Brooks
LABORATORIES LIMITED
A WHO GMP & ISO 9001: 2008 Certified Company
Reg. Off. G 101, Ivory Tower, Sector 70, Mohali. Pb.
Corp. Off. Suite no. 203-204, Eco House, Vishveshwar Nagar,
Goregaon (East), Mumbai - 400 063 (INDIA)
Ph: +91 22 29275901/02/03/04 • Fax: +91 22 29275905

Notice pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the resolution appended below are proposed to be passed as Ordinary/Special Resolution as the case may be by way of Postal Ballot.

Members' consent is requested for the purpose contained in the Resolution appended below. The explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot form for your consideration.

RESOLUTIONS

ITEM NO. 1: TO ALTER AND REVISED THE PROPOSED PROJECT SITE MENTIONED IN THE PROSPECTUS DATED 22ND AUGUST 2011

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 61, 192A of the companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and other applicable provisions of the laws, rules and regulations for the time being in force, the consent of the Company be and is hereby accorded to the Board of directors of the Company to alter, amend, vary and shift the Site pertaining to the proposed Project from Special Economic Zone mentioned in the Prospectus dated 22nd August 2011 filed by the Company with the Registrar of Companies, Chandigarh and Punjab in a manner which are more beneficial to the Company.

FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to shift the site for the proposed unit from special economic zone to Domestic Tariff Zone and alter/modify the Prospectus dated 22nd August 2011 in this regard.

FURTHER RESOLVED THAT Mr. Rajesh Mahajan, Managing Director of the Company and Mr. Atul Ranchal, Chairman cum Whole time Director of the Company be and is hereby authorized to do all such necessary acts and execute such deeds, documents and papers as may be deemed necessary, fit to give effect to the said resolution."

ITEM NO. 2: TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF PUNJAB TO THE STATE OF HIMACHAL PRADESH

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

"RESOLVED THAT subject to the provisions of Section 17, 146 (2), 192A of the companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and confirmation of the Central Government/ Company Law Board, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to shift the Registered office of the company from the state of Punjab to the state of Himachal Pradesh. The registered office of the company be and is removed from G 101, Ivory Tower, Sector 70, Mohali, Punjab and shift to Village. Kishanpura, Nalagarh Road, Baddi, Himachal Pradesh.

RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things and to take such steps as may be necessary or desirable to give effect to this resolution".

By Order of the Board of Directors
-Sd-
Rajesh Mahajan
Managing Director

Baddi, Dated: December 17, 2011

NOTES:

1. An explanatory statement as required under Section 173 of the companies Act, 1956 in respect of the business specified above is annexed hereto
2. In terms of Section 192 of the Companies Act, 1956 read with the Postal Ballot Rules, the items of business set out in the Notice above are sought to be passed by Postal Ballot.
3. The Board of Directors has appointed Mr. G.S. Sarin (M/s Sharma Sarin & Associates) practicing Company Secretary, as the scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Shareholders are requested to carefully read the instructions printed in the attached Postal Ballot form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach before the close of working hours on or before **January 28, 2012**. Any Postal Ballot Form received after 30 days of issuance of this notice shall be treated as if the reply from the shareholders has not been received.
5. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
6. The Scrutinizer will submit the report to the Chairman of the Company after completion of scrutiny of the Postal Ballot Forms.
7. The results of the Postal Ballot will be announced by the Chairman of the Company or by the Managing Director on or before **January 30, 2012** at the Registered Office of the Company at G 101, Ivory Tower, Sector 70, Mohali, Punjab and will also be published in newspapers.
8. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour are not less than three times the number of votes cast, if any, against the said Resolution.

EXPLANATORY STATEMENT

Annexure to Notice - Explanatory Statement under Section 173(2) of the Companies Act, 1956

ITEM NO. 1

The Company have raised funds through Public Issue for the purpose of setting up a new manufacturing unit at JB SEZ Panoli for manufacturing various pharmaceuticals formulations mentioned in the Prospectus dated 22nd August 2011. However, for the time being Govt. policies are uncertain regarding incentives given to Special Economic Zones. This will adversely effects the development of the new project at SEZ's as the most of the Developers have slowed the development on SEZ sites. The new DTC proposal of Government of India significantly reduces incentives for SEZ and as the result of such reduction it becomes difficult and unviable to start new project in SEZ with that uncertainties.

Consequently, in the current scenario, it is not viable and economical to set up a new plant in the Special Economic Zones. Therefore it is proposed to shift the site from Special Economic Zone to Domestic Tariff Zones.

Accordingly, the enclosed draft Ordinary Resolution, authorizing the Board of Directors of the company to shift the Proposed Project site from SEZ to DTZ is submitted for consideration of the shareholders and the Board recommends that the resolution be passed.

INTEREST OF DIRECTORS:-

None of the Directors of the company is interested in the resolution.

ITEM NO. 2

The Company's registered office is presently situated in the state of Punjab. However the Company's manufacturing and business activities are based at Himachal Pradesh and all the business functions are carried from the factory premises at Vill. Kishanpura, Nalagarh Road, Baddi. Therefore it is very difficult to co-ordinate the matters from Himachal Pradesh to discharge the statutory obligations related to the registered office. Since the state of Himachal Pradesh is a very advance State in the industrialization of business and has potential market for the Company's product therefore if the registered office of the company is shifted at Himachal Pradesh, it shall also help to carry on the business activities more economically and efficiently and also help to enlarge the area of its business operations.

Accordingly, the enclosed draft Special Resolution, authorizing the Board of Directors of the company to shift the registered office of the Company from the state of Punjab to Himachal Pradesh submitted for consideration of the shareholders and the Board recommends that the resolution be passed.

INTEREST OF DIRECTORS:-

None of the Directors of the company is interested in the resolution.

Baddi, Dated: December 17, 2011

By the Order of the Board of Directors

-Sd-

Rajesh Mahajan

Managing Director

Registered Officer: G – 101, Ivory Tower
Sector 70, Mohali, Punjab

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POSTAL BALLOT FORM

Sl. No.

1. Name & Registered Address of:
   The sole/First named shareholder

2. Name(s) of Joint holder(s) :
   (if any)

3. Registered Folio No./
   DP ID No. /Client ID no.
   (Applicable to investors holding
   Shares in Dematerialized Form)
4. Number of Share(s) held

I/We hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated 17th December 2011 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolution by placing the tick (_) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Description	Type of Resolution	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We Dissent to the Resolution
To alter and revised the Proposed Project Site mentioned in the Prospectus Dated 22nd August 2011	Ordinary			
To shift the registered office of the company from the State of Punjab to the state of Himachal Pradesh	Special			

E-mail ID:
Place:
Date:

Signature of the Member

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH.

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Company in the attached self-addressed postage pre-paid envelope which shall be properly sealed.
2. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be rejected.
3. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on 28th January, 2012. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
4. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 23rd December, 2011.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
6. The exercise of vote by Postal Ballot is not permitted through proxy.
7. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
8. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
9. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
10. The result of the voting on the resolution will be declared at the Registered Office of the Company on or before 30TH January, 2012.