

## REPORT ON CORPORATE GOVERNANCE

**Name of the Company : BROOKS LABORATORIES LIMITED**  
**Quarter ended : 31<sup>st</sup> MARCH, 2015**

| PARTICULARS                                             | Clause of Listing Agreement | Compliance status (Yes/No) | Remarks                                                                                                                                     |
|---------------------------------------------------------|-----------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                       | 2                           | 3                          | 4                                                                                                                                           |
| <b>II. Board of Directors</b>                           | 49 II                       |                            |                                                                                                                                             |
| (A) Composition of Board                                | 49 (II A)                   | YES                        | Out of 6 Directors, 3 are Executive Directors, 2 are Non-Executive Independent Directors and 1 is Non-Executive Independent Woman Director. |
| (B) Independent Directors                               | 49 (II B)                   | YES                        | 3 Independent Directors are on the Board of the Company out of total 6 Directors.                                                           |
| (C) Non-executive Directors' compensation & disclosures | 49 (II C)                   | N.A.                       | None of the Non-Executive Directors are being paid any remuneration.                                                                        |
| (D) Other provisions as to Board and Committee          | 49 (II D)                   | YES                        | -                                                                                                                                           |
| (E) Code of Conduct                                     | 49(II E)                    | YES                        | The company has adopted a Code of Conduct which is uploaded on the website of the Company.                                                  |
| (F) Whistle Blower Policy                               | 49 (II F)                   | YES                        | The Company has adopted Whistle Blower Policy which is uploaded on the website of the Company.                                              |
| <b>III. AUDIT COMMITTEE</b>                             | 49 (III)                    |                            |                                                                                                                                             |
| (A) Qualified & Independent Audit Committee             | 49 (III A)                  | YES                        | -                                                                                                                                           |
| (B) Meeting of Audit Committee                          | 49 (III B)                  | YES                        | Audit Committee meetings are held regularly in compliance with the provisions of the Listing Agreement.                                     |
| (C) Powers of Audit Committee                           | 49 (III C)                  | YES                        | -                                                                                                                                           |
| (D) Role of Audit Committee                             | 49 (III D)                  | YES                        | -                                                                                                                                           |
| (E) Review of Information by Audit Committee            | 49 (III E)                  | YES                        | -                                                                                                                                           |
| <b>IV. NOMINATION AND REMUNERATION COMMITTEE</b>        | 49 (IV)                     | YES                        | The Committee consists of 3 Independent Directors.                                                                                          |
| <b>V. SUBSIDIARY COMPANIES</b>                          | 49 (V)                      | N.A.                       | The Company has no subsidiary companies as on date.                                                                                         |
| <b>VI. RISK MANAGEMENT</b>                              | 49 (VI)                     | YES                        | -                                                                                                                                           |
| <b>VII. RELATED PARTY TRANSACTIONS</b>                  | 49 (VII)                    | YES                        | -                                                                                                                                           |
| <b>VIII. DISCLOSURES</b>                                | 49 (VIII)                   | YES                        | Related Party policy is in place which is uploaded on the website of the Company.                                                           |
| (A) Related party transactions                          | 49 (VIII A)                 | YES                        | There were no material related party transactions during the quarter ended 31.03.2015.                                                      |
| (B) Disclosure of Accounting Treatment                  | 49 (VIII B)                 | N.A.                       | -                                                                                                                                           |
| (C) Remuneration of Directors                           | 49 (VIII C)                 | YES                        | Information will be included in the Annual Report for the Financial Year 2014-15.                                                           |
| (D) Management                                          | 49 (VIII D)                 | YES                        | Information will be included in the Annual                                                                                                  |



|                                                                          |             |     |                                                                                                                                                                                                                         |
|--------------------------------------------------------------------------|-------------|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                          |             |     | Report for the Financial Year 2014-15.                                                                                                                                                                                  |
| (E) Shareholders                                                         | 49 (VIII E) | YES | Information will be included in the Annual Report for the Financial Year 2014-15.                                                                                                                                       |
| (F) Proceeds from public issues, rights issues, preferential issues etc. | 49 (VIII F) | YES | The disclosure on the utilization of the proceeds of the public issue has been regularly updated as a part of the Company's quarterly financial results submitted to the exchanges.                                     |
| IX. CEO/CFO CERTIFICATION                                                | 49 (IX)     | YES | Information will be included in the Annual Report for the Financial Year 2014-15.                                                                                                                                       |
| X. REPORT ON CORPORATE GOVERNANCE                                        | 49 (X)      | YES | i) Information will be included in the Annual Report for the Financial Year 2014-15. ii) Quarterly compliance reports are being submitted to the Stock Exchanges regularly within 15 days from the end of each quarter. |
| XI. COMPLIANCE                                                           | 49 (XI)     | YES | Information will be included in the Annual Report for the Financial Year 2014-15.                                                                                                                                       |

For **BROOKS LABORATORIES LTD.**

*Ankit Parekh*

**ANKIT PAREKH**

**Company Secretary & Compliance Officer**

