

NOTICE

Notice is hereby given that the 24th Annual General Meeting ("AGM") of Brooks Laboratories Limited will be held on Thursday, 3rd September 2026 at 9 a.m. through Video Conference/Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Audited Standalone and Consolidated financial statements and reports thereon

To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31st March 2026 and the Report of directors and Auditors thereon.

2. Appointment of Director in place of those retiring by rotation

To reappoint Mr. Jitendrapratap Rambahadur Singh (DIN: 09796568), who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To ratify the remuneration of the Cost Auditors

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT under the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), the Company hereby ratifies the remuneration payable to M/s. Balwinder & Associates, Cost Accountants, Mohali (Firm Reg No. 000201), as recommended by the Audit Committee and approved by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, amounting to Rs. 60,000/- plus taxes."

4. To approve and ratify Related Party Transactions

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the Company's Policy on Related Party Transactions, and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to ratify the related party transaction already entered into by the Company during March 2026, as specifically detailed in the Explanatory Statement annexed to this Notice, and to approve the related party transaction(s) proposed to be entered into by the Company with the related party(ies), as detailed in the said Explanatory Statement, on such terms and conditions as specified therein."

RESOLVED FURTHER THAT it be and is hereby noted that the Company had, pursuant to the Special Resolution passed by the shareholders at their meeting held on 21st September 2023, obtained prior approval for providing any advance loan and/or guarantee and/or providing any security in favour of its subsidiary(ies) and joint venture company(ies), for an aggregate amount up to Rs. 200 crore, and the transactions proposed to be undertaken pursuant to this resolution shall be within the said overall limit, subject to the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof and any person(s) authorised by the Board) be and is hereby authorised to enter into and/or continue with the proposed contract(s), arrangement(s) and transaction(s) with the related party(ies), as detailed in the Explanatory Statement annexed to this Notice, including sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of services, appointment of agent for purchase or sale of goods, materials, services or property, appointment to any office or place of profit, giving of corporate guarantee, and/or any other transaction(s) of whatever nature, on such terms and conditions and for such amounts as specified in the Explanatory Statement annexed to this Notice."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred upon it by or under this resolution to any Committee of the Board or Director(s) or officer(s) of the Company, as it may deem appropriate.”

5. Approval for payment of remuneration to Mr. Atul Ranchal, President – Strategy, under Section 188(1)(f) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification/s or re-enactment/s thereof for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors to approve and pay remuneration to Mr. Atul Ranchal, President Strategy maximum up to Rs. 15,00,000/- (Rupees Fifteen Lakh Only) per month (including all allowances, perquisites and benefits that he is entitled to in accordance with the Company’s rules and regulations in force), effective from 1st September 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Approval for payment of remuneration to Mr. Rajesh Mahajan, President – Trading, under Section 188(1)(f) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification/s or reenactment/s thereof for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors to approve and pay remuneration to Mr. Rajesh Mahajan, President (Procurement) maximum up to ₹ 8,00,000/- (Rupees Eight Lakh Only) per month (including all allowances, perquisites and benefits that he is entitled to in accordance with the Company’s rules and regulations in force), effective from 17th July, 2026”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Baddi

Date: July 31, 2026

For Brooks Laboratories Limited

sd/-

Bhushan Singh Rana

Whole Time Director

DIN: 10289384

Registered Office:

Village Kishanpura,
Nalagarh Road, Baddi, Distt. Solan, H.P.
CIN: L24232HP2002PLC000267
Email id: investors@brookslabs.net

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has permitted conducting of Annual General Meeting ("AGM") through VC or OAVM. In this regard, MCA issued General Circular No.09/2024 dated September 19, 2024 read with other connected circulars issued in this regard (collectively referred as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through VC / OAVM. Further, the Securities and Exchange Board of India ("SEBI") also vide its Master Circular dated November 11, 2024 read with SEBI circular dated October 3, 2024 (collectively referred as 'SEBI Circulars') and other applicable circulars issued in this regard has provided relaxations from compliance with certain provisions of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 ("Listing Regulations").
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and latest being Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") and SEBI/HO/CFD/CFDPoD- 2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories".
4. Members may note that this Notice and Annual Report shall also be available on Company's website at <https://www.brookslabs.net/> , on the websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Securities Limited ('CDSL') at www.evotingindia.com
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to cs@brookslabs.net
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at and on the website of the Company's RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at www.in.mpms.mufg.com . It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting

Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.brookslabs.net/investor-forms.php>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) in case the shares are held in physical form.

