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

11th January, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Scrip Code: **533543**

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai-400051

Symbol: **BROOKS**

Sub: Transcript of the Extra – Ordinary General Meeting of Brooks Laboratories Limited.

Dear Sir/Madam,

Please find enclosed the transcript of the Extra - Ordinary General Meeting of the Company held on Saturday, January 11, 2025 at 11:30 a.m. IST. This will also be available on the Company's website at www.brookslabs.net.

For Brooks Laboratories Limited

KRUTIKA MOHAN RANE
Digitally signed by KRUTIKA MOHAN RANE
Date: 2025.01.16 11:37:03 +05'30'

Krutika Rane
Company Secretary & Compliance Officer
Membership no: 66310

TRANSCRIPT OF THE EXTRA ORDINARY GENERAL MEETING OF BROOKS LABORATORIES LIMITED HELD ON 11TH JANUARY, 2025 AT 11:30 A.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM)

Ms. Krutika Rane – Company Secretary

I, Krutika Rane, Company Secretary of Brooks Laboratories Limited, welcome all the members to the Extra Ordinary General Meeting of the Company which is being held today Saturday, 11th January 2025 through video conference and Other Audio Visual Means.

As per section 103 of Companies Act 2013 and Secretarial Standard -2 the quorum of the Company is 30 members. Now I request our Host to confirm the quorum.

Thank you.

This meeting is conducted in compliance with circulars issued by the Ministry of Corporate Affairs and the Securities & Exchange Board of India.

Along with me, Mr Atul Ranchal (President- Strategy & Promoter of the company) and Mr.Prashant Rathi (Chief Financial Officer of the Company) who are attending the meeting from the Corporate office.

Now I will introduce our Board of Directors attending this meeting:

Mr. Bhushan Singh Rana, Whole Time Director, Mr. Durga Shankar Maity, Whole Time Director and Mr. Jitendra Pratap Singh, Whole Time Director are attending the meeting from the registered office the company.

Mrs. Usha Singh, Independent Director; Mr. Manav Mahajan, Independent Director and Mr. Lalit Mahajan, Independent Director have joined the meeting through video conference.

Our Scrutinizer Mr. Nitesh Chaudhary has also joined this meeting virtually.

We also have Mr. Manish Kankani, Partner, M/s. DMKH & Co.,Statutory Auditors of the Company and Mr. G S Sarin, Partner of M/s. Sharma Sarin and Associates, Practicing Company Secretaries, attending the meeting through video conferencing.

I thank all the members for joining the Extra Ordinary General Meeting.

I will take you through certain important points regarding the participation and voting at this meeting.

All the members who have joined this meeting are by default placed on mute, to avoid any disturbance from background noise and ensure smooth and seamless conduct of the meeting.

Members who have not voted through remote e-voting can cast their votes through e-voting facility during this meeting and 15 minutes after conclusion of the meeting.

There is no designated Chairperson of the Company, hence, the Directors present in the meeting may elect one among themselves as Chairperson for this meeting.

Now I request, one of the director to propose to elect anyone among themselves as Chairperson.

Mr. Jitendra Singh, Whole Time Director

I propose Mrs Usha Singh as Chairperson of the meeting.

Mr. Durga Shankar Maity, Whole Time Director

I second Mrs Usha Singh as Chairperson of the meeting.

Ms. Krutika Rane, Company Secretary

Now I request to the board members on show of hands to appoint Mrs. Usha Singh as Chairperson of the meeting.

All present Board members have raised their hands in support of Mrs. Usha Singh. I will now request her to take the chair for this meeting.

Mrs. Usha Singh Speech

Good Morning Members and fellow Colleagues,

As the requisite quorum of members is present, I declare the meeting to be in order. I declare the meeting properly constituted and declare this Extra ordinary General Meeting of the company open for discussion.

I would like to thank you all and request Ms. Krutika Rane, to take the proceedings forward.

Ms. Krutika Rane, Company Secretary

Thank you Ma'am. Now I request our Scrutinizer Mr.Nitesh Choudhary to introduce himself.

