



**Corp. Off.:-** 201, "The Summit Business Bay"  
Behind Guru Nanak Petrol Pump,  
Off Andheri Kurla Road, Andheri (E),  
Mumbai - 400 093 (India)  
Ph. : +91 22 69073100

4<sup>th</sup> September 2025

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001

**National Stock Exchange of India Ltd.**

Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai-400051

Scrip Code: **533543**

Symbol: **BROOKS**

**Sub: Notice of 23<sup>rd</sup> Annual General Meeting of Brooks Laboratories Limited**

Please find enclosed the Notice of 23<sup>rd</sup> Annual General Meeting of the Company for the financial year 2024-25. The 23<sup>rd</sup> Annual General Meeting of the members of Brooks Laboratories Limited will be held on Friday, 26<sup>th</sup> September 2025 at 9.00 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

This is for your information and record.

Thanking You,

Yours faithfully

For **BROOKS LABORATORIES LIMITED**

**Krutika Rane**

**Company Secretary & Compliance Officer**

Encl.: As Stated above

## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting (“AGM”) of Brooks Laboratories Limited will be held on Friday, 26th September, 2025 at 9 a.m. through Video Conference/Other Audio-Visual Means, to transact the following business:

### ORDINARY BUSINESS:

**1. Adoption of Annual Audited Standalone and Consolidated financial statements and reports thereon**

To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2025 and the Report of directors and Auditors thereon.

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

To reappoint Mr. Bhushan Singh Rana (DIN: 10289384), who retires by rotation, and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

**3. To consider and, if thought fit, to pass the following resolution for appointment of Secretarial Auditors of the Company as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made thereunder, Regulation 24A and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Sharma Sarin and Associates., Practicing Company Secretaries (Firm registration number: P1997UT013900), be and are hereby appointed as the Secretarial Auditors of the Company for conducting secretarial audit and issuing the secretarial audit report and to do all such actions that may be necessary for a term of five (5) consecutive financial years commencing from April 1, 2025 till March 31, 2030 at such fees, plus applicable taxes and other out-of-pocket expenses, as may be mutually agreed and approved by the Board of Directors of the Company (including its Committee) and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient and desirable to give effect to this resolution.”

**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** under 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 2026, amounting to Rs. 60,000/- plus taxes.”

**5. Approval for Related Party Transactions**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company’s Policy on Related Party Transaction(s) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any other person(s) authorized by the Board to exercise its powers, including the powers conferred by this resolution) to enter into contract(s)/arrangement(s)/transaction(s) with the related party as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to the Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the Company or any other transactions of whatever nature, at arm’s length basis and in ordinary course of business, notwithstanding that such transactions may exceed 10% of the consolidated turnover of the Company in any financial year or such threshold limit as may be specified by the listing regulations from time to time up to such extent and on such terms and conditions as specified in the table forming part of the explanatory statement annexed to this notice.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

**6. To approve entering into arrangements including Sale, Merger, Demerger, Slump Sale/Exchange, Amalgamation or any other form of restructuring, as may be considered appropriate in the best interest of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(a), 180(1)(c), 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions of the competent authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee thereof authorised by the Board), to consider, negotiate, approve, and finalise from time to time, any scheme, proposal, arrangement, or agreement including but not limited to sale, transfer, lease, merger, demerger, amalgamation, slump sale, slump exchange, spin-off, reorganisation, reconstruction, joint venture, strategic alliance, divestment or any other form of business combination or restructuring, in respect of the whole or substantially the whole of the undertaking(s) of the Company or any part thereof, on such terms and conditions and in such manner as the Board may deem fit in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, agreements and writings, and to make such filings and take such steps as may be necessary, expedient or desirable, in connection with giving effect to this resolution.”

**7. To approve disposal/transfer of investment held in Brooks Steriscience Limited under any restructuring scheme.**

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

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(a), 180(1)(c), 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions of the competent authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee thereof authorised by the Board), to sell, transfer, exchange, divest, dispose of, or otherwise deal with, in one or more tranches, the Company’s investment in Brooks Steriscience Limited, whether by way of sale, slump exchange, merger, demerger, amalgamation, strategic restructuring, joint venture, or any other arrangement, on such terms and conditions and in such manner as the Board may deem fit, in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise and execute necessary documents, deeds, agreements or arrangements, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution, including obtaining all necessary approvals and consents from statutory and regulatory authorities.”