11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
13. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 24th AGM by electronic means and has engaged the services of CDSL to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') as well as e-voting during the proceedings of the AGM through VC/OAVM ('e-voting at the AGM').
14. The remote e-voting period commences on Monday, August 31, 2026 (9.00 a.m. IST) and ends on Wednesday, September 2, 2026 (5.00 p.m. IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
15. Members holding shares, as on the close of business hours on Thursday, August 27, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
16. The Register of Members and Share Transfer Books will remain closed from Thursday, August 27, 2026, to Thursday, September 3rd, 2026 (both days inclusive).
17. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.
18. All documents referred to in the Notice and accompanying Statements are open for inspection at the Registered Office of the Company on all working days of the Company between 10 a.m. and 12 noon up to the date of the Meeting.
19. In case of any queries regarding the Annual Report, the Members may write to cs@brookslabs.net to receive an email response.
20. The instructions for remote e-voting are as under:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.brookslabs.net>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- 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 Monday, August 31, 2026 (9.00 a.m. IST) and ends on Wednesday, September 2, 2026 (5.00 p.m. 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 Thursday, August 27, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) 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.
- (iv) 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 and joining virtual meetings 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 cdsi 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 cdsi 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting
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 or joining virtual meeting & voting during the meeting.

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](http://www.evoting.nsdl.com/).

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 : 022 - 4886 7000 and 022 - 2499 7000

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

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

- 1) Click on "Shareholders" module.
- 2) 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.
- 3) Next enter the Image Verification as displayed and Click on Login.

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.

- 4) 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Brooks Laboratories Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@brookslabs.net . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@brookslabs.net. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending AGM & 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 toll free no. 1800 22 55 33.

A statement under Section 102(1) of the Companies Act, 2013 ('Act')

Resolution No.3

As per Notification dated 31st December 2014 issued by the Ministry of Corporate Affairs, the Companies (Cost Records and Audit) Rules, 2014, provisions relating to the auditing of cost accounting records apply to the Company with effect from the date of the above Notification. Accordingly, the audit of cost accounting records of the Company is mandatory from the financial year 2014-15.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Balwinder & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2026-27 at a remuneration of Rs.60,000/- plus taxes per financial year.

Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration to the Cost Auditor payable for the financial year 2026-27.

None of the Directors/Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval of the Members.

Resolution No. 4

Section 188 of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") prescribes the provisions relating to approval of related party transactions. Further, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") governs related party transactions undertaken by listed entities.

Regulation 23(4) of the Listing Regulations provides that all material related party transactions and subsequent material modifications shall require prior approval of the shareholders through resolution. Further, no related party shall vote to approve such resolutions, whether or not the entity is a related party to the particular transaction.

The Company has obtained the requisite approval of the Audit Committee for the related party transactions in accordance with Regulation 23 of the Listing Regulations.

The Company proposes to continue/undertake transactions with Brooks Steriscience Limited ("BSL"), a jointly controlled entity of the Company, during the financial year 2026-27, as detailed below. The proposed transactions are in the ordinary course of business and are intended to be undertaken on an arm's length basis.

In addition, during March 2026, the Company had provided a corporate guarantee of Rs.48.15 crore in favour of/on behalf of BSL, pursuant to the approval of the Audit Committee in its meeting dated 6th February 2026. The Company proposes to seek approval of the Members for an overall corporate guarantee limit of up to Rs.48.15 crore in respect of BSL. Accordingly, the corporate guarantee of Rs. 48.15 crore already provided shall form part of the overall limit provided, and any further corporate guarantee(s), if required, shall be subject to enhancement of the overall limit and applicable approvals and the terms and conditions approved by the Board/Audit Committee.

