Brooks
LABORATORIES LIMITED

Corp. Off.:- 201, "The Summit Business Bay"
Behind Guru Nanak Petrol Pump,
Off Andheri Kurla Road, Andheri (E),
Mumbai - 400 093 (India)
Ph. : +91 22 69073100

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

NOTICE IS HEREBY GIVEN for appointment of Mrs. Kaushalya Singh and Mr. Jitendra Pratap Singh as Whole Time Director of the Company and is proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting') as Special Resolution.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolution is annexed.

Mr. G.S. Sarin, partner of M/s. Sharma Sarin & Associates (M. No. FCS 4025) have been appointed as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting in a fair and transparent manner by the Board of Directors at the meeting held on 23rd November 2022. Members can vote on the Resolution only through remote e-voting, for which purpose they are requested to read carefully the instructions annexed to the Notice.

The Scrutinizer will submit his report to the Chairman of the Company or the Whole Time Director or the Company Secretary upon completion of the scrutiny of the votes cast through Remote e-voting. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www. https://www.brookslabs.net and will also be forwarded to the National Stock Exchange of India Limited, BSE Limited, where the Company's shares are listed and will also be displayed on the website of CDSL.

The Company has engaged Central Depository Services Limited ("CDSL"), an agency authorized by the Ministry of Corporate Affairs ("MCA") for providing Remote e-voting facility to all its Members. The Remote e-voting period commences from 9:00 a.m. (IST) on Tuesday 29th November, 2022 and ends at 5:00 p.m. (IST) on Wednesday, 28th December, 2022.

SPECIAL BUSINESS

1. **To consider the appointment and remuneration of Mrs. Kaushalya Singh (DIN: 09244596) as a Whole Time Director of the Company.**

To consider and if deems fit, to pass the following resolutions a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of sections 152,160,196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of Mrs. Kaushalya Singh (DIN: 09244596) as a Whole-time Director for 5 years with effect from 23rd h November 2022 to 22nd November 2027, who shall be liable to retire by rotation and on terms and conditions as agreed between the Board and Mrs. Kaushalya Singh."

"RESOLVED FURTHER THAT during the currency of the tenure of Mrs. Kaushalya Singh as an Executive Director, where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to Mrs. Kaushalya Singh, Executive Director, remuneration by way of salary, commission, perquisites, allowances and performance linked bonus as specified above as per the applicable provisions of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) including Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)."

"RESOLVED FURTHER THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013, the consent of the members be and is hereby accorded for her remuneration up to a maximum of Rs. 1,50,000/- per month for the period from 23rd November 2022 to 22nd November 2025 on the recommendation of Nomination and Remuneration Committee."

2. To consider the appointment of Mr. Jitendra Pratap Singh (DIN No. 09796568) as Whole Time Director of the Company.

To consider and if deems fit, to pass the following resolutions Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of sections 152,160,196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Jitendra Pratap Singh (DIN No. 09796568) as a Whole-time Director for 5 years with effect from 23rd November 2022 to 22nd November 2027, who shall be liable to retire by rotation and on terms and conditions as agreed between the Board and Mr. Jitendra Pratap Singh."

"RESOLVED FURTHER THAT during the currency of the tenure of Mr. Jitendra Pratap Singh as an Executive Director, where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Jitendra Pratap Singh, Executive Director, remuneration by way of salary, commission, perquisites, allowances and performance linked bonus as specified above as per the applicable provisions of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) including Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)."

RESOLVED FURTHER THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013, the consent of the members be and is hereby accorded for her remuneration up to a maximum of Rs. 1,50,000/- per month for the period from 23rd November 2022 to 22nd November 2025 on the recommendation of Nomination and Remuneration Committee."

Dated: 23rd November, 2022

BROOKS LABORATORIES LTD. 201, The Summit Business Bay, Mumbai - 93

By Order of the Board
Brooks Laboratories Limited
Jai Vaidya
Company Secretary cum
Compliance Officer