**8. To consider and approve alteration of the Memorandum of Association.**

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the necessary approvals from the Registrar of Companies and other regulatory authorities as may be applicable, the consent of the members be and is hereby accorded to alter "Clause III (A) The main objects to be pursued by the company on its incorporation are" & "Clause III (B) Objects incidental or ancillary to the attainment of the main objects" by inserting the following new sub-clauses after the existing Clause No. 3 of Main Object and after Clause 40 of Ancillary / Incidental Objects :

**III. 3 (A) The main objects to be pursued by the company on its incorporation are:**

4. To carry on the business of investing, acquiring, holding, exchanging, transferring, dealing in and managing digital assets, virtual currencies, blockchain-based tokens (including Bitcoin, Ethereum and other permissible cryptocurrencies), in compliance with applicable laws and regulations of RBI, Government of India or any other competent authority.
5. To carry on digital currency treasury management for holding, hedging, allocation, investment, liquidity, and long-term value creation, in compliance with applicable laws.

6. To carry on the businesses of money lending and financing, whether by making loans or advances or by purchasing, discounting or accepting bills of exchange, promissory notes or other negotiable instruments, or by giving guarantees or otherwise, for any industrial, trade, commercial, agricultural or economic activities of individuals, firms, companies, associations of persons or bodies of individuals, whether incorporated or not.
7. To carry on the business as acceptance houses, confirming houses, venture capital funds, merchant bankers, underwriters or investors. However, the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
8. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and other having dealings with the company and/to guarantee the performance of any such contracts or obligation and the payment of money by any such persons or companies and generally to give guarantee and indemnities.

**III. (B). The objects incidental or ancillary to the attainment of the main objects are:**

41. To carry on research, development, advisory and consultancy in the field of digital assets, blockchain, and distributed ledger technology.
42. To provide risk management, compliance monitoring, custody, storage, and safekeeping solutions for digital assets, including development of secure digital wallets and treasury systems.
43. To establish partnerships, joint ventures, and collaborations with domestic or international companies engaged in blockchain, cryptocurrency exchanges, fintech, or other digital currency infrastructure services.
44. To undertake all such lawful activities, whether in India or abroad, as may be necessary, incidental, or conducive for the attainment of the above objects, subject always to applicable statutory and regulatory frameworks.
45. To establish, own, acquire (incl. franchising, lease, purchase), develop, equip, improve, promote, initiate, subsidise, organise, maintain, run and manage, in India or elsewhere, all forms of healthcare facilities and programmes—including hospitals, clinics, nursing homes, primary/secondary/tertiary health centres, pharmacies/chemist shops, diagnostic/pathology, emergency/trauma, in-patient/out-patient, ophthalmology, dental, rehabilitation, operation theatres, histopathology, cardiology (conventional & invasive), neurology, dialysis, maternity & child welfare, laboratories, blood/eye banks, ambulances, physiotherapy, investigation, research and specialty programme centres—and similar establishments providing medical treatment and services by all available means.
46. To undertake and promote research, including clinical research, for setting up hospitals, laboratories and related facilities; to acquire necessary equipment; and to educate, train and certify medical professionals and administrators as the Company may deem fit.
47. To provide healthcare and allied services, including training of medical and paramedical staff, and to advise and consult on medical management and treatment in hospitals, clinics, nursing homes, pharmacies, laboratories, blood banks and other healthcare establishments.
48. Subject to SEBI and other approvals, to carry on the business of stock and share broking and allied services including underwriting, sub-underwriting, broking, sub-broking, dealing and trading in securities; acting as lead managers, registrars, transfer agents, portfolio managers, financial and investment consultants; and to undertake corporate advisory, mergers and acquisitions in India or abroad.
49. To invest in, acquire and hold, buy or sell or otherwise dispose of or deal in securities of any kind shares, debentures, debenture stocks, securities, properties, bonds, units obligations and securities issued or guaranteed by any government state, Union Territory, Municipal or Civil body, financial institutions, commercial papers, negotiable instruments and paper instruments of all types and kinds.

