responsibility of the Management. Our examination has been limited to the review of the procedures and implementations 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As required by the guidance note issued by the Institute of Chartered Accountants of India, we have to state that no investor complaint is pending for a period exceeding one month as on 31<sup>st</sup> March, 2016 against the Company, as per records maintained by the Investor Grievance Committee of the Company.

We further state that such compliance is neither an assurance as to 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

Sd/-  
P.D. SHARMA  
Partner  
C.P. No. 2692

Place : Chandigarh  
Date: 30.08.2016

**MD/CFO CERTIFICATION****(As required under Regulation 17(8) of the Listing Regulations)**

To,

The Board of Directors

Brooks Laboratories Limited

We, Mr. Rajesh Mahajan, Managing Director and Mr. Anilkumar Pillai, Chief Financial Officer of the Brooks Laboratories Limited ("the Company"), hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2016 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.

Place: Mumbai  
Date: 03.09.2016

**For Brooks Laboratories Limited**

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

**Sd/-**  
**Anilkumar Pillai**  
Chief Financial Officer

## Annexure 2

### Annual Report on the CSR activities pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Social Responsibility Policy) Rules, 2014

#### 1. A brief outline of the Company's CSR Policy

The Company's philosophy towards Corporate Social Responsibility (CSR) is conducting business by integrating its economic, environmental and social objectives in such a way that it will contribute for the social good together with its operational growth. The Company believes that CSR is a process by which an organization thinks about its relationship with its stakeholders for the common good and demonstrates its commitment to the same. The Company intends to undertake multiple initiatives like promoting healthcare and education, ensuring environment sustainability etc. under its CSR policy

The Company has adopted a CSR Policy in compliance with the provisions of the Companies Act, 2013 and can be accessed on the Company's website [www.brookslabs.net](http://www.brookslabs.net).

#### 2. Composition of the Committee:

The Committee comprises of three Directors as members with one Non-executive Independent Director as given below:

Name	Designation	Category
Rajesh Mahajan	Chairman	Executive Director
Atul Ranchal	Member	Executive Director
Rajnish Kumar Bedi	Member	Independent Director

#### 3. Average Net Profit of the Company of last three financial years: 8.53 crores

#### 4. Details of prescribed CSR expenditure (2% of the Average Net Profit):

- Total CSR amount to be spent for the financial year 2014-15: Rs.17.54 lacs
- Total CSR amount to be spent for the financial year 2015-16: Rs.17.06 lacs
- Total Amount spent during the year: Rs. 6.09 lacs
- Amount unspent: Rs 28.52 lacs

#### e. Manner in which the amount spent during the financial year is detailed below:

1)	2)	3)	4)	5)	6)	7)	8)
S.No	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs 1) Local area or other 2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: 1) Direct Expenditure on projects or programs 2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1.	Construction of Shed	Rural Development projects	Village Manglej, Vadodara, Gujarat	Rs. 6,09,000/-	Rs. 6,09,000/-	Rs. 6,09,000/-	Direct

\*Give details of implementing agency

5. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report

For the financial year 2015-16, few activities in relation to fulfilling the Corporate Social Responsibility of the Company were shortlisted as per Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy), Rules 2014 and the Company has spent Rs. 6.09 lakhs, however there is a shortfall of Rs. 10.97 lakh in amount to spent on CSR as on 31<sup>st</sup> March, 2016. CSR is an on-going initiative and the Company is committed to fulfilling its responsibility and incur expenditure in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

6. The CSR Committee affirms that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place: Mumbai  
Date: 03.09.2016

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

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



## Annexure 3

## Form No. MR-3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016**

***[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]***

To,  
The Members,  
BROOKS LABORATORIES LIMITED

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **BROOKS LABORATORIES LIMITED**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate conducts/Statutory Compliances and expressing my opinion thereon.

Based on our verification of the **BROOKS LABORATORIES LIMITED**, Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the Audit period covering the Financial Year ended on **31<sup>st</sup> March, 2016** complied with the Statutory Provisions Listed hereunder and also that the Company has proper Board-processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers and Minute Books, Forms and Returns filed and other records maintained by **BROOKS LABORATORIES LIMITED** for the Financial Year ended on **31<sup>st</sup> March, 2016**, according to the Provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi) Other laws as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry is;
  - (a) Drugs and Cosmetics Act, 1940
  - (b) The Trade Mark Act, 1999

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s).
- iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. Company has not filed any MGT 10 during the year for disclosure u/s 93 read with Companies (Management and Administrative) Rules, 2014 with respect to change in number of shares of promoters and top ten shareholders with a view that changes to be reported is the change of 2% or more of the total share capital of the company instead of 2% holding of shareholders.**
- b. Adjudication Order No: - ID-4/AO/DRK/675-680/01- 05/2015 has been passed by the Securities & Exchange Board of India under section 15-I of Securities & Exchange Board of India Act, 1992 read with rule 5 of SEBI in the matter of the Company. The Company has filed an appeal against the said Order before the Securities Appellate Tribunal. The case is still pending before the Appellate Tribunal.**
- c. The Company has allocated the funds and yet to spend total 2% of its average net profit as required under Section 135 of Companies Act, 2013 on the activities mentioned in Schedule VII under Section 135 of the Companies Act, 2013. Company has spent Rs 6.09 lacs as against Rs 34.61 lacs till 31.03.2016.**

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the Composition of the Board of Directors that took place during the period under review were carried out in Compliance with the Provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure Compliance with Applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period the Company has passed Special Resolution under Section 180 (1) C of the Companies Act, 2013.

Place: Chandigarh

Date: 25.08.2016

For Sharma Sarin & Associates

Sd/-

P. D. Sharma

Partner

FCS 2285, CP No. 2692

*The Secretarial Audit Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.*

**'Annexure A'**

To,  
The Members  
BROOKS LABORATORIES LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chandigarh  
Date: 25.08.2016

For Sharma Sarin & Associates

Sd/-  
P. D. Sharma  
Partner  
FCS 2285, CP No. 2692

## Annexure 4

Particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo, as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014.

### A. 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 production areas which not only provide increased cooling efficiency for controlled areas but are also energy saving.

### B. TECHNOLOGY ABSORPTION

#### 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

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo:      Raw Material - US \$ 3,65,400  
   Capital Goods - US \$ 95,800Place: Mumbai  
Date: 03.09.2016For and on Behalf of the Board  
**For Brooks Laboratories Limited****Sd/-**  
**Atul Ranchal**  
(Chairman)  
DIN: 01998361



**Annexure 5****Form AOC – 2****Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for disclosure of particulars of contract / arrangements entered in to by the Company with the related parties referred to in sub-Section 188 (1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in to by the Company during the year ended 31<sup>st</sup> March, 2016, which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

There were no material contracts or arrangement or transactions at arm's length basis for the year ended 31<sup>st</sup> March, 2016.

Information about the transactions with Related Parties are presented in Note No. 34 in Notes to the Financial Statement.

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

**Sd/-**  
**Mr. Atul Ranchal**  
**Chairman**  
(DIN: 01998361)

Place: Mumbai  
Date: 03.09.2016

### Annexure 6

**Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16:

Name	Designation	Ratio to Median Remuneration
Mr. Atul Ranchal	Chairman	103.57:1
Mr. Rajesh Mahajan	Managing Director	103.57:1
Dr. D.S. Maity	Whole-time Director	16.71:1

Apart from above directors, there were three Independent Directors who were paid sitting fees for attending the Meetings.

- ii. Increase in remuneration of any Director, Chief Financial Officer and Company Secretary during the financial year 2015-16.

Name	Designation	% increase in remuneration
Atul Ranchal	Chairman	128.57%
Rajesh Mahajan	Managing Director	128.57%
Dr. D.S. Maity	Whole-time Director	No Change
Anil Kumar Pillai	Chief Financial Officer	No Change
Ankit Parekh (upto 20.06.2015)	Company Secretary	Not applicable
Jyoti Sancheti (wef 23.11.2015)	Company Secretary	Not applicable

- iii. There is no increase in the median remuneration of employees during the financial year 2015-16.
- iv. The number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2016 has 333 employees.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 and its comparison with the increase in the managerial remuneration for the same financial year.

(Amount in Lacs)

Remuneration paid to employees excluding managerial personnel for the FY 2014-15	Remuneration paid to employees excluding managerial personnel for the FY 2015-16	% change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2014-15	Remuneration paid to managerial personnel for the FY 2015-16	(%) change in remuneration paid to managerial personnel
444.19	592.04	33.28	98.04	188.04	91.80

- vi. It is affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.

## Annexure 7

### Form No. MGT-9

#### Extract of Annual Return

(As on the financial year ended on 31<sup>st</sup> March, 2016)

**[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

#### I. Registration and Other Details:

- |   |  |
|---|--|
| 1. CIN  | : L24232HP2002PLC000267  |
| 2. Registration Date  | : 23 <sup>rd</sup> January, 2002   |
| 3. Name of the Company  | : Brooks Laboratories Limited  |
| 4. Category   | : Company limited by shares  |
| 5. Sub-Category of the Company  | : Indian Non-Government Company  |
| 6. Address of the Registered office & contact details                 | : Village Kishanpura, Nalagarh Road<br>Baddi, Distt. Solan, Himachal Pradesh<br>Tel.: 01795-654001/02/03<br>Fax: 01795-236939<br>Email id: <a href="mailto:investors@brookslabs.net">investors@brookslabs.net</a><br>Website: <a href="http://www.brookslabs.net">www.brookslabs.net</a> |
| 7. Whether listed company   | : Yes  |
| 8. Name, Address and Contact details of Registrar and Transfer Agent: | : Link In Time India Private Limited<br>C-13, Pannalal Silk Mills Compound,<br>L.B.S.Marg, Bhandup (W), Mumbai- 400078<br>Tel: 022- 2594 6970, Fax: 022- 2594 6969<br>Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>                            |

#### II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Name and Description of main products / services	NIC Code of the Product/ Service	% of total turnover of the Company
Pharmaceuticals	210	100%

#### III. Particulars of Holding, Subsidiary and Associate Companies

The Company does not have any Holding, Subsidiary and Associate Companies

**IV. Share Holding Pattern (Equity Share Capital breakup as percentage of Total Equity)**

**(i) Category-wise Shareholding**

	Category of Shareholders	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year				% Change during the year		
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter and Promoter Group										
1	Indian									
a)	Individuals/HUF	7606222	-	7606222	46.99	7606222	-	7606222	46.99	0
b)	Central Government	-								
c)	State Government(s)									
d)	Bodies Corporate									
e)	Banks / Financial Institutions									
f)	Any Other									
i)	Promoter Group (Individuals)	2205727		2205727	13.63	2205727		2205727	13.63	0
	Sub Total (A)(1)	9811949		9811949	60.62	9811949		9811949	60.62	0
2	Foreign									
(a)	Non-Resident Individuals									
	Other Individuals									
(b)	Bodies Corporate									
(c)	Banks / Financial Institutions									
(e)	Any Other (specify)									
	Sub Total (A)(2)	0		0	0	0		0	0	0
	Total Shareholding of	9811949		9811949	60.62	9811949		9811949	60.62	0

