

Partners

P D Sharma

M.A., LL.B. (A), IP, FCS

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B.Com., LL.B., MFC, IP, FCS



SHARMA SARIN & ASSOCIATES

COMPANY SECRETARIES

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ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

BROOKS LABORATORIES LIMITED

For the year Financial Year ended March 31, 2024

I, Gurvinder Singh Sarin, Partner of Sharma and Sarin Associates, Practicing Company Secretaries, have examined:

- a. All the documents and records made available to me and the explanation provided by **BROOKS LABORATORIES LIMITED (CIN: L24232HP2002PLC000267)** having its Registered Office at Village Kishanpura, Nalagarh Road, Baddi Nalagarh, Himachal Pradesh, 174101 India ("the listed entity")
- b. The filings/ submissions made by the listed entity to the stock exchanges;
- c. Website of the listed entity;
- d. Any other document/ filing, as may be relevant, which has been relied upon to make this report

For the financial year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued there-under; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, and guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars /guidelines issued thereunder, have been examined, include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Listed Entity during the review period)**
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Listed Entity during the review period)**
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Listed Entity during the review period)**
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations. 2015;
- h. Securities and Exchange Board of India (Depositories and Participants) Regulations 2018;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -



S.NO.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No	Dev iati ons	Action Taken by	Type of Action	Details of Violatio n	Fine Amo unt	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remar ks
1	The listed entity shall submit to the stock exchange the statement(s) on a quarterly basis for public issue, rights issue, preferential issue etc.	Regulation 32 of the SEBI (Listing Obligations and Disclosure requirements)		Mail received from BSE dated April 19, 2023 w.r.t, Non-Submission of Deviation(s) or Variation(s) for the Quarter ended Dec 31, 2022	Clarification mail from BSE for Non-submission of Statement of Deviation(s) or Variation(s) for the quarter ended December 31, 2022	The Company failed to inform the BSE about the Utilization of Issue Proceeds	NA	The Company has utilized the issue proceeds and informed that there was no deviation	The Listed Entity on 3 rd May, 2023 has made submission of the clarification letter for Non-Submission of the Statement of Deviation or Variation for the quarter ended December 31, 2022	



- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations / Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended -----	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Details of violation / deviation s and actions taken / penalty imposed, if any, on the listed entity	Observations / Remarks of The Practicing Company Secretary	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NA							

- c) The listed entity has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the listed entity

- d) This report is to be read with additional affirmations annexed herewith as **Annexure-A.**



Annexure A

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I further report the following:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are under the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entities.All the policies conform to SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	<u>Maintenance and disclosures on the Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the	Yes	None



	documents/ information under a separate section on the website. • Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.		
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements concerning disclosure of material as well as other subsidiaries	NA	The Company does not have a material subsidiary during the period under review
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted a performance evaluation of the Board,	Yes	None



	Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.		
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of the Audit Committee for all Related party transactions. (b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions were taken against the listed	Yes	No Actions were taken against the listed entity/its



	entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.		promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<u>Additional Non-compliances, if any:</u> No, additional non-compliance observed of SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance was observed for all SEBI regulation/circular/guidance note etc.

FOR SHARMA SARIN & ASSOCIATES
Company Secretaries

PLACE: CHANDIGARH
DATE: 27.05.2024



FCS G.S.SARIN
PARTNER

M.NO. 4025

C.P. NO.2751

UDIN:- F004025F000451991