ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated July 18, 2023 ("Letter of Offer") which is available on the websites of our Company, the Registrar, and the Stock Exchanges. You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer

THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

Our Company has made available on the Registrar's website i.e., www.linkintime.co.in, the Letter of Offer, Abridged Letter of Offer along with the Rights Entitlement and Application Form to the Eligible Equity Shareholders. You may also download the Letter of Offer, Application Form and Abridged Letter of Offer from the websites of the Company, the stock exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), and the Registrar, i.e., at www.brookslabs.net, www.bseindia.com, www.nseindia.com, and www.linkintime.co.in, respectively. The Application Form is available on the respective websites of the the Stock Exchange and the Registrar. In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

BROOKS LABORATORIES LIMITED

Corporate Identification Number: L24232HP2002PLC000267

Registered Office: Village Kishanpura, Nalagarh Road, Baddi, Nalagarh – 174101, Himachal Pradesh, India; **Corporate Office:** ***(Address where books of account and papers are maintained):*** 201, The Sumit Business Bay, Off. Andheri Kurla Road, Opposite Guru Nanak Petrol Pump, Andheri East, Mumbai-400093, Maharashtra, India; **Tel**: +91 22 6907 3100; **Website:** www.brookslabs.net; **E-mail:** cs@brookslabs.net

PROMOTERS OF OUR COMPANY: MR. ATUL RANCHAL AND MR. RAJESH MAHAJAN

ISSUE DETAILS

ISSUE OF UP TO 15,43,926 EQUITY SHARES WITH A FACE VALUE OF ₹ 10/- EACH ("RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 75.00/- PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 65/- PER RIGHTS EQUITY SHARE) FOR AN AMOUNT AGGREGATING UPTO ₹ 1,157.94 LAKHS ON RIGHTS BASIS IN THE RATIO OF 1 RIGHTS EQUITY SHARES FOR EVERY 16 FULLY PAID UP EQUITY SHARES) HELD BY THE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. JULY 28, 2023. THE ISSUE PRICE IS 7.50 TIMES OF THE FACE VALUE OF THE RIGHTS EQUITY SHARES.

AMOUNT PAYABLE ON APPLICATION : ₹ 75/- PER EQUITY SHARE

The existing Equity Shares of our Company are listed on the BSE and NSE, the ("Stock Exchanges"). Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters dated June 15, 2023 and May 24, 2023 respectively. For the purposes of the Issue, the Designated Stock Exchange is BSE.

Procedure: If you wish to know about processes and procedures applicable to rights issue, you may refer to the section titled ***"Terms of the Issue"*** on page 138 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of the Company, BSE, NSE and Registrar, as stated above.

ELIGIBILITY FOR THE PRESENT RIGHTS ISSUE

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in the Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Minimum Subscription: If our Company does not receive the minimum subscription of 90% of the Issue Size, or the subscription level falls below 90% of the Issue Size, after the Issue Closing Date on account of withdrawal of applications, our Company shall refund the entire subscription amount received within 4 days from the Issue Closing Date. In the event that there is a delay in making refund of the subscription amount by more than eight days after our Company becomes liable to pay subscription amount (*i.e.* 15 days after the Issue Closing Date) or such other period as prescribed by applicable laws, our Company shall pay interest for the delayed period at rate prescribed under applicable laws.

INDICATIVE TIMELINES

The below mentioned timelines are indicative and does not constitute any obligation on our Company:

ISSUE OPENING DATE	August 7, 2023	DATE OF ALLOTMENT (ON OR ABOUT)	August 21, 2023
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS#	August 9, 2023	DATE OF CREDIT (ON OR ABOUT)	August 22, 2023
ISSUE CLOSING DATE*	August 14, 2023	DATE OF LISTING (ON OR ABOUT)	August 24, 2023
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	August 18, 2023	DATE OF TRADING (ON OR ABOUT)	August 24, 2023

#*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

**Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

NOTICE TO INVESTORS
In accordance with the SEBI ICDR Regulations, the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.
GENERAL RISKS
Investment in equity and equity related securities involve a degree of risk and Investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For making an investment decision, Investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have neither been recommended nor approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of the Investors is invited to the section "Risk Factors" on page 19 before making an investment in the Issue.