	Promoter (A)=(A)(1)+(A)(2)																			
<b>(B) Public shareholding</b>																				
<b>1 Institutions</b>																				
(a) Mutual Funds																				
(b) Banks / Financial Institutions	12155				12155	0.08	100			100					100	0.01				-0.07
(c) Central Government																				
State Government(s)																				
(d) Venture Capital Funds																				
(e) Insurance Companies																				
(f) Foreign Institutional Investors	5000				5000	0.03														-0.03
(g) Foreign Venture Capital Investors																				
(l) Any Other (specify)																				
<b>Sub Total (B) (1)</b>	<b>17155</b>				<b>17155</b>	<b>0.11</b>	<b>100</b>			<b>100</b>					<b>100</b>	<b>0.01</b>				<b>-0.10</b>
<b>2 Non-institutions</b>																				
(a) Bodies Corporate																				
i. Indian	680777				680777	4.21	1001408	0		1001408					1001408	6.19				1.98
ii. Overseas																				
(b) Individuals																				
Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	4151251	7915			4159166	25.69	3331323	6015		3337338					3337338	20.62				-5.07

	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	1234593	0	1234593	7.63	1384962	0	1384962	8.55	0.92
(c)	<b>Any Other</b>									
i	Non Resident Indians (Repat)	103625	0	103625	0.64	94518	0	94518	0.58	-0.06
ii	Non Resident Indians (Non Repat)	24832	0	24832	0.15	35399	0	35399	0.22	0.07
iii	Clearing Member	154325	0	154325	0.95	319967	0	319967	1.97	1.02
iv	Hindu Undivided Family					200781	0	200781	1.24	1.24
	<b>Sub Total (B)(2)</b>	<b>6349403</b>	<b>7915</b>	<b>6357318</b>	<b>39.27</b>	<b>6368358</b>	<b>6015</b>	<b>6374373</b>	<b>39.37</b>	<b>0.10</b>
	<b>Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)</b>	<b>6366558</b>	<b>7915</b>	<b>6374473</b>	<b>39.38</b>	<b>6368458</b>	<b>6015</b>	<b>6374473</b>	<b>39.38</b>	<b>0</b>
	<b>Total (A)+(B)</b>	<b>16178507</b>	<b>7915</b>	<b>16186422</b>	<b>100</b>	<b>16180407</b>	<b>6015</b>	<b>16186422</b>	<b>100</b>	<b>0</b>
(C)	Shares held by custodians and against which Depository Receipts have been issued									
i	Promoter and Promoter group									
ii	Public									
-	<b>Sub Total ( C )</b>									
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>16178507</b>	<b>7915</b>	<b>16186422</b>	<b>100</b>	<b>16180407</b>	<b>6015</b>	<b>16186422</b>	<b>100</b>	<b>0</b>



**Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Share Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Share Pledged/encumbered to total shares	
1.	Mr. Atul Ranchal	4113071	25.41	-	4113071	25.41	-	-
2.	Mr. Rajesh Mahajan	3493151	21.58	-	3493151	21.58	-	-

**(iii) Change in Promoters' Shareholding**

During the financial year 2015 – 16 there was no change in Promoter's Shareholding.

**(iv) Shareholding Pattern of top ten Shareholders (other than directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Shareholder's Name	Shareholding		Date of transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. shares at the beginning 01.04.2015	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Ambika Anil Raikar	0	0.0000				0	0.0000
				25.12.2015	125000	Bought	125000	0.7723
				29.01.2016	35000	Bought	160000	0.9885
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>160000</b>	<b>0.9885</b>
2.	Challa Rama Krishna Reddy	0	0.0000				0	0.0000
				15.01.2016	35000	Bought	35000	0.2162
				05.02.2016	99161	Bought	134161	0.8288
				18.03.2016	10839	Bought	145000	0.8958
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>145000</b>	<b>0.8958</b>
3.	Indianivesh Securities Limited	3000	0.0185				3000	0.0185

				17.04.2015	1200	Bought	4200	0.0259
				24.04.2015	41300	Bought	45500	0.2811
				01.05.2015	150779	Bought	196279	1.2126
				08.05.2015	(136430)	Sold	59849	0.3697
				15.05.2015	49100	Bought	108949	0.6731
				22.05.2015	(500)	Sold	108449	0.6700
				29.05.2015	(10)	Sold	108439	0.6699
				05.06.2015	16323	Bought	124762	0.7708
				12.06.2015	(6785)	Sold	117977	0.7289
				19.06.2015	67804	Bought	185781	1.1478
				26.06.2015	(7309)	Sold	178472	1.1026
				30.06.2015	(68142)	Sold	110330	0.6816
				03.07.2015	22000	Bought	132330	0.8175
				10.07.2015	8619	Bought	140949	0.8708
				17.07.2015	22972	Bought	163921	1.0127
				24.07.2015	163	Bought	164084	1.0137
				31.07.2015	59742	Bought	223826	1.3828
				07.08.2015	(141524)	Sold	82302	0.5085
				14.08.2015	(12263)	Sold	70039	0.4327
				21.08.2015	50806	Bought	120845	0.7466
				28.08.2015	(42496)	Sold	78349	0.4840
				04.09.2015	26465	Bought	104814	0.6475
				11.09.2015	(23465)	Sold	81349	0.5026
				18.09.2015	(59460)	Sold	21889	0.1352
				25.09.2015	24000	Bought	45889	0.2835
				30.09.2015	(29831)	Sold	16058	0.0992
				09.10.2015	19960	Bought	36018	0.2225
				23.10.2015	1500	Bought	37518	0.2318
				30.10.2015	(1400)	Sold	36118	0.2231
				06.11.2015	1015	Bought	37133	0.2294
				13.11.2015	100	Bought	37233	0.2300
				20.11.2015	(1074)	Sold	36159	0.2234
				27.11.2015	62763	Bought	98922	0.6111
				04.12.2015	36101	Bought	135023	0.8342
				11.12.2015	2160	Bought	137183	0.8475
				18.12.2015	5000	Bought	142183	0.8784
				25.12.2015	(125025)	Sold	17158	0.1060
				31.12.2015	(3032)	Sold	14126	0.0873
				08.01.2016	49275	Bought	63401	0.3917
				15.01.2016	(44999)	Sold	18402	0.1137
				22.01.2016	6000	Bought	24402	0.1508
				29.01.2016	14435	Bought	38837	0.2399
				05.02.2016	53137	Bought	91974	0.5682

				12.02.2016	17111	Bought	109085	0.6739
				19.02.2016	48340	Bought	157425	0.9726
				26.02.2016	(20800)	Sold	136625	0.8441
				04.03.2016	3894	Bought	140519	0.8681
				11.03.2016	1998	Bought	142517	0.8805
				18.03.2016	(100)	Sold	142417	0.8799
				25.03.2016	88100	Bought	230517	1.4241
				31.03.2016	(113609)	Sold	116908	0.7223
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>116908</b>	<b>0.7223</b>
4.	<b>Indianivesh Capitals Limited</b>	0	0.0000				0	0.0000
				18.09.2015	110000	Bought	110000	0.6796
				05.02.2016	(21000)	Sold	89000	0.5498
				19.02.2016	(26536)	Sold	62464	0.3859
				04.03.2016	(43464)	Sold	19000	0.1174
				31.03.2016	81000	Bought	100000	0.6178
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>100000</b>	<b>0.6178</b>
5.	<b>Satish Jagannath Aggarwal</b>	69000	0.4263				69000	0.4263
				30.09.2015	28991	Bought	97991	0.6054
				31.12.2015	1009	Bought	99000	0.6116
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>99000</b>	<b>0.6116</b>
6.	<b>Challa Corporation Limited</b>	0	0.0000				0	0.0000
				05.02.2016	82391	Bought	82391	0.5090
				12.02.2016	7609	Bought	90000	0.5560
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>90000</b>	<b>0.5560</b>
7.	<b>Mehul Jadavji Shah</b>	0	0.0000				0	0.0000
				07.08.2015	17000	Bought	17000	0.1050
				14.08.2015	18000	Bought	35000	0.2162
				21.08.2015	20000	Bought	55000	0.3398
				25.09.2015	2777	Bought	57777	0.3569
				30.09.2015	584	Bought	58361	0.3606
				09.10.2015	16639	Bought	75000	0.4634
				23.10.2015	4329	Bought	79329	0.4901
				30.10.2015	1671	Bought	81000	0.5004
				06.11.2015	1000	Bought	82000	0.5066

				18.12.2015	1000	Bought	83000	0.5128
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>83000</b>	<b>0.5128</b>
8.	<b>Namita Bhandare</b>	0	0.0000				0	0.0000
				07.08.2015	70000	Bought	70000	0.4325
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>70000</b>	<b>0.4325</b>
9.	<b>Steel City Securities Limited</b>	14502	0.0896				14502	0.0896
				10.04.2015	(150)	Sold	14352	0.0887
				17.04.2015	(1170)	Sold	13182	0.0814
				24.04.2015	(630)	Sold	12552	0.0775
				01.05.2015	6358	Bought	18910	0.1168
				08.05.2015	(275)	Sold	18635	0.1151
				15.05.2015	516	Bought	19151	0.1183
				22.05.2015	(616)	Sold	18535	0.1145
				29.05.2015	1299	Bought	19834	0.1225
				05.06.2015	1830	Bought	21664	0.1338
				12.06.2015	15	Bought	21679	0.1339
				19.06.2015	(2738)	Sold	18941	0.1170
				26.06.2015	2550	Bought	21491	0.1328
				30.06.2015	(2400)	Sold	19091	0.1179
				03.07.2015	(2711)	Sold	16380	0.1012
				10.07.2015	616	Bought	16996	0.1050
				17.07.2015	5995	Bought	22991	0.1420
				24.07.2015	5160	Bought	28151	0.1739
				31.07.2015	561	Bought	28712	0.1774
				07.08.2015	(20)	Sold	28692	0.1773
				14.08.2015	(1057)	Sold	27635	0.1707
				21.08.2015	5021	Bought	32656	0.2017
				28.08.2015	6523	Bought	39179	0.2420
				04.09.2015	18512	Bought	57691	0.3564
				11.09.2015	(1135)	Sold	56556	0.3494
				18.09.2015	3370	Bought	59926	0.3702
				25.09.2015	12038	Bought	71964	0.4446
				30.09.2015	(36388)	Sold	35576	0.2198
				09.10.2015	7363	Bought	42939	0.2653
				16.10.2015	(1225)	Sold	41714	0.2577
				23.10.2015	2067	Bought	43781	0.2705
				30.10.2015	(1750)	Sold	42031	0.2597
				06.11.2015	(4226)	Sold	37805	0.2336
				13.11.2015	(1520)	Sold	36285	0.2242
				20.11.2015	2775	Bought	39060	0.2413
				27.11.2015	2368	Bought	41428	0.2559
				04.12.2015	2845	Bought	44273	0.2735
				11.12.2015	(3499)	Sold	40774	0.2519
				18.12.2015	4569	Bought	45343	0.2801