Information relating to transactions with related parties are as under –

Description	Particulars
Name of the related party	Brooks Steriscience Limited
Nature of relationship [including nature of its interest (financial or otherwise)]	Jointly Controlled Entity/Associate
Type of the proposed transaction/ Particulars of the proposed transaction	a. Purchase of Goods, Commission in respect of goods purchased. b. Sale of Goods, Commission in respect of goods sold. c. Providing and availing job work services, Cross Charges for shared services, Commission/expenses incurred in respect of services availed/provided. d. Corporate guarantee
Tenure of the transaction	1 year
Value of the proposed transaction	a. Purchase of Goods, Commission in respect of goods purchased. - upto Rs.15 crores b. Sale of Goods, Commission in respect of goods sold. - upto Rs.15 crores c. Providing and availing job work services, Cross Charges for shared services, commission/expenses incurred in respect of services availed/provided. – upto Rs.5 crores d. Corporate guarantee – up to an overall limit of Rs.48.15 crore, Rs. 83.15 crore, comprising proposed operational transactions of Rs.35 crore and corporate guarantee limit of Rs.48.15 crore
Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The aggregate value of the transactions, including the overall corporate guarantee limit of Rs.48.15 crore, represents approximately 96.99% of the annual consolidated turnover of the Company for the immediately preceding financial year.
Justification of the proposed transaction	The transactions are undertaken/proposed to be undertaken in the ordinary course of business and on an arm's length basis and are considered to be in the interest of the Company. The transactions facilitate the Company's business operations and commercial arrangements with BSL. The corporate guarantee is provided/proposed to be provided in connection with the financial requirements of BSL and the Company receives/shall receive appropriate consideration/commission, wherever applicable, for providing such guarantee.
Details of the valuation report or external party report (if any) enclosed with the Notice	NA
Name of the Director or Key Managerial Personnel, who is related	Atul Ranchal

Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	Not Applicable, as the transactions are not related to any loans, inter-corporate deposits, advances or investment made or given by the Company or its subsidiary.
i) Source of funds	
ii) In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness	
iii) Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	
iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice
Any other relevant information	

Corporate Guarantee

The Company had provided a corporate guarantee of Rs.48.15 crore in favour of/on behalf of BSL during March 2026. The said corporate guarantee was approved by the Audit Committee of the Company in its meeting held on 6th February 2026.

The Company had, pursuant to the Special Resolution passed by the shareholders at their meeting held on 21st September 2023, obtained prior approval for providing any advance loan and/or guarantee and/or providing any security in favour of its subsidiary(ies) and joint venture company(ies) for an aggregate amount up to Rs. 200 crore, in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

The Company proposes to continue the corporate guarantee arrangement with BSL, as may be required from time to time, subject to an overall limit of Rs. 48.15 crore. The corporate guarantee of Rs. 48.15 crore already provided is within this limit, and any further corporate guarantee, if required, shall be subject to the necessary approvals and enhancement of the overall limit.

The corporate guarantee is provided/proposed to be provided in connection with the financial requirements of BSL and is considered to be in the commercial interest of the Company. The Company shall receive/has received commission or other appropriate consideration, wherever applicable, for providing such guarantee, on terms determined in accordance with the Company's Related Party Transaction Policy and applicable law.

Below mentioned information is applicable for related party transactions to be carried out with Brooks Steriscience Limited:

The proposed contracts/arrangements/transactions with BSL shall be governed by the Company's Related Party Transaction Policy and shall be subject to the approval of the Audit Committee within the overall limits approved by the Members.

The transactions relating to purchase and sale of goods/services shall be undertaken pursuant to purchase orders, sales orders, service orders or other commercial arrangements entered into from time to time, based on mutually agreed terms and conditions and subject to arm's length principles.

The corporate guarantee shall be provided on such terms and conditions as may be approved by the Board/Audit Committee and in accordance with applicable laws and the Company's Related Party Transaction Policy.

All relevant factors relating to the transactions have been considered and the transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.

