Partners

P D Sharma
M.A., LL.B. (A), FCS

G S Sarin
B.Com., LL.B., MFC, FCS

SHARMA SARIN & ASSOCIATES
COMPANY SECRETARIES

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SCO 186-188, First Floor, Adj. Ghazal Restaurant,
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Date: 01.02.2012

Sh. Rajesh Mahajan
Managing Director
Brooks Laboratories Limited
G 101, Ivory Tower
Sector 70, Mohali

SUB: POSTAL BALLOT- REPORT OF SCRUTINIZER

Dear Sir,

I, G.S. Sarin, of M/s Sharma Sarin & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Brooks Laboratories Limited to conduct the Postal Ballot in respect of two resolutions as mentioned in the Notice for Postal Ballot dated 17th December, 2011 pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the resolution by Postal Ballot) Rules, 2011 as follows:

Item No: 1 - Ordinary Resolution
TO ALTER AND REVISE THE PROPOSED PROJECT SITE MENTIONED IN THE PROSPECTUS DATED 22ND AUGUST 2011

Item No: 2 - Special Resolution
TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF PUNJAB TO THE STATE OF HIMACHAL PRADESH

I have scrutinized the ballot papers and maintained a register in which necessary entries have been made in accordance with the above rules.

I enclose my report on the result of voting by Postal Ballot.

Thanking You

Yours Sincerely

Sharma Sarin & Associates Company Secretaries Chandigarh

G.S. Sarin
Practising Company Secretary
SCRUTINIZER

SCRUTINIZER'S REPORT- POSTAL BALLOT

Total Shareholders as on 23rd December, 2011: 10698
Total shareholders to whom postal ballots were sent: 10698

S. No.	Particulars	Results of Postal Ballot			
		Resolution No. 1		Resolution No. 2	
		To Alter & Revise the Proposed Project Site mentioned in the Prospectus dated 22.08.2011		To Shift the Registered Office of the Company from the state of Punjab to state of Himachal Pradesh	
		No. of Postal Ballots (Shareholders)	No. of Votes	No. of Postal Ballots (Shareholders)	No. of Votes
A	Total Postal Ballot Forms received from the Shareholders	343	9649501	343	9648501
B	Total Postal ballot Forms received from the Shareholders and found valid	300	9592498	288	9590280
C	Total Postal Ballots/ Votes in favour	259	9485062	255	9495007
	Percentage	86.33%	98.88%	88.54%	99.00%
D	Total Postal Ballots/ Votes against	41	107436	33	95273
	Percentage	13.67%	1.12%	11.46%	1.00%
E	Invalid Postal Ballots/ Votes	43	57003	55	58221

Sharma Sarin & Associates Company Secretaries Chandigarh

G. S. Sarin
Scrutinizer
FCS 4025, CP No. 2751

Date: 01.02.2012