				25.12.2015	(6150)	Sold	39193	0.2421
				31.12.2015	3423	Bought	42616	0.2633
				01.01.2016	1300	Bought	43916	0.2713
				08.01.2016	29468	Bought	73384	0.4534
				15.01.2016	(24060)	Sold	49324	0.3047
				22.01.2016	5149	Bought	54473	0.3365
				29.01.2016	7440	Bought	61913	0.3825
				05.02.2016	3407	Bought	65320	0.4035
				12.02.2016	(10732)	Sold	54588	0.3372
				19.02.2016	14741	Bought	69329	0.4283
				26.02.2016	12256	Bought	81585	0.5040
				04.03.2016	(9550)	Sold	72035	0.4450
				11.03.2016	(5756)	Sold	66279	0.4095
				18.03.2016	(8573)	Sold	57706	0.3565
				25.03.2016	185	Bought	57891	0.3577
				31.03.2016	11868	Bought	69759	0.4310
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>69759</b>	<b>0.4310</b>
10.	<b>Angel Broking Private Limited</b>	24606	0.1520				24606	0.1520
				03.04.2015	2301	Bought	26907	0.1662
				10.04.2015	(280)	Sold	26627	0.1645
				17.04.2015	2617	Bought	29244	0.1807
				24.04.2015	11510	Bought	40754	0.2518
				01.05.2015	(1651)	Sold	39103	0.2416
				08.05.2015	1253	Bought	40356	0.2493
				15.05.2015	2139	Bought	42495	0.2625
				22.05.2015	5449	Bought	47944	0.2962
				29.05.2016	(8744)	Sold	39200	0.2422
				05.06.2015	(2304)	Sold	36896	0.2279
				12.06.2015	6251	Bought	43147	0.2666
				19.06.2015	(27111)	Sold	16036	0.0991
				26.06.2015	16457	Bought	32493	0.2007
				30.06.2015	3324	Bought	35817	0.2213
				03.07.2015	4521	Bought	40338	0.2492
				10.07.2015	3720	Bought	44058	0.2722
				17.07.2015	(8091)	Sold	35967	0.2222
				24.07.2015	610	Bought	36577	0.2260
				31.07.2015	8716	Bought	45293	0.2798
				07.08.2015	36001	Bought	81294	0.5022
				14.08.2015	3602	Bought	84896	0.5245
				21.08.2015	(24123)	Sold	60773	0.3755
				28.08.2015	7909	Bought	68682	0.4243
				04.09.2015	(16534)	Sold	52148	0.3222
				11.09.2015	10878	Bought	63026	0.3894
				18.09.2015	24415	Bought	87441	0.5402
				25.09.2015	(23649)	Sold	63792	0.3941

				30.09.2015	(2120)	Sold	61672	0.3810
				09.10.2015	32382	Bought	94054	0.5811
				16.10.2015	(51650)	Sold	42404	0.2620
				23.10.2015	5202	Bought	47606	0.2941
				30.10.2015	6966	Bought	54572	0.3371
				06.11.2015	(2375)	Sold	52197	0.3225
				13.11.2015	(19165)	Sold	33032	0.2041
				20.11.2015	(12797)	Sold	20235	0.1250
				27.11.2015	8473	Bought	28708	0.1774
				04.12.2015	(7338)	Sold	21370	0.1320
				11.12.2015	12009	Bought	33379	0.2062
				18.12.2015	1246	Bought	34625	0.2139
				25.12.2015	(8439)	Sold	26186	0.1618
				31.12.2015	2905	Bought	29091	0.1797
				01.01.2016	(31)	Sold	29060	0.1795
				08.01.2016	9527	Bought	38587	0.2384
				15.01.2016	12381	Bought	50968	0.3149
				22.01.2016	11661	Bought	62629	0.3869
				29.01.2016	(7878)	Sold	54751	0.3383
				05.02.2016	(2091)	Sold	52660	0.3253
				12.02.2016	(709)	Sold	51951	0.3210
				19.02.2016	4745	Bought	56696	0.3503
				26.02.2016	2187	Bought	58883	0.3638
				04.03.2016	(3458)	Sold	55425	0.3424
				11.03.2016	8104	Bought	63529	0.3925
				18.03.2016	(3089)	Sold	60440	0.3734
				25.03.2016	(844)	Sold	59596	0.3682
				31.03.2016	4639	Bought	64235	0.3968
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>64235</b>	<b>0.3968</b>
11.	<b>Karvy Stock Broking Limited</b>	29794	0.1841				29794	0.1841
				10.04.2015	(1005)	Sold	28789	0.1779
				17.04.2015	1410	Bought	30199	0.1866
				24.04.2015	(2595)	Sold	27604	0.1705
				01.05.2015	5818	Bought	33433	0.2065
				08.05.2015	(3919)	Sold	29503	0.1823
				15.05.2015	(14)	Sold	29489	0.1822
				22.05.2015	(2459)	Sold	27030	0.1670
				29.05.2015	961	Bought	27991	0.1729
				05.06.2015	2285	Bought	30276	0.1870
				12.06.2015	(1465)	Sold	28811	0.1780
				19.06.2015	1863	Bought	30674	0.1895
				26.06.2015	4517	Bought	35191	0.2174
				30.06.2015	352	Bought	35543	0.2196
				03.07.2015	3636	Bought	39179	0.2420
				10.07.2015	9822	Bought	49001	0.3027

				17.07.2015	(11884)	Sold	37117	0.2293
				24.07.2015	1408	Bought	38525	0.2380
				31.07.2015	9756	Bought	48281	0.2983
				07.08.2015	15813	Bought	64094	0.3960
				14.08.2015	(6556)	Sold	57538	0.3555
				21.08.2015	(2088)	Sold	55450	0.3426
				28.08.2015	1804	Bought	57254	0.3537
				04.09.2015	4685	Bought	61939	0.3827
				11.09.2015	(6896)	Sold	55043	0.3401
				18.09.2015	(427)	Sold	54616	0.3374
				25.09.2015	13867	Bought	68483	0.4231
				30.09.2015	(5279)	Sold	63204	0.3905
				09.10.2015	(1687)	Sold	61517	0.3801
				16.10.2015	5060	Bought	66577	0.4113
				23.10.2015	3588	Bought	70165	0.4335
				30.10.2015	(3112)	Sold	67053	0.4143
				06.11.2015	1662	Bought	68715	0.4245
				13.11.2015	(166)	Sold	68549	0.4235
				20.11.2015	(1359)	Sold	67190	0.4151
				27.11.2015	(8736)	Sold	58454	0.3611
				04.12.2015	(5060)	Sold	53394	0.3299
				11.12.2015	3610	Bought	57004	0.3522
				18.12.2015	(5850)	Sold	51154	0.3160
				25.12.2015	(3307)	Sold	47847	0.2956
				31.12.2015	2529	Bought	50376	0.3112
				01.01.2016	897	Bought	51273	0.3168
				08.01.2016	(9871)	Sold	41402	0.2558
				15.01.2016	(5045)	Sold	36357	0.2246
				22.01.2016	3321	Bought	39678	0.2451
				29.01.2016	(1519)	Sold	38159	0.2357
				05.02.2016	3954	Bought	42113	0.2602
				12.02.2016	(5320)	Sold	36793	0.2273
				19.02.2016	991	Bought	37784	0.2334
				26.02.2016	5185	Bought	42969	0.2655
				04.03.2016	(8492)	Sold	34477	0.2130
				11.03.2016	4848	Bought	39325	0.2430
				18.03.2016	5738	Bought	45063	0.2784
				25.03.2016	1047	Bought	46110	0.2849
				31.03.2016	1940	Bought	48050	0.2969
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>48050</b>	<b>0.2969</b>
12.	<b>Bonanza Portfolio Limited</b>	34132	0.2109				34132	0.2109
				10.04.2015	(7900)	Sold	26232	0.1621
				17.04.2015	(1410)	Sold	24822	0.1534
				24.04.2015	12035	Bought	36857	0.2277
				01.05.2015	(9700)	Sold	27157	0.1678



				08.05.2015	3775	Bought	30932	0.1911
				15.05.2015	(124)	Sold	30808	0.1903
				22.05.2015	424	Bought	31232	0.1930
				29.05.2015	700	Bought	31932	0.1973
				05.06.2015	(379)	Sold	31553	0.1949
				12.06.2015	1700	Bought	33253	0.2054
				19.06.2015	(4470)	Sold	28783	0.1778
				26.06.2015	(3050)	Sold	25733	0.1590
				30.06.2015	(1600)	Sold	24133	0.1491
				03.07.2015	300	Bought	24433	0.1509
				10.07.2015	(4214)	Sold	20219	0.1249
				17.07.2015	17364	Bought	37583	0.2322
				24.07.2015	(17140)	Sold	20443	0.1263
				31.07.2015	6381	Bought	26824	0.1657
				07.08.2015	(2246)	Sold	24578	0.1518
				14.08.2015	(3315)	Sold	21263	0.1314
				21.08.2015	4251	Bought	25514	0.1576
				28.08.2015	(3925)	Sold	21589	0.1334
				04.09.2015	1231	Bought	22820	0.1410
				11.09.2015	(1022)	Sold	21798	0.1347
				18.09.2015	2053	Bought	23851	0.1474
				25.09.2015	(3750)	Sold	20101	0.1242
				30.09.2015	4097	Bought	24198	0.1495
				09.10.2015	(7495)	Sold	16703	0.1032
				16.10.2015	4432	Bought	21135	0.1306
				23.10.2015	(605)	Sold	20530	0.1268
				30.10.2015	1650	Bought	22180	0.1370
				06.11.2015	1850	Bought	24030	0.1485
				13.11.2015	33	Bought	24063	0.1487
				20.11.2015	(1100)	Sold	22963	0.1419
				27.11.2015	(2703)	Sold	20260	0.1252
				04.12.2015	4991	Bought	25251	0.1560
				11.12.2015	9203	Bought	34454	0.2129
				18.12.2015	2244	Bought	36698	0.2267
				25.12.2015	(2195)	Sold	34503	0.2132
				31.12.2015	(1032)	Sold	33471	0.2068
				01.01.2016	(1030)	Sold	32441	0.2004
				08.01.2016	(775)	Sold	31666	0.1956
				15.01.2016	(4245)	Sold	27421	0.1694
				22.01.2016	300	Bought	27721	0.1713
				29.01.2016	1162	Bought	28883	0.1784
				05.02.2016	(903)	Sold	27980	0.1729
				12.02.2016	(109)	Sold	27871	0.1722
				19.02.2016	650	Bought	28521	0.1762
				26.02.2016	(90)	Sold	28431	0.1756
				04.03.2016	3200	Bought	31631	0.1954
				11.03.2016	(3198)	Sold	28433	0.1757

