



A WHO GMP & ISO 9001: 2008 Certified Company

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Goregaon (East), Mumbai - 400 063 (INDIA)
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July 8, 2013

Bombay Stock Exchange Ltd.

Sir P J Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex
Bandra(E), Mumbai 400 051

Kind Attn: General Manager – DCS

corp.relations@bseindia.com

Kind Attn: Head- Listing

cmlist@nse.co.in

Dear Sirs

**Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended
30th June, 2013**

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 30th June, 2013 in the prescribed format, for your information and record.

Thanking you

Yours faithfully
For **BROOKS LABORATORIES LTD.**


(ASHIMA BANODHA)
COMPANY SECRETARY

REPORT ON CORPORATE GOVERNANCE

Name of the Company
Quarter ended

: BROOKS LABORATORIES LIMITED
: 30th June, 2013

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS YES/NO	REMARKS
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	No	Two Independent directors of the Company resigned w.e.f. 02.04.2013. The Board has appointed one Independent Director and is looking for suitable candidature for Independent Director. The requirement will be complied within the stipulated period. At present, the Board comprises of 5 (five) directors of which 2 (two) are independent directors.
(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.
II. Audit Committee	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	
III. Subsidiary Companies	49 (III)	N.A.	The Company does not have any subsidiary

For Brooks Laboratories Ltd.

Shima
Company Secretary/Compliance Officer

IV. Disclosures	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	
(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 2012-13
(F) Management	49 (IV F)	Yes	To be disclosed in the Annual Report 2012-13
(G) Shareholders	49 (IV G)	Yes	To be disclosed in the Annual Report 2012-13
V.CEO/CFO Certification	49 (V)	Yes	To be disclosed in the Annual Report 2012-13
VI. Report on Corporate Governance	49 (VI)	Yes	To be disclosed in the Annual Report 2012-13
VII. Compliance	49 (VII)	Yes	To be disclosed in the Annual Report 2012-13

For Brooks Laboratories Ltd.

[Signature]
Company Secretary/Compliance Officer