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

sd/-

**Bhushan Singh Rana  
Whole Time Director  
DIN: 10289384**

**Place: Baddi**

**Date: 1st September, 2025**

**Registered Office:**

Vill. Kishanpura Baddi Nalagarh Road Baddi,

District. Solan H.P. Pin 174101

CIN: L24232HP2002PLC000267

Email id: investors@brookslabs.net

## NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has permitted conducting of Annual General Meeting (“AGM”) through VC or OAVM. In this regard, MCA issued General Circular No.09/2024 dated September 19, 2024 read with other connected circulars issued in this regard (collectively referred as “MCA Circulars”), prescribing the procedure and manner of conducting the AGM through VC / OAVM. Further, the Securities and Exchange Board of India (“SEBI”) also vide its Master Circular dated November 11, 2024 read with SEBI circular dated October 3, 2024 (collectively referred as ‘SEBI Circulars’) and other applicable circulars issued in this regard has provided relaxations from compliance with certain provisions of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 (“Listing Regulations”).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 8 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also as Annexure A.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFDPoD- 2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”.
4. Members may note that this Notice and Annual Report shall also be available on Company’s website at <https://www.brookslabs.net/>, on the websites of the Stock Exchanges i.e. BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Central Depository Securities Limited (‘CDSL’) at [www.evotingindia.com](http://www.evotingindia.com)
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [cs@brookslabs.net](mailto:cs@brookslabs.net)
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at and on the website of the Company’s RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) . It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may

submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.brookslabs.net/investor-forms.php>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) in case the shares are held in physical form.

11. 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.
12. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
13. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 23<sup>rd</sup> AGM by electronic means and has engaged the services of CDSL to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') as well as e-voting during the proceedings of the AGM through VC/OAVM ('e-voting at the AGM').
14. The remote e-voting period commences on Tuesday, 23<sup>rd</sup> September, 2025 (9.00 a.m. IST) and ends on Thursday, 25<sup>th</sup> September, 2025 (5.00 p.m. IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
15. Members holding shares, as on the close of business hours on Friday, 19<sup>th</sup> September 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
16. The Register of Members and Share Transfer Books will remain closed from Saturday, 20<sup>th</sup> September, 2025, to Friday, 26<sup>th</sup> September, 2025 (both days inclusive).
15. 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.
18. All documents referred to in the Notice and accompanying Statements 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.  
In case of any queries regarding the Annual Report, the Members may write to [cs@brookslabs.net](mailto:cs@brookslabs.net) to receive an email response.
19. The instructions for remote e-voting are as under:

#### **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.brookslabs.net>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 23rd September, 2025 (9.00 a.m. IST) and ends on Thursday, 25th September, 2025 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 19th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 1) Click on “Shareholders” module.
- 2) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.

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 e-voting of any company, then your existing password is to be used.

4) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</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.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Brooks Laboratories Limited on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

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 will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, 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.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@brookslabs.net](mailto:cs@brookslabs.net) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@brookslabs.net](mailto:cs@brookslabs.net) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@brookslabs.net](mailto:cs@brookslabs.net). These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## Explanatory Statement under Section 102(1) of the Companies Act, 2013 ('Act')

### Item No.3

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the rules made thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') every listed entity shall undertake Secretarial Audit by Secretarial Auditors and shall annex a Secretarial Audit Report, with the Annual Report. For this purpose, the Board of Directors of the Company had appointed M/s. Sharma Sarin and Associates Practicing Company Secretaries (Firm registration number: P1997UT013900), as Secretarial Auditors of the Company for the Financial Year 2025-26 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

Further, SEBI vide its notification dated December 12, 2024, amended the Listing Regulations which require Companies to obtain members' approval in their Annual General Meeting, for the appointment of Secretarial Auditors to carry out a secretarial audit of the Company. Further, such Secretarial Auditor must be a Peer Reviewed Company Secretary and should not have incurred any of the disqualifications as specified by SEBI. As per the said Regulations, an individual can be appointed as secretarial auditor for only one term of five consecutive years, while a company secretary firm in practice may be appointed for up to two such terms. Further, any association of the individual or firm with the Company prior to 31<sup>st</sup> March, 2025, shall not be considered for calculating the tenure. Additionally, the Company shall ensure that with effect from 1<sup>st</sup> April, 2025, the Secretarial Compliance Report, submitted annually to the stock exchanges is signed by the Secretarial Auditor or a Peer Reviewed Company Secretary who meets the eligibility criteria specified under the regulation.

The proposed fees for carrying out the secretarial audit and to issue the report thereafter shall not exceed is 50000/- (Rupees Fifty Thousand only) plus applicable taxes and out of pocket expenses or as mutually decided from time to time Besides carrying out the secretarial audit and issuing the secretarial audit report, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors or practicing company secretaries, under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms, between the Board of Directors of the Company (including its Committee) and the Secretarial Auditors. Further, in addition to the aforesaid audit services/ certifications, the Company may also avail various permissible professional services (other than prohibited services under the Listing Regulations from the Secretarial Auditors and/or from the network firms of the Secretarial Auditors for which the auditors will be remunerated separately on mutually agreed terms, between the Board of Directors of the Company (including its Committee) and the Secretarial Auditors.