The approval of the Members is being sought in accordance with Regulation 23 of the Listing Regulations for the material related party transactions and the proposed transactions set out above. Hence, the Audit Committee / Board recommends the resolution set out in the Item as an Ordinary resolution. None of the Related Parties shall vote in the resolution. None of the Director, key managerial personnel, and their relatives, are concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

Resolution 5

Pursuant to provision of Section 188(1)(f) of the Companies Act, 2013, consent of the Company is, inter alia, required to be accorded by the Company, where any person on whose advice, directions or instructions a Director or manager is accustomed to act is appointed to an office or a place of profit under the Company or a subsidiary/associate of the Company. The Board of Directors at its meeting held on July 31, 2026 based on recommendation of Nomination and Remuneration Committee and Audit Committee approved the remuneration of Mr. Atul Ranchal, President (Corporate Strategy), being the promoter of the Company.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 are as under:

Name of Related Party	Atul Ranchal
Name of Director or KMP who is related	Nil
Nature of relationship	Promoter
Nature, material terms, monetary value and particulars of contract or arrangement.	Remuneration to be paid maximum up to Rs. 15,00,000/- (Rupees Fifteen Lakh Only) per month effective from September 1, 2026.
Brief Profile and information relevant or important for the members to take a decision on the proposed resolution.	Mr. Ranchal holds a degree of Bachelors of Science (Microbiology) and Post Graduation Diploma in Food and Microbial Technology. He holds 23+ years of expertise in the pharmaceutical industry.

None of the directors and Key Managerial Personnel of the Company or their respective relatives, Except Mr. Atul Ranchal, are concerned or interested in the proposed Resolution. The Board recommends the Ordinary Resolution set out at item no. 5 of the Notice for approval by the members.

Resolution 6

Pursuant to provision of Section 188(1)(f) of the Companies Act, 2013, consent of the Company is, inter alia, required to be accorded by the Company, where any person on whose advice, directions or instructions a Director or manager is accustomed to act is appointed to an office or a place of profit under the Company or a subsidiary/associate of the Company. The Board of Directors at its meeting held on 17th July, 2026 based on recommendation of Nomination and Remuneration Committee and Audit Committee approved the remuneration of Mr. Rajesh Mahajan, President - Trading, being the promoter of the Company.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 are as under:

Name of Related Party	Rajesh Mahajan
Name of Director or KMP who is related	Nil
Nature of relationship	Promoter
Nature, material terms, monetary value and particulars of contract or arrangement.	Remuneration to be paid maximum up to ₹ 8,00,000/- (Rupees Eight Lakh Only) per month effective from 17th July, 2026.
Brief Profile and information relevant or important for the members to take a decision on the proposed resolution.	Mr. Rajesh Mahajan holds a Bachelor's Degree in Biology and an MBA in Marketing. He has over 20+ years of experience in the pharmaceutical industry, with extensive expertise in pharmaceutical formulations and manufacturing operations.

None of the directors and Key Managerial Personnel of the Company or their respective relatives, Except Mr. Rajesh Mahajan, are concerned or interested in the proposed Resolution. The Board recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the members.

By order of the Board of Directors
For Brooks Laboratories Limited

sd/-

Bhushan Singh Rana
Whole Time Director
DIN: 10289384

Place: Baddi
Date :July 31, 2026
Regd. Office:
Village Kishanpura,
Nalagarh Road, Baddi, Distt.Solan, H.P.
CIN: L24232HP2002PLC000267
Email id: investors@brookslabs.net

Annexure A

Details of Directors seeking appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Jitendrapratap Rambahadur Singh
Director Identification Number (DIN)	09796568
Designation and Category of Director	Non-Independent Executive Director
Date of birth and age	5 th March 1973
Date of appointment	23 rd November 2022
Qualifications	Degree in Master of Science
Brief profile	With 25+ years of extensive experience in the pharmaceutical industry, he brings a wealth of expertise in optimizing operations, driving innovation, and fostering strategic growth. His deep industry knowledge and leadership capabilities significantly contribute to enhancing operational efficiency, maximizing productivity, and advancing the long-term success of the organization.
Terms and conditions of re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Details of Remuneration last drawn	Remuneration as decided by the Board and Company Policy.
Details of Remuneration sought to be paid	Remuneration as decided by the Board and Company Policy
Number of Meetings of the Board attended during the year	8 (Eight) Board Meeting.
Directorships held in other companies (excluding Foreign Companies)	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil
Relationship with other Directors Manager and other Key Managerial Personnel	Nil
Memberships/Chairmanships of committees of other companies	Nil
Number of Equity Shares held in the Company	100
Skills and capabilities required for the role and the manner of meeting the requirements	Not Applicable