Brooks
LABORATORIES LIMITED
A WHO GMP & ISO : 9001-2008 Certified Company
Corp. Off.: 502, Kanakia Atrium - 2,
Next to Courtyard Marriott Hotel,
Andheri Kurla Road, Andheri (East),
Mumbai - 400 093 (India)
Ph.: + 91 22 61933100 Fax : +91 22 61933114

28th September, 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: **533543**

National Stock Exchange of India Ltd.
Exchange Plaza, C/1, G Block
BandraKurla Complex
Bandra(E), Mumbai - 400 051

Symbol: **BROOKS**

Sub: Disclosure of Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sirs,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith the details of Voting Results of 14th Annual General Meeting of the Company held on 27th September, 2016, for your information and record.

Yours faithfully,
For **Brooks Laboratories Limited**

BROOKS LABORATORIES LTD. 502, Kanakia Atrium-2, Andheri (E) Mumbai - 93.

Jyoti Sancheti
Company Secretary
(Membership No. A24124)

Encl. As stated above

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DISCLOSURE OF VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LODR), REGULATIONS, 2015

Date of the Annual General Meeting : 27th September, 2016
Total Number of Shareholders on cut-off date : 9594

Number of Shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group : 4 (in person)
Public : 26 (in person)

Number of Shareholders attended the meeting through Video Conferencing:
Promoters and Promoter Group : None
Public : None

The agenda-wise details of E-voting and Poll at the Annual General Meeting are provided in **Annexure A.** Further enclosed is the Report of Scrutinizer on E-voting facility provided by the Company and on poll conducted at the Annual General Meeting in **Annexure B and C.**

BROOKS LABORATORIES LTD. 502, Kanakia Atrium-2, Andheri (E) Mumbai - 93.

Brooks
LABORATORIES LIMITED

ANNEXURE A

Resolution No. 1: To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, the Report of Board of Directors and Auditors thereon.

Resolution required: Ordinary Resolution

Mode of Voting: E-voting and Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares(3)=[(2)/(1)]*100	No. of Votes – infavour (4)	No. of Votes – against (5)	% of Votes in favour on votes Polled(6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	93,20,549	93,20,549	100.00	93,20,549	0	100.00	0.00
Public – Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	23879	23879	100.00	23879	0	100.00	0.00
Total	9344428	9344428	100.00	9344428	0	100.00	0.00

Resolution No. 2: 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.

Resolution required: Ordinary Resolution

Mode of Voting: E-voting and Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares(3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes Polled (6) = [(4) / (2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	93,20,549	93,20,549	100.00	93,20,549	0	100.00	0.00
Public – Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	23879	23879	100.00	23879	0	100.00	0.00
Total	9344428	9344428	100.00	9344428	0	100.00	0.00

Resolution No. 3: To ratify the appointment of Statutory Auditors

Resolution required: Ordinary Resolution

BROOKS LABORATORIES LTD.

Brooks
LABORATORIES LIMITED

Mode of Voting: E-voting and Poll

Promoter/ Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares(3)= [(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes Polled (6) = [(4) / (2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	93,20,549	93,20,549	100.00	93,20,549	0	100.00	0.00
Public – Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	23879	23879	100.00	23879	0	100.00	0.00
Total	9344428	9344428	100.00	9344428	0	100.00	0.00

Resolution No. 4: To ratify the remuneration of Cost Auditors
Resolution required: Ordinary Resolution
Mode of Voting: E-voting and Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	93,20,549	93,20,549	100.00	93,20,549	0	100.00	0.00
Public – Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	23879	23879	100.00	23879	0	100.00	0.00
Total	9344428	9344428	100.00	9344428	0	100.00	0.00

For **Brooks Laboratories Limited**

BROOKS LABORATORIES LTD. 502, Kanakia Akruti-2, Andheri (E) Mumbai - 93.

Jyoti Sancheti
Company Secretary
(Membership No. A24124)

Date: 28th September, 2016
Place: Mumbai

Partners

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

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

SHARMA SARIN & ASSOCIATES
COMPANY SECRETARIES

OFFICE
SCO 186-188, First Floor, Adj. Ghazal Restaurant, Sector 17-C, Chandigarh-160 017 (Entry Backside)
Telefax : 0172-5012112, 5079239 Tel. 0172-5079110
e-mail : sharmasarinassociate@yahoo.com
sharmasarin@cslaws.com
Website : www.cslaws.com

ANNEXURE-B

REPORT OF SCRUTINIZER

(E-VOTING)

*[*Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014*]*

To

The Chairman
Brooks Laboratories Limited
Village Kishanpura, Nalagarh Road,
Baddi, Distt. Solan, H.P.