In light of the above, the Board of Directors, on the recommendation of the Audit Committee at its meeting held on 28<sup>th</sup> May, 2025 have approved and recommended the appointment of Sharma Sarin and Associates, as Secretarial Auditors of the Company for a period of five (5) consecutive financial years to conduct the Secretarial Audit of the Company commencing from 1<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030, for approval of Members at forthcoming Annual General Meeting of the Company.

None of the Director(s), Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of this Notice.

The Board recommends this resolution for approval by the members.

### Item 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 the auditing of cost accounting records apply to the Company with effect from the date of the 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, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025-26 at a remuneration of Rs.60,000/- 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 2025-26.

None of the Directors/Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

## Item No. 5

Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2015 ("the Rules") states that no Company shall enter into material related party transactions except with the consent of the members of the Company, where such transactions are either not (a) in the ordinary course of business or (b) on an arm's length basis.

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") states that all material-related party transactions shall require prior approval of the shareholders through resolution.

The shareholders' approval is sought to the related party/material related party transactions entered / to be entered into with the below-mentioned parties. The Company has obtained prior approval of the Audit Committee to the said transactions as required under Regulation 23(2) of the Listing Regulations.

All related party transactions are/shall be at arm's length basis and in the ordinary course of business of the Company and therefore the provisions of the Act and the Rules made thereunder are not attracted.

However, Regulation 23(4) of the Listing Regulations states that all material related party transactions shall require approval of the shareholders through resolution and related parties shall abstain from voting on such resolution. Member's approval is therefore sought under relevant provisions of the Act, applicable, if any, and the Listing Regulations.

### Information relating to transactions with related parties are as under -

Description	Particulars
Name of the related party	Brooks Steriscience Limited
Nature of relationship [including nature of its interest (financial or otherwise)]	Jointly Controlled Entity
Type of the proposed transaction/ Particulars of the proposed transaction	a. Purchase of Goods, Commission in respect of goods purchased. b. Sale of Goods, Commission in respect of goods sold. c. Providing and availing job work services, Cross Charges for shared services, Commission/expenses incurred in respect of services availed/provided.
Tenure of the transaction	1 year
Value of the proposed transaction	a. Purchase of Goods, Commission in respect of goods purchased. - upto 15 crores b. Sale of Goods, Commission in respect of goods sold. - upto 15 crores c. Providing and availing job work services, Cross Charges for shared services, commission/expenses incurred in respect of services availed/provided. - upto 5 crores Total gross value of the above mentioned transactions = 35 crores
Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	42.39 percent(basis on gross transaction value of 35 crores) of the consolidated turnover of the Company per annum
Justification of the proposed transaction	The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Our guiding principle was that the transactions must be on an arms' length basis and commensurate to the benefits received.
Details of the valuation report or external party report (if any) enclosed with the Notice	NA
Name of the Director or Key Managerial Personnel, who is related	Atul Ranchal

Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	Not Applicable, as the transactions are not related to any loans, inter-corporate deposits, advances or investment made or given by the Company or its subsidiary.
i) Source of funds	
ii) In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	
iii) Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	
iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

**Below mentioned information is applicable for related party transactions to be carried out with Brooks Steriscience Limited:**

Material Terms of the Contract- The proposed contracts/ arrangements/ transactions related to sale /purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the members. Some of the arrangements could be in the form of Purchase Orders/ Service Orders based on negotiations whose terms and conditions shall satisfy arm's length criteria.

Material terms of the transactions with Related Parties include the following: 1) All the transactions were continuingly in the ordinary course of business and were undertaken on an arm's length basis and in the ordinary course of business. 2) The transactions were based on Purchase / Service Orders issued from time to time.

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors relevant to the contract have been considered.

Any other information relevant or important for the Members to decide on the proposed resolution: None

Because of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of an Ordinary Resolution. The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Hence, the Audit Committee / Board recommends the resolution set out in the Item as an Ordinary resolution. None of the Related Parties shall vote in the resolution. None of the Director, key managerial personnel, and their relatives, are concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

**Item No. 6**

The Company is engaged in the business of manufacturing and marketing pharmaceutical products and operates its unit at Baddi, Himachal Pradesh. Considering the dynamic business environment, opportunities for consolidation, divestment, strategic alliances, and the need to rationalise operations for greater efficiency, it may become necessary in the future for the Company to enter into one or more strategic arrangements, including sale, lease, transfer, merger, demerger, slump sale, slump exchange, amalgamation, joint venture, spin-off, or any other form of restructuring or reorganization.