				18.03.2016	1706	Bought	30139	0.1862
				25.03.2016	(1192)	Sold	28947	0.1788
				31.03.2016	1120	Bought	30067	0.1858
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>30067</b>	<b>0.1858</b>
13.	<b>Falguni H Shah</b>	45000	0.2780				45000	0.2780
				10.04.2015	(3149)	Sold	41851	0.2586
				01.05.2015	(1851)	Sold	40000	0.2471
				05.06.2015	3000	Bought	43000	0.2657
				12.06.2015	(3000)	Sold	40000	0.2471
				03.07.2015	(15000)	Sold	25000	0.1545
				21.08.2015	2025	Bought	27025	0.1670
				18.09.2015	3000	Bought	30025	0.1855
				11.12.2015	(100)	Sold	29925	0.1849
				15.01.2016	(4925)	Sold	25000	0.1545
				11.03.2016	1500	Bought	26500	0.1637
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>26500</b>	<b>0.1637</b>
14.	<b>Edelweiss Securities Limited</b>	34003	0.2101				34003	0.2101
				03.04.2015	(2000)	Sold	32003	0.1977
				10.04.2015	(400)	Sold	31603	0.1952
				17.04.2015	2530	Bought	34133	0.2109
				24.04.2015	52389	Bought	86522	0.5345
				01.05.2015	(4162)	Sold	82360	0.5088
				08.05.2015	(2120)	Sold	80240	0.4957
				15.05.2015	1187	Bought	81427	0.5031
				22.05.2015	2051	Bought	83478	0.5157
				29.05.2015	3050	Bought	86528	0.5346
				05.06.2015	(1961)	Sold	84567	0.5225
				12.06.2015	(119)	Sold	84448	0.5217
				19.06.2015	(2865)	Sold	81583	0.5040
				26.06.2015	3812	Bought	85395	0.5276
				03.07.2015	(545)	Sold	84850	0.5242
				10.07.2015	(4185)	Sold	80665	0.4983
				17.07.2015	4270	Bought	84935	0.5247
				24.07.2015	(16330)	Sold	68605	0.4238
				31.07.2015	(25067)	Sold	43538	0.2690
				07.08.2015	2245	Bought	45783	0.2828
				14.08.2015	11130	Bought	56913	0.3516
				21.08.2015	(5776)	Sold	51137	0.3159
				28.08.2015	17653	Bought	68790	0.4250
				04.09.2015	564	Bought	69354	0.4285
				11.09.2015	(495)	Sold	68859	0.4254
				18.09.2015	(11606)	Sold	57253	0.3537
				25.09.2015	4400	Bought	61653	0.3809

				30.09.2015	(250)	Sold	61403	0.3793
				09.10.2015	(5965)	Sold	55438	0.3425
				16.10.2015	2316	Bought	57754	0.3568
				23.10.2015	1191	Bought	58945	0.3642
				30.10.2015	(3)	Sold	58942	0.3641
				06.11.2015	(16000)	Sold	42942	0.2653
				13.11.2015	(21700)	Sold	21242	0.1312
				27.11.2015	(591)	Sold	20651	0.1276
				04.12.2015	(3049)	Sold	17602	0.1087
				11.12.2015	(699)	Sold	16903	0.1044
				18.12.2015	(400)	Sold	16503	0.1020
				08.01.2016	(483)	Sold	16020	0.0990
				22.01.2016	(100)	Sold	15920	0.0984
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>15920</b>	<b>0.0984</b>
15.	<b>Shri Parasram Holdings Pvt. Ltd.</b>	30596	0.1890				30596	0.1890
				10.04.2015	1375	Bought	31971	0.1975
				17.04.2015	(1000)	Sold	30971	0.1913
				24.04.2015	2500	Bought	33471	0.2068
				01.05.2015	(22911)	Sold	10560	0.0652
				08.05.2015	(1099)	Sold	9461	0.0585
				15.05.2015	4950	Bought	14411	0.0890
				22.05.2015	(200)	Sold	14211	0.0878
				29.05.2015	200	Bought	14411	0.0890
				05.06.2015	(400)	Sold	14011	0.0866
				12.06.2015	200	Bought	14211	0.0878
				19.06.2015	(450)	Sold	13761	0.0850
				26.06.2015	(50)	Sold	13711	0.0847
				03.07.2015	397	Bought	14108	0.0872
				10.07.2015	(2658)	Sold	11450	0.0707
				17.07.2015	(15)	Sold	11435	0.0706
				24.07.2015	(7490)	Sold	3945	0.0244
				31.07.2015	3281	Bought	7226	0.0446
				07.08.2015	(516)	Sold	6710	0.0415
				14.08.2015	120	Bought	6830	0.0422
				21.08.2015	145	Bought	6975	0.0431
				28.08.2015	1525	Bought	8500	0.0525
				04.09.2015	(75)	Sold	8425	0.0520
				11.09.2015	750	Bought	9175	0.0567
				18.09.2015	1454	Bought	10629	0.0657
				25.09.2015	(554)	Sold	10075	0.0622
				30.09.2015	(400)	Sold	9675	0.0598
				09.10.2015	(1545)	Sold	8130	0.0502
				16.10.2015	340	Bought	8470	0.0523
				30.10.2015	227	Bought	8697	0.0537
				06.11.2015	201	Bought	8898	0.0550

				13.11.2015	1454	Bought	10352	0.0640
				20.11.2015	(680)	Sold	9672	0.0598
				27.11.2015	350	Bought	10022	0.0619
				04.12.2015	(972)	Sold	9050	0.0559
				11.12.2015	1376	Bought	10426	0.0644
				18.12.2015	(1400)	Sold	9026	0.0558
				25.12.2015	(1599)	Sold	7427	0.0459
				31.12.2015	(1000)	Sold	6427	0.0397
				01.01.2016	1450	Bought	7877	0.0487
				08.01.2016	(2159)	Sold	5718	0.0353
				15.01.2016	911	Bought	6629	0.0410
				22.01.2016	1378	Bought	8007	0.0495
				29.01.2016	(4271)	Sold	3736	0.0231
				05.02.2016	2103	Bought	5839	0.0361
				12.02.2016	(1000)	Sold	4839	0.0299
				19.02.2016	(48)	Sold	4791	0.0296
				26.02.2016	(1300)	Sold	3491	0.0216
				04.03.2016	100	Bought	3591	0.0222
				11.03.2016	(50)	Sold	3541	0.0219
				18.03.2016	75	Bought	3616	0.0223
				25.03.2016	50	Bought	3666	0.0226
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>3666</b>	<b>0.0226</b>
16.	<b>Acumen Capital Market (India) Ltd.</b>	30795	0.1903				30795	0.1903
				03.04.2015	190	Bought	30985	0.1914
				10.04.2015	(1588)	Sold	29397	0.1816
				24.04.2015	1498	Bought	30895	0.1909
				01.05.2015	(2898)	Sold	27997	0.1730
				08.05.2015	(1100)	Sold	26897	0.1662
				29.05.2015	500	Bought	27397	0.1693
				05.06.2015	(500)	Sold	26897	0.1662
				19.06.2015	1000	Bought	27897	0.1723
				26.06.2015	(2500)	Sold	25397	0.1569
				03.07.2015	5600	Bought	30997	0.1915
				10.07.2015	(5600)	Sold	25397	0.1569
				17.07.2015	(1000)	Sold	24397	0.1507
				31.07.2015	20	Bought	24417	0.1508
				07.08.2015	630	Bought	25047	0.1547
				14.08.2015	2900	Bought	27947	0.1727
				21.08.2015	(3530)	Sold	24417	0.1508
				28.08.2015	(20)	Sold	24397	0.1507
				11.09.2015	(500)	Sold	23897	0.1476
				18.09.2015	(21991)	Sold	1906	0.0118
				25.09.2015	(1856)	Sold	50	0.0003
				11.12.2015	1150	Bought	1200	0.0074

				18.12.2015	70	Bought	1270	0.0078
				25.12.2015	(1220)	Sold	50	0.0003
				15.01.2016	25	Bought	75	0.0005
				19.02.2016	(54)	Sold	21	0.0001
				26.02.2016	(6)	Sold	15	0.0001
				11.03.2016	295	Bought	310	0.0019
				18.03.2016	574	Bought	884	0.0055
				25.03.2016	(651)	Sold	233	0.0014
				31.03.2016	(224)	Sold	9	0.0001
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>9</b>	<b>0.0001</b>
17.	<b>Snehlata Rajesh Nuwal</b>	88000	0.5437				88000	0.5437
				08.05.2015	(38000)	Sold	50000	0.3089
				15.05.2015	(50000)	Sold	0	0.0000
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>0</b>	<b>0.0000</b>
18.	<b>S Mohan Kumar</b>	65456	0.4044				65456	0.4044
				17.04.2015	(40000)	Sold	25456	0.1573
				31.07.2015	(25456)	Sold	0	0.0000
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>0</b>	<b>0.0000</b>
19.	<b>Pankaj Agrawal</b>	56500	0.3491				56500	0.3491
				11.12.2015	(56500)	Sold	0	0.0000
	<b>Closing Balance</b>			<b>31.03.2016</b>			<b>0</b>	<b>0.0000</b>

(v) Shareholding of Directors and Key Managerial Personnel:

Sr No	For each of the Directors and KMP	Shareholding		Date of transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning (01.04.2015)/ end of the year 31.03.2016	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Mr. Atul Mahajan, Chairman	4113071	25.41				4113071	25.41
2.	Mr. Rajesh Mahajan, Managing Director	3493151	21.58				3493151	21.58
3.	Dr. D.S. Maity, Executive Director	3000	0.02				3000	0.02
4.	Deepak Mahajan, Independent Director	438	0.003				438	0.003

None of the other Directors and Key Managerial Personnel hold any shares in the Company.

**V. Indebtedness**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(Rs. in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	51.25			51.25
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	51.25			51.25
Change in Indebtedness during the financial year				
• Addition	528.36			51.25
• Reduction	51.25			13.81
<b>Net Change</b>	477.11			477.11

Indebtedness at the end of the financial year				
i) Principal Amount	528.36			528.36
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>528.36</b>			<b>528.36</b>

**VI. Remuneration of Directors and Key Managerial Personnel**
**A. Remuneration to Managing Director, Whole-time Director and/or Manager**

(Rs. in lacs)

Sl. No.	Particulars of Remuneration	Name of the MD/ WTD/ Manager			Total Amount
		Atul Mahajan	Rajesh Mahajan	D.S. Maity	
1.	Gross salary a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  Value of perquisites u/s 17(2) of the Income-tax Act, 1961  Profits in lieu of salary under section 17(3) Income-tax Act, 1961	87.00	87.00	14.04	188.04
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit Others, please specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total A</b>	<b>87.00</b>	<b>87.00</b>	<b>14.04</b>	<b>188.04</b>
	Ceiling as per the Schedule V of Companies Act, 2013 (@ 1 Crore 20 lakh per Managerial Person)				

**B. Remuneration of Other Directors**

(Rs in lacs)

Sr. No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Rajnish Kumar Bedi	Deepak Mahajan	Sonia Gupta	
1.	<b>Independent/Non-Executive Directors</b>				
	Fee for attending board/ committee meetings	0.80	0.80	0.80	2.40
	Commission	-	-	-	-



	Others, please Specify	-	-	-	-
	<b>Total B</b>	0.80	0.80	0.80	2.40
	<b>Total Managerial Remuneration (A+B)</b>				
	Ceiling as per the Schedule V of Companies Act, 2013 (@ 1 Crore 20 lakh per Managerial Person)				
					190.44

#### Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Anil Kumar Pillai	Ankit Parekh upto 20.06.2015	Jyoti Sancheti from 23.11.2015*	
1.	Gross salary a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  Value of perquisites u/s 17(2) of the Income-tax Act, 1961  Profits in lieu of salary under section 17(3) Income-tax Act, 1961	9.92	0.93	2.01	12.86
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit Others, please specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	9.92	0.93	2.01	12.86

\*Ms. Jyoti Sancheti joined as Company secretary on 23.11.2015 and appointed as Key Managerial Personnel on 18.12.2015.