Name of Registrar to the Issue and contact details	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India. **Tel No**: + 91 810 811 4949 **Email**: brooks.rights2023@linkintime.co.in **Investor Grievance Email**: brooks.rights2023@linkintime.co.in **Website**: www.linkintime.co.in **SEBI Registration Number:** INR000004058 **Contact Person:** Sumeet Deshpande
Name of Statutory Auditors	**M/s. S G C O & Co. LLP, Chartered Accountants** Mumbai
Self-Certified Syndicate Banks ("SCSBs")	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
Banker(s) to the Issue	**Kotak Mahindra Bank Limited** Kotak Infinity, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad East, Mumbai – 400 097, Maharashtra, India. **Tel. :** +91-98195 71086 **Email Id**: cmsipo@kotak.com **Website**:www.kotak.com

1. SUMMARY OF BUSINESS

We are in the manufacturing and marketing of pharmaceuticals nationally & internationally. We have our own manufacturing Unit at Baddi, Himachal Pradesh. We are a Pharmaceutical Contract Research & Manufacturing Services company having wide range of products catering to critical care segment in Parental Section like Beta Lactam, General Dry powder Injectables, Ampoules and Liquid vials, Dry Syrups and Tablets etc. Our products range include:

- Liquid Injection
- Dry Powder Injection
- Tablets
- Oral Suspension

We have a joint venture with Steriscience Specialities Private Limited at Vadodara for manufacture of carbapenem injectables. The capacity of Vadodara plant is 25 million vials per annum.

2. OBJECTS OF THE ISSUE

Sr. No.	Object	Amount Proposed to be Utilised from the Net Proceeds (₹ in lakhs upto)
1.	Funding the working capital requirements of our Company	918.21
2.	General Corporate Purposes	189.58
3.	To meet Issue Expenses	50.15
	Total	**1,157.94**

Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Rights Issue Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Schedule of implementation

Our Company proposes to utilize funds collected in rights issue after finalisation of the basis of allotment. Post completion of the rights issue, the company will use the funds for the purpose stated in the objects of the issue during FY 2024.

Deployment of Funds in the Project and balance fund deployment*

(₹ in Lakhs)

Sr. No.	Particulars	Expenses Already Incurred till July 17, 2023*	FY 2023-24	Total
1.	Augmenting the capital base of our Company	--	918.21	918.21
2.	General Corporate Purposes	--	189.58	189.58
3.	Issue Expenses	10.99	39.16	50.15
	Total	**10.99**	**1,146.95**	**1,157.94**

*expense already incurred will be recouped out of the issue proceeds.

As per the certificate dated July 18, 2023 issued by S G C O & Co., LLP, Chartered Accountants.

3. NAME OF MONITORING AGENCY: Not Applicable

4. EQUITY SHAREHOLDING PATTERN (AS ON JUNE 30, 2023):

Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
(A) Promoter & Promoter Group	9	1,64,06,249	1,64,06,249	66.41	1,64,06,249	66.41	1,64,06,249
(B) Public	11,207	82,96,563	82,96,563	33.59	82,96,563	33.59	82,96,563
(C1) Shares underlying DRs				0.00		0.00	
(C2) Shares held by Employee Trust				0.00		0.00	
(C) Non Promoter-Non Public				0.00		0.00	
Grand Total	11,216	2,47,02,812	2,47,02,812	100.00	2,47,02,812	100.00	2,47,02,812

Shareholding Pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:

i. The details of the shareholding pattern of our Company as on June 30, 2023 can be accessed on the website of BSE at: https://www.bseindia.com/stock-share-price/brooks-laboratories-ltd/brooks/533543/shareholding-pattern/

ii. Statement showing holding of the Equity Shares of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on June 30, 2023 can be accessed on the website of BSE at :

https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=533543&qtrid=118.00&QtrName=June%202023

iii. Statement showing holding of the Equity Shares of persons belonging to the category "Public" including shareholders holding more than 1% of the total number of the Equity Shares as on June 30, 2023 can be accessed on the website of BSE at

https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=533543&qtrid=118.00&QtrName=June%202023

iv. Statement showing shareholding pattern of the Non Promoter-Non Public shareholder of our Company as on June 30, 2023 can be accessed on the website of BSE at https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=533543&qtrid=118.00&QtrName=June%202023

