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October 07, 2014

**Bombay Stock Exchange Ltd.**  
Sir P J Towers  
Dalal Street  
Mumbai 400 001

**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1  
G Block, Bandra-Kurla Complex  
Bandra(E), Mumbai 400 051

Kind Attn: General Manager – DCS

Kind Attn: Head- Listing

[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

[cmllist@nse.co.in](mailto:cmllist@nse.co.in)

Dear Sirs

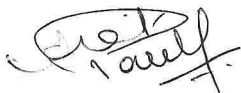
**Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2014**

This is with reference to the provisions of the Clause 49 VI (ii) of the Listing Agreements relating to Corporate Governance.

Accordingly, we enclose herewith the Compliance Report for the Quarter ended 30<sup>th</sup> September, 2014 in the prescribed format, for your information and record.

Thanking you

Yours faithfully  
For **BROOKS LABORATORIES LTD.**



**ANKIT PAREKH**  
Company Secretary & Compliance Officer



## REPORT ON CORPORATE GOVERNANCE

Name of the Company  
Quarter ended

: BROOKS LABORATORIES LIMITED  
: 30<sup>th</sup> September, 2014

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS YES/NO	REMARKS
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	The Board comprises of 6 (six) directors of which 3 (three) are independent directors representing 50% of the total strength.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	Code of Conduct applies to all members of the Board of Directors and employees.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	The Company does not have any subsidiary
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	No changes in Accounting Treatment
(C) Board Disclosures	49 (IV C)	Yes	

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(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	To Be disclosed in the Annual Report 2014-15
(F) Management	49 (IV F)	Yes	To be disclosed in the Annual Report 2014-15
(G) Shareholders	49 (IV G)	Yes	To be disclosed in the Annual Report 2014-15
V.CEO/CFO Certification	49 (V)	Yes	To be disclosed in the Annual Report 2014-15
VI. Report on Corporate Governance	49 (VI)	Yes	To be disclosed in the Annual Report 2014-15
VII. Compliance	49 (VII)	Yes	To be disclosed in the Annual Report 2014-15

For **BROOKS LABORATORIES LTD.**

*Ankit Parekh*

**ANKIT PAREKH**  
**Company Secretary & Compliance Officer**