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in relation to the Resolution as set out in the Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice is being sent only to those shareholders whose name appear in the Register of Members of the Company as on **Thursday, 24th November 2022** and who have registered their e-mail addresses with the Company or with the Depositories.
3. Members whose name appear in the Register of Members as on the Cut Off date **Thursday, 24th November 2022** will be entitled to cast their Vote by Remote E-voting. The voting rights with one vote per share shall be reckoned on the paid-up value of shares. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-voting process.
4. The Special Resolution, if passed by requisite majority will be deemed to be passed on the last date specified for remote e-voting i.e. **Wednesday, 28th December, 2022.**
5. Member cannot exercise his vote by proxy on Postal Ballot
6. The Remote e-voting period commences from 9:00 a.m. (IST) on Tuesday 29th November, 2022 and ends at 5:00 p.m. (IST) on Wednesday, 28th December, 2022 and voting beyond the end date will be considered as invalid and one can't vote beyond the end date.
7. Members are requested to read the general information and instructions for Remote e-voting as provided in the Notes under the section "**General Information and Instructions for E-voting**" in this Postal Ballot Notice.

General Information and Instructions for E-voting

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 29th November, 2022 at 9:00 am (IST) and ends on 28th December, 2022 at 5:00 pm (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th November 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not

only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the Brooks Laboratories Limited on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;cs@brookslabs.net if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned

copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.
1800 22 55 33

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

ITEM NO.1

Mrs. Kaushalya Singh was appointed as an Additional Director by the Board of Directors with effect from 23rd November 2022 pursuant to Section 161 of the Companies Act, 2013. The Company has received from Mrs. Kaushalya Singh (DIN: 09244596) (i) consent in writing to act as Whole-time Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

Mrs. Kaushalya Singh aged 56 years, is a Commerce Graduate. She has vast experience of 22 years in the Purchase and Administration of the Pharmaceutical Industry. Her association brings years of professional experience to facilitate operations and maximize the productivity and growth of the Organisation.

The matter regarding the appointment of Mrs. Kaushalya Singh as a Whole-time Director was placed before the Nomination and Remuneration Committee and it has recommended her appointment. The Board of Directors approved the appointment of Mrs. Kaushalya Singh as a Whole-time Director of the Company for a term up to 5 years with effect from 23rd November 2022 to 22nd November 2027 and further approve her remuneration up to a maximum of Rs. 1,50,000/- per month for the period from 23rdNovember 2022 to 22nd November 2025 on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members at the ensuing General Meeting of the Company. A statement pursuant to clause (iv) of 2nd proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given in Annexure 1 in this Notice.

The Board recommends the resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, except Mrs. Kaushalya Singh, in Resolution 1.

ITEM NO.2

Mr. Jitendra Pratap Singh (DIN No. 09796568) was appointed as an Additional Director by the Board of Directors with effect from 23rd November 2022 pursuant to Section 161 of the Companies Act, 2013. The Company has received from Mr. Jitendra Pratap Singh (DIN No. 09796568) (i) consent in writing to act as Whole-time Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

Mr. Jitendra Pratap Singh aged 49 years, has a degree in Master of Science. He has vast experience of 25 years in the field of the Pharmaceutical Industry. His association brings years of professional experience to facilitate operations and maximize the productivity and growth of the Organisation. In the past **Mr. Jitendra Pratap Singh** was also associated with reputed Pharmaceutical companies like Anrose Pharma, Mission Pharmaceuticals Ltd., Merit Organics Ltd etc.

The matter regarding the appointment of Mr. Jitendra Pratap Singh as a Whole-time Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The Board of Directors approved the appointment of Mr. Jitendra Pratap Singh as a Whole-time Director of the Company for a term up to 5 years from 23rd November 2022 to 22nd November 2027 and further approve his remuneration up to a maximum of Rs. 1,50,000/- per month for the period from 23rd November 2022 to 22nd November 2025 on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members at the ensuing General Meeting of the Company. A statement pursuant to clause (iv) of 2nd proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given in Annexure 1 in this Notice.

The Board recommends the resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, except Mr. Jitendra Pratap Singh, in Resolution 2.

ANNEXURE 1

STATEMENT under 2ND PROVISO TO SCHEDULE V [PART II SECTION II (Clause iv)] OF THE COMPANIES ACT, 2013

I.	**GENERAL INFORMATION**	
1.	**Nature of Industry**	Pharmaceuticals
2.	**Date of commencement of commercial production**	The Company was incorporated on 23.01.2002. Its plant at Baddi started its commercial production in June 2006
3.	**In the case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus**	N.A.
4.	**Financial Performance based on given indicators**	Please refer to Exhibit 1.1
5.	**Foreign investments or collaborators, if any**	Nil