5. BOARD OF DIRECTORS

Name and Designation	Other Directorships as on the date of the Letter of Offer
Kaushalya Singh, Whole-time Director	• Nil
Jitendra Pratap Singh, Whole-time Director	• Nil
Durga Shankar Maity, Additional Director-Executive	• Nil
Rajnish Kumar Bedi, Non Executive and Independent Director	• Nil
Deepak Mahajan, Non Executive and Independent Director	• Nil
Sonia Gupta, Non Executive and Independent Director	• Nil

6. Neither our Company nor our Promoters or our Directors have been or are identified as Wilful Defaulter or a fraudulent borrower

7. Financial Statement Summary

A summary of the consolidated financial information of our Company for Financial Year 2022-2023 is set out below:

(Rs. In Lakhs)

Particulars	Audited as at 31/03/2023
Total income from operations (net)	6,320.46
Net profit / (loss) before tax and extraordinary items	(3,105.32)
Profit / (loss) after tax and extraordinary items	(3,105.32)
Equity Share Capital	2,470.28
Reserves and Surplus	4,925.05
Networth	7,395.33
Basic earnings per share (Rs.)	(12.57)
Diluted earnings per share (Rs.)	(12.57)
Net asset value per share (Rs.)	29.94
Return on net worth (%)	(41.99)

8. INTERNAL RISK FACTORS

The below mentioned risks are the top five risk factors as per the Letter of Offer:

1. *There are three criminal proceedings pending against Company and our Promoters, Atul Ranchal and Rajesh Mahajan whose outcome may have an adverse effect on the business and reputation of our Company.*
2. *Our Company is involved in certain legal proceedings, which, if determined adversely, may adversely affect our business, results of operations and prospects.*
3. *Our Company, our Promoters, certain of our erstwhile Directors and erstwhile Key managerial Personnel, were in the past, debarred from accessing the securities market and prohibited from buying, selling or dealing in securities market by SEBI for a period of five years commencing from December 28, 2011.*
4. *There has been a delay in the implementation schedule of the project which was funded through our maiden IPO in August 2011the proposed public issue. Further there has also been change in the location of plant with respect to what was mentioned in the earlier Prospectus.*
5. *We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business and operate our manufacturing facilities, which could result in an adverse effect on our results of operations.*

For further details, see the section "***Risk Factors***" on page 19 of the Letter of Offer.

9. SUMMARY OF OUTSTANDING LITIGATIONS

Criminal Proceedings against our Company :

1. A criminal case bearing registration no. 3205 of 2016 has been filed by the Drug Inspector, Food and Drug Administration, vide State of Maharashtra ("Complainant") before the Additional Chief Judicial Magistrate Nagpur ("Court") against our Company, Atul Ranchal, Ram Pratap Laxmi Chand, Davinder Kumari Ram Pratap, Sunita Kumari Rajesh Manmohanlal Mahajan, Saras Gupta, M. L. Mahajan, Manita Mahajan, Pradeep Kumar, Jitendra Pratap Singh and Dr. D.S. Maity ("Accused") under section 32 read with 18(a)(i) read with section 16 and 34, punishable under section 27(d) of the Drugs and Cosmetics Act, 1940 for manufacturing and selling GoClav 625 Tablets manufactured in the month of March 2015 allegedly 'of not standard quality' for the reasons that "The total Viable Count of Lactic Acid Bacillus is Less (18.33 % of the labelled amount) than the permissible limit." The matter is pending before the Court.
2. A criminal complaint bearing registration no. 4084 of 2016 has been filed by the Drug Inspector, Central Drugs Standard Control Organisation vide Union of India ("Complainant") before the Haridwar Chief Judicial Magistrate ("Court") against our Company, Atul Ranchal, Rajesh Mahajan, Durga Shankar Maity and Jitendra Pratap Singh ("Accused") under section 32 read with 18(a)(i) read with section 16 and 17(A), punishable under section 27(b)(i) and 27(d) of the Drugs and Cosmetics Act, 1940 for selling Polytaz 1.125 (Certriaxone & Tazobactum (for injection) manufactured in the month of July 2013 allegedly 'of not standard quality' for the reasons that the samples do not confirms to claim as per IP 2010 in respect to the "Particulate matter & Clarity of the solution". The matter is pending before the Court.
3. A summary criminal case bearing registration no. 4520/2009 has been filed by the Drug Inspector, Food and Drug Administration, MS Thane vide Union of India ("Complainant") before the Hon'ble Chief Judicial Magistrate, Thane Court, Thane ("Court") against our Company, Atul Ranchal, Rajesh Mahajan, Durga Shankar Maity, D. L. Vadher and Hitesh Patel ("Accused") under section 32 read with 18(a)(i) read with section 16(1)(a) and 34, punishable under section 27(d) of the Drugs and Cosmetics Act, 1940 for manufacturing and selling FORTICLAV DRY SYRUP (Amoxycillin and Potassium Clavulanate Oral Suspension IP: Batch No. FDS-8065, Manufacturing date June 1, 2008 Expiry Date November 30, 2009) allegedly 'of not standard quality' for the reasons that the samples do not confirms to claim as per IP 2007. The matter is pending before the Court.