Sir

I, G.S. Sarin, Partner of M/s Sharma Sarin and Associates, Practising Company Secretaries, Chandigarh, was appointed as Scrutinizer for the 14th (Fourteen) Annual General Meeting of the Shareholders of **Brooks Laboratories Limited** (hereinafter referred to as 'the Company') held on Tuesday, 27th day of September, 2016 at 09.00 AM at HOTEL GIANZ, BADDI-NALAGARH HIGHWAY, NH-21A, BADDI, DISTT. SOLAN, H.P. for the purpose of scrutinizing the [E-Voting and Poll] process in a fair and transparent manner and ascertaining the requisite majority on [E-Voting and Poll] carried Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014,on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and Poll on the resolutions contained in the Notice to the 14th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and poll is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the

resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited and of voting through poll as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.

We submit our Report as under:

1. As required under Section 101 of the Companies Act, 2013, a notice of the Annual General Meeting of the Company alongwith explanatory statement under section 102 of the Act was sent to the Shareholders by Courier/ e-mail for seeking approval of members on the proposed 4 (four) resolutions as mentioned in the Notice.

2. The E-Voting period remained open from 09.00 AM on Saturday, 24th September, 2016 upto 05.00 PM on Monday, 26th September 2016.

3. The Votes were unblocked on 27th September, 2016 in the presence of two witnesses, namely, Mr. P.D. Sharma, Company Secretary, residing at # 97, Block-C, WWRW Society, Sukhna Enclave, Kaimbwala Road, Kansal, Ropar, Punjab and Mrs. Prateeksha, residing at H No. 1506-C Sector-38-B, Chandigarh, who are not in employment of the Company.

   They have signed below in confirmation of the votes being unblocked in their presence.

(P.D. Sharma) (Prateeksha)

4. The result of the e-voting is as under:

(a) Resolution No. 1
To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, the Report of Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes: Nil

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(b) Resolution No. 2

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

(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(c) Resolution No. 3

To ratify the appointment of Statutory Auditors

(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(i) Resolution No. 4
To ratify the remuneration of Cost Auditors
(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

Thanking you
Yours faithfully
For **Sharma Sarin & Associates**
Company Secretaries

Place: Chandigarh
Date: 28/09/ 2016

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

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, Sector 17-C, Chandigarh-160 017 (Entry Backside)
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e-mail : sharmasarinassociate@yahoo.com
sharmasarin@cslaws.com
Website : www.cslaws.com

Annexure-C

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

To,

The Chairman
14th Annual General Meeting of the Equity Shareholders of **"Brooks Laboratories Limited"** held on Tuesday, 27th September, 2016 at 9.00 A.M. at Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, H.P.

Dear Sir,

I, G.S. Sarin, Partner of M/s Sharma Sarin and Associates, Practising Company Secretaries, Chandigarh, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 14th Annual General Meeting of the Equity Shareholders of **"Brooks Laboratories Limited"** held on Tuesday, 27th September, 2016 at 9.00 A.M. at Hotel Gianz, Baddi-Nalagarh Highway, NH-21A, Baddi, Distt. Solan, H.P.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company. No authorizations / proxies were lodged with the Company.

3. I did not find any poll papers invalid.

4. The result of the Poll is as under:

5. **(a) Resolution No. 1**

   To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, the Report of Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes: Nil

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

6. **(b) Resolution No. 2**
To appoint a Director in place of Dr. DS Maity (DIN: 03136361), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

Sharma Sarin & Associates Company Secretaries Chandigarh

7. **(c) Resolution No. 3**
To ratify the appointment of Statutory Auditors

(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

8. **(i) Resolution No. 4**
To ratify the remuneration of Cost Auditors

(i) Voted **in favour** of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
14	9321439	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

11. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this Report.

Thanking you,

Yours faithfully

For **Sharma Sarin & Associates**

Company Secretaries

Place: Chandigarh
Date: 28/09/2016

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

Countersigned by

(ATUL RANCHAL)
CHAIRMAN
DIN: 01998361

Annexure -1

Consolidated Result of Voting (by E-Voting and Poll) for Resolution No. 1 to 4 of the Notice of the 14th Annual General Meeting of **"Brooks Laboratories Limited"** held on Tuesday, 27th day of September, 2016 at 09.00 AM

Resolution No.		1	2	3	4
Type of Resolution		Ordinary	Ordinary	Ordinary	Ordinary
Total Valid Votes Cast	E-voting	9321439	9321439	9321439	9321439
	Poll	22989	22989	22989	22989
	Total	9344428	9344428	9344428	9344428
Voted in favour of Resolution	E-voting	9321439	9321439	9321439	9321439
	Poll	22989	22989	22989	22989
	Total	9344428	9344428	9344428	9344428
	%	100%	100%	100%	100%
Voted against Resolution	E-voting	-	-	-	-
	Poll	-	-	-	-
	Total	-	-	-	-
	%	-	-	-	-

For **Sharma Sarin & Associates**
Company Secretaries

Place: Chandigarh
Date: 28/09/2016

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