INFORMATION ABOUT THE APPOINTEE		**Mr. Jitendra Pratap Singh, Director**		**Mrs. Kaushalya Singh, Director**	
1.	**Background Details**	Refer to the Statement to Resolution No. 2 above and Annexure 2		Refer to the Statement to Resolution No. 1 above and Annexure 2	
2.	**Past Remuneration**	**Year**	**Remuneration**	**Year**	**Remuneration**
		2021-22	NIL	**2021-22**	8.89 lakhs
		2020-21	NIL	**2020-21**	8.28 lakhs

3.	**Recognition or Awards**	N.A.	N.A.
4.	**Job Profile and his suitability**	Refer the Statement to Resolution No. 2 above and Annexure 2	Refer the Statement to Resolution No. 1 above and Annexure 2
5.	**Remuneration proposed**	Up to a Maximum of Rs. 1,50,000/- per month	Up to a Maximum of Rs. 1,50,000/- per month
6.	**Comparative remuneration profile concerning the industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of origin)**	Considering the experience and knowledge of Mr.Jitendra Pratap Singh of 25 years in the field of the Pharmaceutical Industry the Board considers the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.	Considering the experience and knowledge of Mrs. Kaushalya Singh vast experience of 22 years in the Purchase and Administration of the Pharmaceutical Industry. Her association brings years of professional experience to facilitate operations and maximize the productivity and growth of the Organisation.The Board considers the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.
7.	**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**	He has no pecuniary relationship with the Company apart from receiving remuneration or relationship with the managerial personnel.	She has no pecuniary relationship with the Company apart from receiving remuneration or relationship with the managerial personnel.
I.	**OTHER INFORMATION**		
1.	**Reasons for loss or inadequate profits**	During the Financial Year 2021-22, the Company operated the Baddi plant at almost full capacity, though the production in units was more but realization per unit went down due to stiff competition resulting in lower sales in value terms.	
2.	**Steps were taken or proposed to be**	With more international approvals in coming year and by Strategic alliance with JV partner Steriscience Specialties Private Limited (formerly known as Steriscience Private	

	taken for improvement	Limited) 'SSPL' which is deployed to set up new project of Ertapenem and API facility for Carbapenems. We expect to have multifold increase in sales in Vadodara facility.
3.	**The expected increase in productivity and profits in measurable terms**	In the financial year 2021-22,we are expecting positive P & L of the Company with our profit making Baddi plant.
IV. DISCLOSURES		Please refer to Exhibit 1.2

Exhibit 1.1

Financial Position of the Company

The financial position of the Company as per the audited Financial Statements (Standalone) of the last 5 years is as follows:

(Rs. In lacs)

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
Sales and Other Income	7791.48	7823.48	7009.48	5790.77	5714.44
Profits after tax	79.26	(1558.76)	(2437.60)	(1480.54)	(1381.28)
Earnings Per Share (in Rs.)	*0.27*	*(6.31)*	*(13.84)*	*(9.20)*	*(8.53)*
Equity Share Capital	2470.28	2470.28	2470.28	1618.64	1618.64
Reserves & Surplus	4030.02	3950.76	7371.32	8896.43	9828.49

Exhibit 1.2

Information on the remuneration of all directors as per Part IV of Clause (iv) of Section II of Part II of Schedule V to the Companies Act, 2013.

The details of proposed remuneration of Mr. Jitendra Pratap Singh & Mrs. Kaushalya Singh, Director of the Company is as given below:

Terms and Conditions:

a) Salary
Upto maximum Rs. 1,50,000/- per month .

b) **Reimbursement of expenses:**
Expenses incurred for traveling, boarding, and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business.

c) **Notice Period-** 90days.

Additional information in respect of Mr. Jitendra Pratap Singh and Mrs. Kaushalya Singh , as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below:

Particulars	Mr. Jitendra Pratap Singh	Mrs. Kaushalya Singh
Age	49 years	56 years
Qualification	Master of Science	Commerce Graduate
Experience	25 years	22 years
Remuneration drawn during FY 2021-22	Nil	8.89 lakhs
Relationship with other Directors and Key Managerial Personnel of the Company	None	None
Number of Board Meetings attended during FY2022-23	None	None
Shareholding in the Company (singly / jointly), including shares held as a beneficial owner	Nil	4304 Equity Share
Directorship in other Companies	None	None
Membership(s) / Chairmanship(s) of Board Committees of other companies	None	None