Material violations of the statutory regulations by our Company

1. A penalty of Rs.3,55,000/- was imposed on our Company by BSE and NSE for non- compliance with Reg. 17(1)(a)/(b) (Composition of Board) of SEBI (Listing Obligation and Disclosure Requirement) 2015. Reg. 17(1)(a) – Half of the Board was not having non-executive directors from September 03,2021 to November 12, 2021 and Reg. 17(1)(b) – Half of the Board was not independent from September 03,2021 to November 12, 2021. The Board composition was rectified and penalty was paid by our company.

Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or financial position of our Company.

1. Arbitration case bearing case number 73/2021 initiated by our Company against Odisha State Medical Corporation Limited for Challenging the Order of Odisha State Medical Corporation dated 07.04.2018 for forfeiting the Security Deposit & Performance Security amount of Rs. 70,14,000 approx. The place of arbitration is Cuttack - Odisa High Court. The matter is in arbitration.
2. Arbitration Proceedings number 32/2022 initiated by our company against Odisha State Medical Corporation Limited for Forfeited Security Deposit of Rs. 55 Lakhs of the Company. The place of arbitration is Cuttack - Odisa High Court. The matter is in arbitration.

TAX PROCEEDINGS

A summary of tax proceedings, in a consolidated manner, involving our Company, our Promoters, our Directors, or our Group Companies are stated below:

Nature of case	Number of cases	Amount involved (in ₹ lakhs)
Our Company		
Direct Tax		
Assessment Year 2009-10	1	2.63
Assessment Year 2012-13	1	1,400.72
Assessment Year 2013-14	1	339.51
Assessment Year 2014-15	1	142.85
Assessment Year 2015-16	1	0.68
Assessment Year 2016-17	1	73.45
Indirect Tax	Nil	Nil

Nature of case	Number of cases	Amount involved (in ₹ lakhs)
Our Promoters		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Our Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Our Group Companies		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

LEGAL NOTICES RECEIVED BY OUR COMPANY, OUR PROMOTERS AND OUR DIRECTORS

Our Company has received a legal notice dated October 4, 2019 for and on behalf of M/s. D&A Financial Services Private Limited ("**DFSPL**") demanding payment of alleged dues aggregating to ₹33.49 Lakhs (along with interest @18% per annum) from our Company with regard to the alleged services provided by DFSPL pursuant to the engagement letter, underwriting agreement and syndicate agreement entered into between our Company and DFSPL in relation to the initial public offering made by our Company in the year 2011. Our Company has replied to the said notice dated October 4, 2019 of DFSPL *vide* its letter dated January 21, 2020 whereby our Company has called upon the advocate for DFSPL to withdraw the said legal notice within seven days from the receipt of our said reply in view of the averments made in our said reply dated January 21, 2020. There has been no further communication in this regards.