#### VII. Penalties/Punishment/ Compounding of Offences

There were no penalties, punishment or compounding of offence for breach of any provisions of the Companies Act, 2013 by the Company during the year under review.

## Auditor's Report

### To the Members of Brooks Laboratories Limited

#### Report on the Financial Statements

We have audited the accompanying Financial Statements of **Brooks Laboratories Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, 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's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, 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

#### Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the Financial Statements, that give a true and fair view, 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 the Company's Directors, 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 on the Financial Statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 of the state of affairs of the Company as at 31st March 2016, its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
  - a) We have sought and 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 aforesaid Financial Statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
  - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer our separate report in "**Annexure B**"; and
  - g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements. (Refer Note no. 28 of Financial Statements)
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

**For S G C O & Co.**  
Chartered Accountants  
**Firm Reg. No 112081W**

Sd/-  
**Suresh Murarka**  
Partner  
**Mem. No. 44739**

Place: Mumbai  
Date : 27<sup>th</sup> May, 2016

## Annexure to Auditor's Report

### Annexure "A" to Independent Auditor's Report

Annexure referred to in Paragraph 1 of "Report on Other Legal and Regulatory Requirements" of our Report of even date on the accounts of **Brooks Laboratories Limited** for the year ended 31<sup>st</sup> March 2016.

As required by the Companies (Auditors Report) Order, 2016 and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size of the Company and the nature of its assets. In accordance with this program certain fixed assets were verified during the year. The frequency of verification is reasonable and no discrepancies have been noticed on such physical verification.
- c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified by the management during the year at reasonable intervals. Discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.
- (iii) a) During the year the Company has not granted any Loan, secured or unsecured, to any party covered in the registered maintained under section 189 of the Companies Act, 2013.
- b) In view of our comments in para (iii) (a) above, clauses 3 (iii) (a), (b) and (c) of the said Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us, section 185 of the Companies Act, 2013 is not applicable, since the Company has not granted any loan during the year. With regards to investments in securities of other body corporates, the Company has complied with the provisions of section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits from the public
- (vi) As per explanation & information given to us, the Company has maintained proper cost records pursuant to the rules prescribed by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013. However, the same have not been reviewed by us.
- (vii) a) According to the records of the Company, amount deducted/accrued in the books of accounts in respect of the undisputed statutory dues including Provident Fund, Employee's State Insurance, Income tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other Statutory Dues to the extent applicable to the Company, have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31<sup>st</sup> March, 2016 for a period more than six months from the date they became payable.
- b) According to the information and explanations given to us, disputed dues of Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, and Value Added Tax which have not been deposited on

account of disputes with the related authorities are as under.

Nature of Liability	Amount (Rs. in lacs)	Period to which matter pertains	Forum at which dispute is pending
Income Tax	1,400.72	A.Y 2012-13	Commissioner of Income Tax – Appeals
Income Tax	339.51	A.Y 2013-14	Commissioner of Income Tax – Appeals

- (ix) In our opinion and according to the information and explanation given to us the Company had raised money by way of initial public offer in the FY 2011-12 and has applied the money raised by way of initial public offer and term loans for the purpose they were raised.
- (x) According to the information & explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with section 188 and 177 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements as required by the “Accounting Standard 18” – Related Party disclosure specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) In our opinion and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For S G C O & Co.  
 Chartered Accountants  
**Firm Reg. No. 112081W**

**Sd/-**  
 Suresh Murarka  
 Partner  
**Mem No : 44739**

Place : Mumbai.  
 Date : 27<sup>th</sup> May, 2016

**Annexure “B” to the Independent Auditor’s Report of even date on the financial statements of Brooks Laboratories Limited for the year ended 31<sup>st</sup> March 2016.**

**Report on the Internal Financial Controls under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Brooks Laboratories Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that We comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2)

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Qualified Opinion**

According to the information and explanation given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as at 31st March, 2016 :

*The documentation in respect of specific policies and procedures and the IT Controls pertaining to internal financial controls over financial reporting are not adequate and needs to be further strengthened. This may potentially result in the risk of overriding of these controls and misstatement in recording of transaction.*

A "material weakness" is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effect of the material weakness described above on the achievement of the objectives of the control Criteria, the company has maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing and audit tests applied in our audit of the financial statements of the Company and these material weaknesses above does not affect our opinion on the financial statements of the Company.

**For S G C O & Co.**

Chartered Accountants

**Firm's Reg. No. 112081W**

Sd/-

**Suresh Murarka**

Partner

**Mem. No. 44739**

Place: Mumbai

Date : 27<sup>th</sup> May, 2016



**Balance Sheet as at 31st March, 2016**
**(Amount in Rs.Lacs)**

Particulars	Notes	As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	1,618.64	1,618.64
Reserves & surplus	3	10,586.35	9,523.04
		<b>12,204.99</b>	<b>11,141.68</b>
<b>Non-current liabilities</b>			
Long-term borrowings	4	34.24	-
Deferred tax liabilities (Net)	5	146.1	132.9
Long-term provisions	6	76.18	66.17
		<b>256.52</b>	<b>199.07</b>
<b>Current liabilities</b>			
Short-term borrowings	7	528.36	51.25
Trade payables	8	1,592.28	1,904.24
Other current liabilities	9	540.65	180.26
Short-term provisions	10	130.87	78.18
		<b>2,792.16</b>	<b>2,213.93</b>
<b>Total</b>		<b>15,253.67</b>	<b>13,554.68</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
i) Tangible assets	11	1,633.56	1,568.30
ii) Capital work-in-progress	11	8,708.91	5,286.45
Non - current investments	12	2	2
Long-term loans and advances	13	1,656.05	1,219.67
		<b>12,000.52</b>	<b>8,076.42</b>
<b>Current assets</b>			
Inventories	14	668.9	753.39
Trade receivables	15	1,891.43	1,929.46
Cash and bank balances	16	222.58	2,292.28
Short-term loans and advances	17	448.48	356.11
Other current assets	18	21.76	147.02
		<b>3,253.15</b>	<b>5,478.26</b>
<b>Total</b>		<b>15,253.67</b>	<b>13,554.68</b>

See accompanying Notes to the financial statements 1 to 39

As per our report of even date attached

**For S G C O & Co.**
*Chartered Accountants*

Sd/-

**Suresh Murarka**
*Partner*
**Mem. No. 44739**

Place : Mumbai

Date : May 27, 2016

For and on behalf of the Board of Directors

Sd/-

**Atul Ranchal**
*Chairman*

Din : 01998361

Sd/-

**Anil Kumar Pillai**
*CFO*

Place : Mumbai

Date : May 27, 2016

Sd/-

**Rajesh Mahajan**
*Managing Director*

Din : 02000634

Sd/-

**Jyoti Sancheti**
*Company Secretary*

**Statement of Profit and Loss for the Year ended 31st March, 2016**

(Amount in Rs.Lacs)

Particulars	Notes	Year ended 31 <sup>st</sup> March 2016	Year ended 31 <sup>st</sup> March 2015
<b>INCOME</b>			
Revenue from operations	19	8,000.94	8,521.33
Other income	20	156.1	236.42
<b>Total Revenue</b>		<b>8,157.04</b>	<b>8,757.75</b>
<b>EXPENSES</b>			
Cost of materials consumed	21	5,259.54	6,041.14
Changes in inventories of finished goods, work - in progress	22	34.67	23.61
Employee benefits expense	23	707.85	473.21
Finance costs	24	79.44	44.34
Depreciation	11	116	110.36
Other expenses	25	890.53	1,308.52
<b>Total Expenses</b>		<b>7,088.03</b>	<b>8,001.18</b>
Profit before exceptional items and tax		1,069.01	756.57
Add/(Less) :			
Exceptional items	26	12.88	278.47
Profit before tax		<b>1,081.89</b>	<b>1,035.04</b>
Less : Tax expenses			
- Current tax		242.06	193.44
- MAT credit (Entitlement)/Utilised		-245.27	-81.06
- Deferred tax		13.21	-24.06
- Tax of earlier years		8.55	-
Profit for the year		<b>1,063.34</b>	<b>946.72</b>
Earnings per equity share	27		
(Nominal value of share Rs.10 (PY Rs.10))			
- Basic		6.57	5.85
- Diluted		6.57	5.85

See accompanying Notes to the financial statements

1 to 39

As per our report of even date attached

**For S G C O & Co.**

Chartered Accountants

sd/-

**Suresh Murarka**

Partner

**Mem. No. 44739**

Place : Mumbai

Date : May 27, 2016

For and on behalf of the Board of Directors

sd/-

**Atul Ranchal**

Chairman

Din : 01998361

sd/-

**Anil Kumar Pillai**

CFO

Place : Mumbai

Date : May 27, 2016

sd/-

**Rajesh Mahajan**

Managing Director

Din : 02000634

sd/-

**Jyoti Sancheti**

Company Secretary

**Cash Flow Statement for the Year ended 31st March, 2016**

(Amount in Rs.Lacs)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before exceptional items & taxation	<b>1,069.01</b>	<b>756.57</b>
Adjustment for:		
Depreciation on fixed assets	116.00	110.36
Finance cost	79.44	44.34
Loss on fixed assets discarded	-	11.25
Interest income	(128.67)	(232.18)
Dividend received	(0.20)	(0.15)
<b>Operating profit before working capital changes</b>	<b>1,135.58</b>	<b>690.20</b>
Adjustment for:		
(Increase) / Decrease in inventories	84.49	(150.51)
(Increase) / Decrease in trade receivables	38.03	(283.10)
(Increase) / Decrease in short term loans and advances	(92.37)	(282.47)
(Increase) / Decrease in other current assets	125.26	1.28
Increase / (Decrease) in trade payable	(311.96)	304.62
Increase / (Decrease) in provisions	11.27	7.65
Increase / (Decrease) in other current liabilities	360.39	4.14
<b>Cash generated from operations</b>	<b>1,350.69</b>	<b>291.80</b>
Direct tax paid	(538.81)	(166.19)
<b>Cash inflow before prior period adjustment</b>	<b>811.88</b>	<b>125.61</b>
Prior period adjustments	-	87.30
<b>Net cash flow from operating activities</b>	<b>811.88</b>	<b>212.91</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets	(167.40)	(366.90)
Addition to capital work-in-progress	(3,423.43)	(1,633.70)
Sale of fixed assets	-	875.00
Investment in fixed deposits	1,957.45	800.70
Long term loans and advances	148.32	(19.29)
Interest income	128.67	232.18
Dividend received	0.20	0.15
<b>Net cash inflow / outflow from investment activities</b>	<b>(1,356.19)</b>	<b>(111.87)</b>

**C. Cash Flow from financing activities**

Proceeds from long term borrowing	34.24	-
Proceeds from short term borrowing	477.11	37.44
Finance cost	(79.44)	(44.34)
<b>Net cash flow from / (used in) financing activities</b>	<b>431.91</b>	<b>(6.90)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(112.40)</b>	<b>94.14</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>149.15</b>	<b>54.97</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>36.75</b>	<b>149.11</b>

**Note:**

Cash and Cash Equivalents at the end of the year consists of cash in hand and balances with banks are as follows :

(Amount in Rs. Lacs)		
Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Cash in Hand	1.32	0.51
- Fixed Deposits with maturity for less than 3 months	-	90.00
Balances with Banks	35.60	58.64
	<b>36.92</b>	<b>149.15</b>

Previous year's figures have been regrouped and rearranged wherever necessary in order to confirm to current year's figures.