Mr Nitesh Choudhary - Scrutinizer

Thank you Krutika.

I, have been appointed as Scrutinizer for this EOGM by Company in its Committee meeting dated 17th December, 2024 to scrutinize the voting on resolution stated in EOGM Notice and to conduct the EOGM in fair and transparent manner, the company has engaged services from Central Depository Services Limited (CDSL) for e-voting and Video Conferencing services, as

the host has confirmed that requisite Quorum is available for meeting, the meeting is in compliance as per applicable provisions of act, and Ms. Krutika Company Secretary of the Company has addressed to the Members of company in EOGM.

I, further informed to the members those who have not yet casted vote on Resolution of EOGM by using Remote E-voting Platform, they can cast vote through E-voting platform of CDSL up to 15 minutes after conclusion of this EOGM.

I, further request the management of the company to proceed further.

Ms. Krutika Rane, Company Secretary

Thank you Mr. Nitesh. Now we will proceed to the agenda of the meeting.

The notice of Extra Ordinary General Meeting containing the agenda item along with explanatory statements dated 17th December, 2024 has been dispatched on 19th December, 2024 to all the eligible members of the company and subsequently the company has issued and dispatched the Corrigendum to the EOGM Notice on 7th January, 2025 to the members as per the directions received from Stock Exchanges for giving additional information on the Resolution and its Explanatory Statement with respect to the Preferential Issue, the company has given additional information accordingly in Corrigendum to the EOGM Notice as per the instructions of Stock Exchanges in this regards, therefore the members shall take on records the additional information's circulated through Corrigendum for consideration and approval of the Resolution no. 1 of EOGM Notice.

To consider and approve the following special resolution -

ISSUANCE OF 35,33,520 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH TO ENTITIES BELONGING TO THE NON-PROMOTER CATEGORY (Special Resolution).

Now I request Mr. Prashant Rathi, Chief Financial Officer of the Company to apprise the shareholders about the proposed resolution.

Mr.Prashant Rathi – Chief Financial Officer

Thank you Krutika

Dear Members and Board of Directors Good Morning!

As we gather here today for the Extra-Ordinary General Meeting, I am happy to provide to you brief on the proposed resolution. We are seeking your approval and consent for issuance of 35,33,520 equity shares on preferential basis to THE proposed non-promoter allottees as provided in the EOGM notice at a price of Rs 141.50/- per equity shares aggregating to Rs.

49,99,93,080/-. The objects of the issue and utilization proceeds already have been provided in detailed in EOGM Notice and its Corrigendum, brief details are as follow:

First, the proceeds upto Rs. 47,50,00,000/- proposed to be utilized to augment the company's investment in its joint venture Brooks Steriscience Limited in form of Optionally convertible preference shares. Thereafter equity share holding of our company in Brooks Steriscience Limited would remain unchanged i.e. 49% of Brooks Steriscience Limited's total paid equity share capital.

Second, the balance issue proceeds aggregating around Rs. 2,49,93,080/- proposed to be used for general corporate proposes of the company.

We believe that the preferential issue will significantly enhance the performance of our Joint Venture and drive value creation for the members of the company.

With this, I would like to thank you all and request Krutika, to take the proceedings forward.

Ms. Krutika Rane - Company Secretary

Thank you Mr. Rathi. Now, I will request our host to unmute Mr. Dinesh Bhatia our registered speaker shareholder.

Mr. Dinesh Bhatia - Speaker

Question from speaker shareholder.

Ms.Krutika Rane – Company Secretary

Thank you Mr. Bhatia. As we approached to the final moment of this meeting. Now I will hand over the proceedings to our Chairperson.

Mrs. Usha Singh, Chairperson – Vote of Thanks and Conclusion of Meeting

Thank you Krutika.

As the agenda to the Extra Ordinary General Meeting has been discussed, now I would like to express my gratitude to all the members, panelist, host and my fellow Board Members for their cooperation and the smooth conducting of the meeting. Members who have not yet casted their votes through remote e-voting are requested to cast their votes, the process of e-voting shall continue for the next 15 minutes after conclusion of the meeting. The meeting stands concluded.

Thank you.