For further details *regarding* the same, please refer to the chapter titled '*Outstanding Litigations and Material Developments*' beginning on page 130 of the Letter of Offer.

10. TERMS OF THE ISSUE

In accordance with the SEBI ICDR Regulations, the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Procedure for Application

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see ***"Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders"*** *beginning on page 149 of the Letter of Offer.*

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the Equity Shares by submitting the Application Form to the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "*Grounds for Technical Rejection*" below. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "*- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"* on page 141 of the Letter of Offer.

Making of an Application through the ASBA process

Eligible Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Eligible Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

- **Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

  An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar or, Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

  Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

  The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

  i. Name of our Company, being Brooks Laboratories Limited;

  ii. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

  iii. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID;

  iv. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue

  v. Number of Equity Shares held as on Record Date;

  vi. Allotment option – only dematerialised form;

  vii. Number of Equity Shares entitled to;

viii. Number of Equity Shares applied for within the Rights Entitlements;

ix. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);

x. Total number of Equity Shares applied for;

xi. Total amount paid at the rate of ₹ 75 per Equity Share;

xii. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

xiii. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;

xiv. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

xv. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and

xvi. All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulation S"), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, and its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at www.linkintime.co.in.

Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

Rights Entitlements Ratio

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1:16 (1 Equity Share for every 16 Equity Shares held as on the Record Date).

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 Rights Equity Share for every 16 Equity Shares held as on the Record Date. As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 16 Equity Shares or is not in the multiple of 16 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

- ***Renouncees***

  All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

- ***Renunciation of Rights Entitlements***

  This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

  The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

  The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

- ***Procedure for Renunciation of Rights Entitlements***

  The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

  Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

  Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

  Payment Schedule of Issue Equity Shares.

  ₹75 per Issue Share (including premium of ₹65 per Issue Share) shall be payable on Application.

  The Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Eligible Shareholders.

  (a) On Market Renunciation

  The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

  In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE132F20011 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

  The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

  The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from August 7, 2023 to August 9, 2022 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE650L20011 and indicating the details of the Rights Entitlements they intend to trade. The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE650L20011, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "*Basis of Allotment*" on page 135 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Intention and extent of participation in the Issue by the Promoters and Promoter Group

The Promoters and members of the Promoter Group of our Company may or may not subscribe to their Rights Entitlement. The eligible members of our Promoter Group do not intend to subscribe for additional Equity Shares in the Rights Issue.

INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS (RE) THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE SHARES OFFERED UNDER RIGHTS ISSUE. IF NO APPLICATION IS MADE BY THE PURCHASER OF RES ON OR BEFORE ISSUE CLOSING DATE THEN SUCH RES WILL GET LAPSED AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO SHARES FOR SUCH LAPSED RE WILL BE CREDITED, EVEN IF SUCH RE WERE PURCHASED FROM MARKET AND PURCHASER WILL LOSE THE AMOUNT PAID TO ACQUIRE THE RE. PERSONS WHO HAVE BOUGHT RIGHTS ENTITLEMENTS, SHALL REQUIRE TO MAKE AN APPLICATION AND APPLY FOR SHARES OFFERED UNDER RIGHTS ISSUE, IF THEY WANT TO SUBSCRIBE TO THE SHARES OFFERED UNDER RIGHTS ISSUE.

ANY OTHER IMPORTANT INFORMATION AS PER COMPANY

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit / credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) instances where credit of the Rights Entitlements returned/reversed/failed; or (f) Equity Shares, the ownership of which is currently under dispute, including in any court proceedings.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/ regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Letter of Offer are true and correct.

SIGNED BY ALL THE DIRECTORS OF BROOKS LABORATORIES LIMITED

Sd/-
Kaushalya Singh
(Whole-time Director)

Sd/-
Jitendra Pratap Singh
(Whole-time Director)

Sd/-
Durga Shankar Maity
(Additional Director-Executive)

Sd/-
Rajnish Kumar Bedi
(Non Executive and Independent Director)

Sd/-
Deepak Mahajan
(Non Executive and Independent Director)

Sd/-
Sonia Gupta
(Non Executive and Independent Director)

Place: Baddi
Date: July 18, 2023

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