As per our Report of even date attached

**For S G C O & Co.**

Chartered Accountants

sd/-

**Suresh Murarka**

Partner

**Mem. No. 44739**

For and on behalf of the Board of Directors

sd/-

**Atul Ranchal**

Chairman

Din : 01998361

sd/-

**Rajesh Mahajan**

Managing Director

Din : 02000634

sd/-

**Anil Kumar Pillai**

CFO

Place : Mumbai

Date : May 27, 2016

sd/

**Jyoti Sancheti**

Company Secretary

Place : Mumbai

Date : May 27, 2016

Notes forming part of the Financial Statements  
**Brooks Laboratories Limited**  
**Accompanying notes to the financial statements for the year ended March 31, 2016**

**Note 1 : Significant Accounting Policies:**

**A Company Background**

Brooks Laboratories Limited was incorporated on 23rd January, 2002. The Company has set up a manufacturing plant at Baddi, Himachal Pradesh. The Company is a pharmaceutical manufacturing company working on contract basis and have a strong presence in the pharmaceutical market.

**B Basis of Accounting:**

- a) The Financial Statements have been prepared in compliance with the Accounting Standards specified under section 133 of the Company Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- b) Financial Statements are based on historical cost convention and are prepared on accrual basis.

**C Use of Estimates:**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known / materialize.

**D Revenue Recognition**

- i) Revenue is recognised when it is earned and no significant uncertainty exists as to its realisation or collection.
- ii) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.
- iii) Dividend income is recognised when right to receive the same is established.

**E Fixed Assets:**

Fixed Assets are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

**F Impairment of Fixed Assets**

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference.

**G Depreciation:**

Depreciation on Fixed Assets has been provided on 'Straight Line Method' as per the useful life and in the manner prescribed in the Schedule II of the Companies Act, 2013.

## **H Inventories**

Inventories are valued as follows:

- i) Finished Goods are valued at lower of cost or net realisable value\*.
- ii) Raw Material are valued at lower of cost or net realisable value\*\*.
- iii) Packing Materials are valued at cost or net realisable value\*\*.
- iv) Work in process is valued at lower of cost or net realisable value\*\*.
- \* Cost is arrived at on retail method.
- \*\* Cost is arrived at on weighted average cost method.

## **I Investments**

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost less any provision for other than temporary diminution in value. Investments other than long term investments being current investments are valued at cost or fair market value whichever is lower.

## **J Employee Benefits**

- i) Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Statement of Profit & Loss for the year.
- ii) Retirement benefits in the form of Gratuity & Leave Encashment are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

## **K Provisions and Contingent Liabilities**

i) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets in accordance with the Accounting Standard specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

ii) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

iii) Contingent Liabilities are disclosed by way of notes.

## **L Foreign Currency Transactions**

- i) The transactions in foreign currencies on revenue accounts are stated at the rate of exchange prevailing on the date of transactions.
- ii) The difference on account of fluctuation in the rate of exchange, prevailing on the date of transaction and the date of realisation are recognised as Income or Expenses.
- iii) Differences on translation of Current Assets and Current Liabilities remaining unsettled at the year-end are recognised as Income or Expenses.

**M Accounting for Taxation of Income****Current Taxes**

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

**Deferred Taxes**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

**Minimum Alternate Tax**

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

**N Miscellaneous Expenditure**

Preliminary expenses are amortised in the year in which they are incurred.



## ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(Amount in Rs. Lacs)

### Note 2 : Share capital

#### a) Details of authorised, issued and subscribed share capital

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Authorised Capital</b> 20,000,000 (PY 20,000,000) Equity Shares of Rs.10/- each	2,000.00	2,000.00
<b>Issued, Subscribed and Fully Paid Up</b> 16,186,422 (PY 16,186,422) Equity shares of Rs. 10/- each fully paid up	1,618.64	,618.64
	<b>1,618.64</b>	<b>1,618.64</b>

#### b) Terms & Conditions

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### c) Shareholders having more than 5 % shareholding

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No. of Shares	% holding	No. of Shares	% holding
Atul Ranchal	41,13,071	25.41%	41,13,071	25.41%
Rajesh Mahajan	34,93,151	21.58%	34,93,151	21.58%

#### d) Reconciliation of number of shares

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No. of Shares	Amount (in Rs. lacs)	No. of Shares	Amount (in Rs. lacs)
Equity Shares				
Shares outstanding at the beginning of the year	1,61,86,422	1,618.64	1,61,86,422	1,618.64
Shares Issued during the year	-	-	-	-
Outstanding at the end of the year	1,61,86,422	1,618.64	1,61,86,422	1,618.64

#### e) Information on equity shares allotted as bonus shares

51,52,412 Shares were allotted as Bonus shares during the last five years by capitalization of Free Reserves. Details of which are as mentioned below:

Particulars	F.Y. 2010-11
Fully paid up by way of bonus shares	51,52,412

**Note 3 : Reserves & surplus**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
A) Securities premium		
Opening Balance	5,341.40	5,670.00
Less : Expenses related to Initial Public Offer	-	328.60
Closing Balance <b>Total - A</b>	<b>5,341.40</b>	<b>5,341.40</b>
B) Surplus in the Statement of Profit and Loss		
Opening Balance	4,181.63	3,940.42
Add : Profit for the year	1,063.32	946.72
Less : Adjustment regarding Fixed Assets (Net of Deferred tax) (Refer Note. 31)	-	5.52
Less : Adjustment for 133A Disclosure	-	700.00
Closing Balance <b>Total - B</b>	<b>5,244.95</b>	<b>4,181.64</b>
<b>TOTAL</b>	<b>10,586.35</b>	<b>9,523.04</b>

**Note 4 : Long- term borrowings**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Secured	41.92	-
<u>From Banks</u>	7.68	-
Hire purchase loan	34.24	-
Less: Current maturity of long term debt	34.24	-

Rs 41.92 lacs (PY Nil) hire purchase loans carry interest @ 9.5% p.a. The loans are repayable in 60 equal monthly instalments starting from the respective date of finance. The loan are secured by hypothecation of vehicles financed.

**Note 5 : Deferred tax liabilities (Net)**

The major components of deferred tax liability / asset as recognised in the financial statement is as follows:

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Deferred tax liabilities		
Excess of net block of fixed assets as per books of accounts over net block for tax purpose	174.98	158.75
Less : Deferred tax asset	28.89	25.85
Provision for employee benefits		
Deferred tax liabilities (Net)	146.10	132.90

**Note 6 : Long-term provisions**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Provision for employee benefits:</b>		
Gratuity	56.57	53.46
Leave Encashment	19.61	12.71
	<b>76.18</b>	<b>66.17</b>

**Note 7 : Short-term borrowings**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Loans repayable on demand</b>		
<b>Secured</b>		
<b><u>From Banks</u></b>		
Cash credit facility	528.36	51.25
	<b>528.36</b>	<b>51.25</b>

**Secured Loans from Banks includes:**

a) Cash Credit facility from Kotak Mahindra Bank amounting to Rs. 528.36 lacs (PY Rs. 51.25 lacs) is secured by 1st hypothecation charge on stocks, receivable & all current assets and collaterally secured by equitable mortgage of industrial property at Baddi & corporate office, at Mumbai. The facility is further secured by personal guarantee of Directors of the Company and carries interest @ (KMBR-as on date 9.50%) + 1% with a minimum of 10.5%.

**Note 8 : Trade payables**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Due to Micro Small and Medium Enterprises *	5.40	3.84
Others	1,586.88	1,900.40
	<b>1,592.28</b>	<b>1,904.24</b>

Notes : The information regarding dues to Micro Small and Medium Enterprises have been determined on the basis of information available with the company.

\*Disclosures required under Sec 22 of MSMED Act, 2006

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
The principal amount remaining unpaid to any supplier as at the end of accounting year;	5.40	3.84
The interest due and remaining unpaid to any supplier as at the end of accounting year;	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

**Note :**

Interest paid or payable by the Company on the aforesaid principal amount has been waived by the concerned suppliers.

**Note 9 : Other current liabilities**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Current maturities of long term debt	7.69	-
Interest accrued but not due on borrowings	0.17	-
Salary & wages payable	62.09	28.90
Duties & taxes payable	43.96	65.51
Advance from customers	19.27	41.01
Payable for capital goods	376.67	17.39
Others	30.80	27.46
	<b>540.65</b>	<b>180.26</b>

**Note 10 : Short-term provisions**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Provision for employee benefits:		
Gratuity	7.97	7.18
Leave encashment	3.18	2.71
Others:		
Provision for taxation (net o paid)	119.73	68.29
	<b>130.87</b>	<b>78.18</b>

## Accompanying notes to the financial statements for the Year ended March 31, 2016

## Note 11: FIXED ASSETS

(Amount in Rs. Lacs)

Particulars	Gross Block				Depreciation			Net Block			
	As at 1-Apr-2015	Additions during the year	Deductions during the year	Adjustments during the year	As at 31-Mar-2016	Upto 31-Mar-2015	Provided for the year	Adjustments / (Deductions)	Up to 31-Mar-2016	WDV as on 31.03.2016	WDV as on 31.03.2015
Tangible Assets											
Land	76.91	55.77	-	-	132.68	-	-	-	-	132.68	76.91
Factory Buildings	509.31	-	-	(157.39)	351.92	127.11	11.72	(26.46)	112.36	239.56	382.20
Office Buildings	280.32	-	-	157.39	437.70	0.20	7.32	13.58	21.11	416.60	280.11
Plant and Machinery	928.69	26.07	-	-	954.76	260.98	48.38	-	309.36	645.40	667.71
Lab Equipments	14.92	-	-	-	14.92	6.31	1.85	-	8.16	6.76	8.62
Furnitures & Fixtures	64.26	3.75	-	-	68.01	24.35	10.08	-	34.44	33.57	39.91
Vehicles	118.88	69.81	-	-	188.69	85.09	21.84	-	106.92	81.77	33.79
Office Equipments	20.42	4.37	-	-	24.79	11.10	3.07	-	14.17	10.62	9.32
Computers	18.17	8.60	-	-	26.77	17.26	2.85	-	20.11	6.66	0.90
Electrical Equipments	15.28	-	-	-	15.28	5.18	1.92	-	7.10	8.18	10.10
Generator	41.20	-	-	-	41.20	14.21	3.32	-	17.52	23.67	26.99
Air Conditioners	45.22	-	-	-	45.22	13.48	3.65	-	17.13	28.09	31.74
SUB TOTAL (A)	2,133.58	168.37	-	-	2,301.95	565.27	116.00	(12.88)	668.40	1,633.56	1,568.30
(Previous Year)	2,467.41	366.90	700.73	-	2,133.58	452.39	110.36	2.52	565.27	1,568.30	

