Brooks
LABORATORIES LIMITED
A WHO GMP & ISO 9001: 2008 Certified Company

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EXTRACT TAKEN FROM THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON WEDNESDAY, 23RD DAY OF MAY, 2012 AT 11 AM AT THE CORPORATE OFFICE OF THE COMPANY i.e. 203/204, ECO HOUSE, 2ND FLOOR, VISHVESHWAR NAGAR, GOREGAON (E), MUMBAI

ITEM NO. 1

To consider and approve the appointment of Mr. Rajnish Kumar Bedi as Additional Independent Director

The Chairman explained to the Board the requirement regarding the appointment of Independent Director on the Board of Directors. After certain deliberation the following resolution was passed unanimously:

"**RESOLVED THAT** pursuant to the provisions of Section 260 and other applicable provisions, if any, of the Companies Act, 1956 and Article 156 of the Articles of Association of the Company, Mr. Rajnish Kumar Bedi who has consented to act as such, be and is hereby appointed as an Additional Independent Director of the Company with immediate effect to hold office till the conclusion of the ensuing Annual General Meeting of the Shareholders of the Company.

RESOLVED FURTHER THAT Mr. Atul Ranchal, Chairman cum Whole time Director of the Company, be and is hereby authorized to file the necessary eform 32 with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection with the above."

ITEM NO. 2

To consider and approve the appointment of Mr. Dinesh Puri as Additional Independent Director

The Chairman explained to the Board the requirement regarding the appointment of Independent Director on the Board of Directors. After certain deliberation the following resolution was passed unanimously:

"**RESOLVED THAT** pursuant to the provisions of Section 260 and other applicable provisions, if any, of the Companies Act, 1956 and Article 156 of the Articles of Association of the Company, Mr. Dinesh Puri who has consented to act as such, be and is hereby appointed as an Additional Independent Director of the Company with immediate effect to hold office till the conclusion of the ensuing Annual General Meeting of the Shareholders of the Company.

RESOLVED FURTHER THAT Mr. Atul Ranchal, Chairman cum Whole time Director of the Company, be and is hereby authorized to file the necessary eform 32 with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection with the above."

ITEM NO. 3

To consider and approve the appointment of Ms. Ashima Banodha as Company Secretary cum Compliance Officer

The Chairman explained to the Board the requirement regarding the appointment of the Company Secretary cum Compliance Officer of the Company. After certain deliberations, the following resolution was passed unanimously:

"**RESOLVED THAT** pursuant to the provisions of Section 383A and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 1956 and pursuant to the provisions of Listing Agreement, the consent of the Board be and is hereby accorded to appoint Ms. Ashima Banodha, a member of the Institute of Company Secretaries of India, holding the prescribed qualification under Section 2(45) of the Companies Act, 1956 read with Rule 2(1) of the Companies (Appointment and Qualification of Secretary) Rules, 1988, as Company Secretary cum Compliance Officer of the Company with effect from **15.05.2012**.

RESOLVED FURTHER THAT Mr. Atul Ranchal, Chairman cum Whole time Director of the Company, be and is hereby authorized to file the necessary eform 32 with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection with the above."

CERTIFIED TRUE COPY
For **BROOKS LABORATORIES LIMITED**

MANAGING DIRECTOR