Such transactions, in certain cases, may involve disposal of the whole or substantially the whole of the undertaking(s) of the Company, or may otherwise fall within the ambit of Sections 180 and 230-232 of the Companies Act, 2013, requiring approval of Members by way of a Special Resolution.

In order to enable the Board of Directors to take timely decisions and act in the best interest of the Company, it is proposed to seek an enabling approval from the Members to authorise the Board to consider, approve, and implement such arrangements or transactions, subject to compliance with applicable laws, rules, regulations, and receipt of requisite consents and approvals from regulatory or other authorities as may be required.

The Board recommends the Special Resolution set out at Item No.6 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

#### **Item No. 7**

The Company holds an investment in Brooks Steriscience Limited (BSL). As part of the overall business strategy, the Company may, in future, consider various options for restructuring, consolidation, or divestment of this investment, including sale, transfer, slump exchange, merger, demerger, amalgamation, or any other strategic arrangement, depending upon business exigencies and opportunities.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, approval of Members by way of a Special Resolution is required for sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking or investment of the Company. Similarly, in case of restructuring schemes under Sections 230–232, Members' approval is also required.

Accordingly, approval of Members is sought to authorise the Board of Directors to sell, transfer, or otherwise dispose of the Company's investment in Brooks Steriscience Limited under any restructuring scheme or arrangement, on such terms and conditions as the Board may deem fit in the best interest of the Company.

The Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

#### **Item No. 8**

The existing objects clause of the Memorandum of Association ("MOA") of the Company does not comprehensively cover certain emerging business activities and allied areas in which the Company proposes to operate.

In order to enable the Company to undertake new business opportunities, particularly in the fields of digital assets, blockchain technology, healthcare services, and financial services including stock broking and investment activities, it is proposed to insert additional clauses in Clause III (A) and Clause III(B) (Objects incidental or ancillary to the attainment of the main objects) of the MOA. The proposed insertion will empower the Company to carry on research, consultancy, investment, advisory and operational activities in digital assets and blockchain, undertake healthcare-related services and infrastructure development, and pursue financial and allied services, subject to applicable statutory and regulatory approvals.

The proposed alteration will provide the Company with greater flexibility to diversify into high-potential and growth-oriented sectors. This diversification is expected to strengthen the Company's business model, reduce dependency on limited revenue streams, and open up new avenues of income generation. Consequently, this will enhance the long-term sustainability, profitability, and overall value of the Company, which will ultimately benefit the shareholders through improved returns and wealth creation.

A copy of the existing MOA along with the proposed draft of the altered MOA is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting and will also be available at the meeting.

The Board recommends the resolution for approval of the members as a **special resolution**.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

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

sd/-

**Bhushan Singh Rana**  
**Whole Time Director**  
**DIN: 10289384**

**Place: Baddi**

**Date: 1st September 2025**

#### **Registered Office:**

Vill. Kishanpura Baddi Nalagarh Road Baddi,  
District. Solan H.P. Pin 174101,  
CIN: L24232HP2002PLC000267  
Email id: investors@brookslabs.net

## Annexure A

### Details of Directors seeking appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

<b>Name of the Director</b>	Mr. Bhushan Singh Rana
<b>Director Identification Number (DIN)</b>	10289384
<b>Designation and Category of Director</b>	Non-Independent Executive Director
<b>Date of birth and age</b>	28 <sup>th</sup> April 1955(70 years)
<b>Date of appointment</b>	23 <sup>rd</sup> August 2023
<b>Qualifications</b>	Double M.A from Meerut University
<b>Brief profile</b>	He has vast experience of 36 years in Administrative services. He association brings years of professional experience to facilitate operations and maximize the productivity and growth of the organization..
<b>Terms and conditions of re-appointment</b>	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
<b>Details of Remuneration last drawn</b>	Remuneration as decided by the Board and Company Policy
<b>Details of Remuneration sought to be paid</b>	Remuneration as decided by the Board and Company Policy
<b>Number of Meetings of the Board attended during the year</b>	9 (nine) Board meetings
<b>Directorships held in other companies (excluding Foreign Companies)</b>	Nil
<b>Listed Entities from which he has resigned as Director in past 3 years</b>	Nil
<b>Relationship with other Directors Manager and other Key Managerial Personnel</b>	Nil
<b>Memberships/Chairmanships of committees of other companies</b>	Nil
<b>Number of Equity Shares held in the Company</b>	Nil
<b>Skills and capabilities required for the role and the manner of meeting the requirements</b>	Not Applicable