**Note:-** In the earlier years the Company had erroneously classified a office building into factory building. During the year same has been rectified and the excess depreciation charged in the earlier years have been reversed and disclosed under prior period items

(Amount in Rs. Lacs)				
Capital Work-in-Progress				
Particulars	As at 1-Apr-2015	Additions during the year	Deductions during the year	As at 31-Mar-2016
Land	919.31	0.14	-	919.31
Building Under Construction	2,721.42	838.87	-	2,721.42
Furniture & Fixtures	0.59	23.41	0.59	0.59
Office Equipment	-	31.53	-	-
Computer	0.39	8.65	0.39	0.39
Plant and Machinery	1,466.63	2,093.89	-	1,466.63
Electrical Equipment	-	123.49	-	-
Pre Operative Expenses	178.11	303.47	-	178.11
<b>SUB TOTAL (B)</b>	<b>5,286.45</b>	<b>3,423.43</b>	<b>0.98</b>	<b>5,286.45</b>
<b>(Previous Year)</b>	<b>3,652.75</b>	<b>1,634.45</b>	<b>0.75</b>	<b>5,286.45</b>

**Note 12 : Non - current investments**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Unquoted, Non trade investments, (valued at cost, unless stated otherwise)		
<u>Investment in Equity Instruments</u>		
Shivalik Solid Waste Management Limited	2.00	2.00
20,000 (PY 20,000) Equity Shares of Rs. 10/- each fully paid up	2.00	2.00
<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2016</b>	<b>As at 31<sup>st</sup> March, 2015</b>
Aggregate value of unquoted investments	2.00	2.00

**Note 13 : Long-term loans and advances  
(Unsecured, considered good)**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Capital advances	168.77	385.30
Security deposits	135.46	88.86
Deposits	73.29	51.69
MAT credit entitlement	897.14	651.88
Advance Tax & TDS (Net of Provisions)	381.38	41.94
	1,656.05	1,219.67

**Note 14 : Inventories  
(Valued at lower of cost or net realisable value)**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Work-in-process	44.00	31.06
Finished goods	79.02	126.63
Raw materials	357.47	433.68
Packing materials	188.41	162.01
	668.89	753.39

**Note 15 : Trade receivables  
(Unsecured, considered good)**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Outstanding for a period exceeding six months from the date they are due for payment	349.97	297.17
Others	1,541.47	1,632.29
	1,891.44	1,929.46

**Note 16 : Cash and bank balances**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Cash & Cash Equivalents		
Balances with banks		
Banks - Current A/c	35.59	58.64
- Fixed Deposits with maturity for less than 3 months	-	90.00
Cash on hand	1.31	0.51
Other Bank Balances		
Fixed Deposits with banks to the extent held as margin money	185.68	362.03
Deposits with maturity for more than 3 months *	-	1,781.10
	185.68	2,143.13
	<b>222.58</b>	<b>2,292.28</b>

\* Includes

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Amount held in Fixed Deposit as per SEBI order	-	1,715.76

**Note 17 : Short-term loans and advances  
(Unsecured, considered good)**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Advance recoverable in cash or kind	18.24	18.81
Duties & taxes receivable	259.76	-
Advance given to suppliers	14.70	11.30
Other receivables	155.79	326.00
	448.49	356.11

**Note 18 : Other current assets**

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Accrued Interest	18.09	141.95
Prepaid expenses	3.68	5.07
	21.77	147.02

**Note 19 : Revenue from operations**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Sales of drugs	8,000.94	8,521.33
	8,000.94	8,521.33



**Note 20 : Other income**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Interest income	139.05	232.68
Gain / (Loss) on exchange fluctuation	-	3.47
Dividend from long term investments	0.20	0.15
Sundry balances written back	16.84	-
Miscellaneous income	-	0.11
	156.10	236.42

**Note 21 : Cost of materials consumed**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<u>Raw Material</u>		
Opening stock	595.69	421.58
Add: Purchases	5,209.73	6,215.25
Less: Closing stock	545.88	595.69
	5,259.55	6,041.14

**Details of materials consumed**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Clavulanate Potassium	1,616.74	1,476.77
Amoxycilin Trihydrate	807.39	948.08
Others	2,835.41	3,616.28
	5,259.54	6,041.13

**Details of inventory**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Clavulanate Potassium	212.18	205.69
Amoxycilin Trihydrate	41.60	73.97
Others	292.10	316.03
	545.88	595.69

**Note 22 : Changes in inventories of finished goods, work - in progress**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>Opening inventory</b>		
Finished goods	126.63	147.30
Work-in-process	31.06	33.99
	157.69	181.29
<b>Closing inventory</b>		
Finished goods	79.02	126.63
Work-in-process	44.00	31.06
	123.01	157.68
Changes in inventories	34.68	23.61

**Details of Inventory**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<u>Finished goods</u>		
Dry Syrup	14.91	4.55
Tablets	58.25	54.24
Injection	53.47	88.52
	126.63	147.30

**Note 23 : Employee benefits expense**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Salary, wages and other allowances	466.17	333.94
Directors remuneration	188.04	98.04
Provident fund and other funds	29.71	17.50
Staff welfare expenses	23.91	23.73
	707.84	473.21

**Note 24 : Finance costs**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Interest expense:		
Interest to bank	74.92	21.09
Bank charges	4.52	23.24
	79.44	44.34

**Note 25 : Other expenses**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Manufacturing expenses		
Stores & spares consumed	29.54	20.37
Power & fuel	204.67	261.67
Packing charges	54.99	51.84
Repairs & maintenance :		
- Plant & machinery	18.50	17.62
- Factory building	6.01	52.96
Other factory expenses	52.67	44.01
	<b>366.38</b>	<b>448.47</b>
Administration, selling and distribution expenses		
Rent	21.97	64.68
Insurance expenses	4.34	3.55
Repairs & maintenance		
- Building	4.21	0.98
- Others	6.02	2.44
Legal and professional fees	33.21	13.61
Auditor's remuneration	9.43	6.74
Travelling & conveyance	45.86	46.78
Advertising & sales promotions	17.17	1.79
Communication costs	7.43	6.58
Commission	187.41	487.00
Transportation, freight & handling charges	40.27	36.56
Printing & stationery	9.94	8.08
Loss on sale / discard of fixed assets	-	11.25
Exchange Fluctuation loss	7.15	
Bad debts written off	6.98	39.02
Expenditure on CSR activities	6.09	-
Miscellaneous expenses	116.66	131.00
	<b>890.53</b>	<b>1308.52</b>

**Auditors Remuneration :**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Audit fees	9.00	6.57
Taxation matters	0.43	0.17
<b>TOTAL</b>	<b>9.43</b>	<b>6.74</b>

**Note 26 : Exceptional items**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Profit on sale of land	-	191.18
Prior Period Items	12.88	87.30
	12.88	278.47

**Note 27 : Earnings per equity share**

In accordance with Accounting Standard 20- Earning Per Share, the computation of earning per share is set out below :

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Weighted average number of Equity Shares of Rs. 10/- each		
Number of shares at the end of the year	161.86	161.86
Weighted average number of Equity Shares outstanding during the year	161.86	161.86
Weighted average number of Potential Equity Shares outstanding during the year	-	-
Total number of Equity share for calculating Diluted Earning Per Share	161.86	161.86
Net Profit after Tax available for Equity shareholders	1063.33	946.73
Basic Earning Per Share (in Rs.)	6.57	5.85
Diluted Earning Per Share (in Rs.)	6.57	5.85

**Note 28 : Contingent liabilities**

(i) Letter of credit outstanding Rs. Nil (P.Y. Rs. 368.66 lacs).

(ii) Bank guarantee outstanding Rs. 190.63 lacs (P.Y. Rs. 243.8 lacs).

(iii) Disputed statutory liabilities:

(a) Securities and Exchange Board of India (SEBI) has passed an Adjudication Order on January 12, 2015 against the Company and its directors/officials. As per the said Order, a penalty of Rs 1 crore is imposed on the Company and Rs 10.8 crores on five other persons comprising of three directors and two former officials of the Company. This is on account of certain irregularities in its IPO covering the period from June 2011 to September 2011.

The Company has filed an Appeal against the Order of SEBI before the Securities Appellate Tribunal and awaiting its decision.

(b) Disputed Income Tax demand - matters under appeal : Rs. 1,740.23 lacs (P.Y. Rs. 1,400.72 lacs).

The Company has received Notice of Demand u/s 156 of the Income Tax Act, 1961 for A.Y 2012-13 and A.Y. 2013-14 of Rs. 1,400.72 lacs and Rs. 339.51 lacs respectively. The Company has filed an appeal against the same, and has paid Rs. 665.58 lacs including adjustment for MAT credit of Rs. 307.62 lacs under protest which is disclosed under "Long term loan and advances".

**Note 29: Commitments**

- (i) Estimated amount of contracts remaining to be executed on capital account (net of advances already made) and not provided for is Rs. 65.46 lacs (P.Y. 1,193.05 lacs).

- (ii) EPCG commitment outstanding: Rs. 449.16 lacs (P.Y. Rs. 449.16 lacs).

The Company has obtained license under Export Promotion Capital Goods Scheme (EPCG) for purchase of capital goods on zero percent custom duty. Under the EPCG the Company needs to fulfill certain export obligations, failing which, it is liable for payment of custom duty. Total Export obligations amounts to Rs. 3,163.29 lacs (P.Y. Rs. 3,163.29 lacs) out of which Rs. 1,289.95 lacs needs to be fulfilled within 6 years & Rs. 1,873.34 lacs needs to be fulfilled within 8 years from the date of purchase of respective Capital Goods.

**Note 30 :** In the opinion of the Board, Current Assets, Loans & Advances are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

**Note 31 : Depreciation**

The Company has revised depreciation rates on tangible fixed assets w.e.f. April 01, 2014 as per the useful life specified in the Schedule II of the Companies Act, 2013 or as re-assessed by the Company. As prescribed in Schedule II, an amount of Rs 5.52 lacs (net of deferred tax) has been charged to the opening balance of retained earnings for the assets in respect of which the remaining useful life is NIL as on April 01, 2014 and in respect of other assets on that date, depreciation has been calculated based on the remaining useful life of those assets.

**Note 32 : Disclosure pursuant to Accounting Standard – 15 ‘Employee Benefits’**
**Actuarial assumption:**

Services Rendered	Year ended 31 <sup>st</sup> March, 2016	Year ended 31 <sup>st</sup> March, 2015
Salary Growth *	5%	6%
Discount Rate	8%	9%
Withdrawal Rate	10%	10%

\* The estimates of future salary increases, considered in a actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

- (i) Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

Particulars	Year ended 31 <sup>st</sup> March, 2016		Year ended 31 <sup>st</sup> March, 2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the beginning of the year:	60.64	15.43	53.53	14.89
Interest cost	4.85	1.23	4.28	1.19
Current service cost	8.00	12.37	9.65	8.64
Benefits paid	(3.06)	(8.89)	(1.72)	(6.28)
Actuarial (gain) / loss on obligation	(5.89)	2.66	(5.10)	(3.02)
Closing Present value of obligation	64.54	22.80	60.64	15.43

(ii) Actuarial gain/ loss recognised in the Statement of Profit and Loss:

Particulars	Year ended 31 <sup>st</sup> March, 2016		Year ended 31 <sup>st</sup> March, 2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Actuarial gain/ (loss) for the year obligation	5.89	(2.66)	5.10	3.02
Total (gain)/ loss for the year	(5.89)	(2.66)	(5.10)	(3.02)
Actuarial (gain)/ loss recognised during the year.	(5.89)	2.66	(5.10)	(3.02)

(iii) The amounts recognised in the Balance Sheet are as follows:

Particulars	Year ended 31 <sup>st</sup> March, 2016		Year ended 31 <sup>st</sup> March, 2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the end of the year	64.54	22.80	60.64	15.43
Funded value of assets (unfunded)	(64.54)	(22.80)	(60.64)	(15.43)
Net assets / (liability) recognised in balance sheet	(64.54)	(22.80)	(60.64)	(15.43)

(iv) The amounts recognised in the Statement of Profit and Loss are as follows:

Particulars	Year ended 31 <sup>st</sup> March, 2016		Year ended 31 <sup>st</sup> March, 2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service cost	8.00	12.37	9.65	8.64
Past service cost	-	-	-	-
Interest cost	4.85	1.23	4.28	1.19
Expected return on plan assets	-	-	-	-
Net actuarial (gain) / loss recognized in the year	(5.89)	2.66	(5.10)	(3.02)
Expenses recognised in the statement of profit and loss	6.96	16.26	8.83	6.81

Amounts of Gratuity for the current and previous four years are as follows:

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013	As at 31 <sup>st</sup> March, 2012
Defined benefit obligation	64.54	60.64	53.53	43.04	36.94
Fair value of Plan assets	-	-	-	-	-
(Surplus)/deficit in the plan	64.54	60.64	53.53	43.04	36.94

Actuarial (Gain) / Loss on Plan Obligation	(5.89)	(5.10)	(1.61)	(2.94)	9.87
Actuarial Gain / (Loss) on Plan Assets	-	-	-	-	-

**Note 33 : Segment Reporting**

The Company is mainly engaged in the business of “Manufacturing of Drugs & Pharmaceutical” and there is no other reportable business segment as per Accounting Standard (AS-17) issued by The Institute of Chartered Accountants of India.

**Note 34 : Related Party Disclosures**

a. List of Related Parties :

**(i) Directors**

Mr. Atul Ranchal (Chairman)

Mr. Rajesh Mahajan (Managing Director)

Dr. Durga Shankar Maity (CEO cum Technical Director)

**(ii) Key Managerial Personnel**

Mr. Ketan Shah (Chief Financial Officer) (upto 9th October, 2014)

Mr. Anil Kumar Pillai (Chief Financial Officer) (from 1st November, 2014)

Ms. Ashima Bnodha (Company Secretary) (upto 16th June, 2014)

Mr. Ankit Parekh (Company Secretary) (upto 20th June, 2015) Mrs. Jyoti Sancheti (Company Secretary) (From 23rd November 2015)

**(iii) Relative of Directors with whom the Company has entered into transaction**

Mrs. Saras Gupta

Mrs. Rajani Ranchal

Mrs. Davinder Kumari

b. Transactions with Related Parties :

Name of Party	Nature of Transaction	Year ended 31 <sup>st</sup> March, 2016	Year ended 31 <sup>st</sup> March, 2015
Mr. Atul Ranchal	Director Remuneration	87.00	42.00
	Sitting Fees	1.00	-
Mr. Rajesh Mahajan	Director Remuneration	87.00	42.00
	Sitting Fees	1.00	-
Dr. Durga Shankar Maity	Director Remuneration	14.04	14.04
	Sitting Fees	1.00	-
Mrs. Saras Gupta	Salary	28.80	28.80
Mrs. Rajani Ranchal	Salary	28.80	28.80
Mrs. Davinder Kumari	Salary	24.00	24.00
Mr. Anil Kumar Pillai	Salary	9.92	4.13

Mr. Ankit Parekh	Salary	0.93	2.78
Mrs. Jyoti Sancheti	Salary	2.01	-
Mr. Ketan Shah	Salary	-	5.35
Ms. Ashima Banodha	Salary	-	1.33

**c. Balance Outstanding of Related Parties :**

Name of Party	Nature of Transaction	Year ended 31 <sup>st</sup> March, 2016	Year ended 31 <sup>st</sup> March, 2015
Mr. Atul Ranchal	Director Remuneration payable	7.00	-
	Sitting fees payable	1.00	-
Mr. Rajesh Mahajan	Director Remuneration payable	6.50	-
	Sitting fees payable	1.00	-
Dr. Durga Shankar Maity	Director Remuneration payable	1.09	1.08
	Sitting fees payable	1.00	0.45
Mrs. Saras Gupta	Salary & Wages Payable	2.00	-
Mrs. Rajani Ranchal	Salary & Wages Payable	2.40	-
Mrs. Davinder Kumari	Salary & Wages Payable	2.00	-
Mr. Anil Kumar Pillai	Salary & Wages Payable	0.77	-
Mrs. Jyoti Sancheti	Salary & Wages Payable	0.47	-

**Note 35 : Operating Lease**

Future minimum lease payment under non-cancellable operating leases is as follows:

Particulars	Year ended 31 <sup>st</sup> March, 2016	Year ended 31 <sup>st</sup> March, 2015
Not later than one year	4.47	20.22
Later than one year and not later than five years	0.73	1.70
<b>TOTAL</b>	<b>5.20</b>	<b>21.92</b>

**Note 36 : Corporate Social Responsibility**

During the year the Company has incurred expenditure towards CSR activities and has spent Rs. 6.09 lacs (as stated below) as against Rs. 34.61 lacs as required by section 135 read with Schedule VII of the Companies Act, 2013.

Sl. No.	Particulars	In Cash / Bank	Yet to be paid in Cash / Bank	Total
1	Construction / acquisition of any assets	-	-	-
2	On purpose other than 1 above	6.09	-	6.09
<b>Total</b>		<b>6.09</b>	<b>-</b>	<b>6.09</b>



**Note 37 :** Information pursuant to para 5(viii) of the General Instructions to the Statement of Profit and Loss

**(a). Value of Imports on C.I.F Basis:**

Particulars	Year ended 31 <sup>st</sup> March, 2016	Year ended 31 <sup>st</sup> March, 2015
Raw Materials	293.51	1,317.37
Capital goods	64.45	11.26
TOTAL	357.96	1,328.63

**(b). Consumption of raw materials:**

Particulars	Year Ended 31 <sup>st</sup> March, 2016		Year Ended 31 <sup>st</sup> March, 2015	
	Amount	Percentage	Amount	Percentage
Imported	57.06	8.69%	1,153.83	30.66%
Indigenous	4,802.49	91.31%	4,887.31	69.34%
TOTAL	5,259.55	100%	6,041.14	100%

**(c). Stores & spares consumed:**

Particulars	Year Ended 31 <sup>st</sup> March, 2016		Year Ended 31 <sup>st</sup> March, 2015	
	Amount	Percentage	Amount	Percentage
Indigenous	29.54	100%	20.37	100%
TOTAL	29.54	100%	20.37	100%

**(d). Expenditure in foreign currency (on accrual basis):**

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Foreign Tour & Travelling Expense	1.04	-

**Note 38 :** The Company had raised an amount of Rs. 6300.00 lacs through an IPO of equity shares during the financial year 2011-12, by way of 63.00 lacs Equity Shares of Rs 10/- at a premium of Rs 90/- per share. The said proceeds has been fully utilised over the years (including current year) in terms of the offer document for the purpose of setting up a new manufacturing unit in Gujarat, general corporate purpose and meeting IPO expenses.

**Note 39 :** The Company has re-grouped, reclassified and/or re-arranged previous year's figures, wherever necessary to confirm to current year's classification.

In terms of our report of even date

For S G C O & Co.

Chartered Accountants

sd/-  
Suresh Murarka  
Partner  
Mem. No. 44739

For and on behalf of the Board of Directors

sd/  
Atul Ranchal  
Chairman  
Din : 01998361

sd/  
Rajesh Mahajan  
Managing Director  
Din : 02000634

sd/  
Anil Kumar Pillai  
CFO

sd/  
Jyoti Sancheti  
Company Secretary

Place : Mumbai

Date: May 27, 2016

Place : Mumbai

Date: May 27, 2016

**BROOKS LABORATORIES LIMITED**
**CIN: L24232HP2002PLC000267**

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

 Website: [www.brookslabs.net](http://www.brookslabs.net), Email id: [investors@brookslabs.net](mailto:investors@brookslabs.net)
**ATTENDANCE SLIP**

<b>DP ID:</b>	
<b>Client ID:</b>	

<b>Folio No.</b>	
<b>No. of Shares held</b>	

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 14<sup>th</sup> 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 **Tuesday, the 27<sup>th</sup> day of September, 2016.**

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.

Route Map for the 14<sup>th</sup> Annual General Meeting of the Members of Brooks Laboratories Limited to be held at Hotel Gianza, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, Himachal Pradesh on Tuesday, 27<sup>th</sup> September, 2016 at 9 a.m.



**BROOKS LABORATORIES LIMITED****CIN: L24232HP2002PLC000267**

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

Website: [www.brookslabs.net](http://www.brookslabs.net), Email id: [investors@brookslabs.net](mailto: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): \_\_\_\_\_

Registered Address: \_\_\_\_\_

\_\_\_\_\_

Email Id: \_\_\_\_\_

Folio No./ DP Id and Client ID: \_\_\_\_\_

I/We being the member(s) of \_\_\_\_\_ shares 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 14<sup>th</sup> Annual General Meeting of the Company to be held on **Tuesday, the 27<sup>th</sup> day of September, 2016** 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.	Adoption of Annual Audited Financial Statement and Reports thereon		
2.	Re-appointment of Dr. D.S. Maity who retires by rotation		
3.	Appointment of Auditors and fixing of their remuneration		
4.	Ratification of the remuneration of the Cost Auditors		

Signed this.....day of.....2016

Re. 1/-

Revenue  
Stamp

Signature.....

#### 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.

## NOTES

[illegible]

## NOTES

[illegible]





A WHO GMP & ISO 9001:2008 Certified Company

**CORPORATE OFFICE**

502, Kanakia Atrium -2  
Next to Hotel Courtyard Marriott  
Andheri Kurla Road, Andheri (East),  
Mumbai – 4000093  
Tel.: 022-61933100  
Fax.: 022-61933114  
email:investors@brookslabs.net  
website:www.brookslabs.net  
CIN : L24232HP2002PLC 00026