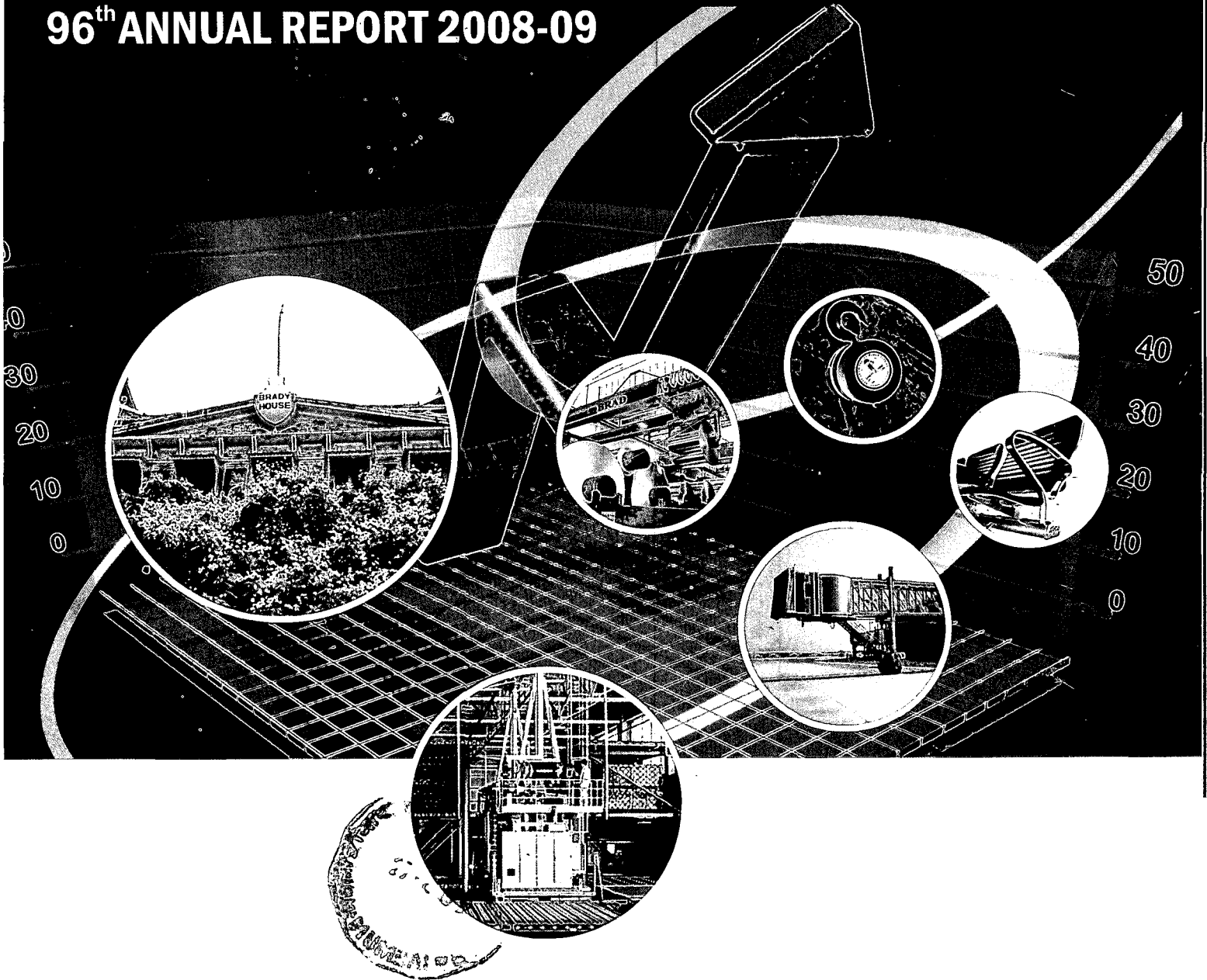




W. H. BRADY & COMPANY LIMITED

96th ANNUAL REPORT 2008-09



W. H. BRADY & CO. LIMITED

BOARD OF DIRECTORS

MR. PAVAN G. MORARKA Chairman & Managing Director

MR. KAUSHIK D. SHAH

MR. PINAKI MISRA

MR. PRAKASH MEHTA

CHIEF EXECUTIVE OFFICER

MR. GANESH R. IYER

COMPANY SECRETARY

MR. M. K. SHAH

SR. GENERAL MANAGERS

MR. RAJENDER K. SHARMA

MR. S. S. SHAHI

AUDITORS

C. L. Dalal & Co.
Chartered Accountants

BANKERS

BANK OF BARODA, MUMBAI
AXIS BANK, MUMBAI
ABN-AMRO BANK N.V., MUMBAI
PUNJAB NATIONAL BANK, MUMBAI

REGISTERED OFFICE

"Brady House"
12/14, Veer Nariman Road
Fort, Mumbai 400001.

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT. LTD.
E-2/3, Ansa Industrial Estate.
Sakivihar Road, Saki Naka, Andheri (E)
Mumbai – 400 072

BRANCH AND SALES OFFICES

AHMEDABAD – Aditya, 10th Floor, Navrangpura
KOLKATA – Commercial Point, 79, Lenin Sarani
COIMBATORE – 221, Satyamoorti Road, Ramnagar
CHENNAI – Swati Complex, Nandanam
NEW DELHI – 14/15 F, Connaught Place

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NOTICE

NOTICE is hereby given that the **Ninety-sixth ANNUAL GENERAL MEETING of the Members of W. H. BRADY & CO. LTD.**, will be held on Saturday, 19th September, 2009 at 12.15 p.m. or immediately after the conclusion of Annual General Meeting of Subsidiary M/s. Brady & Morris Engineering Company Limited at Maharashtra Chamber of Commerce Trust, Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400 001, to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Profit & Loss Account of the Company for the year ended 31st March, 2009, the Balance Sheet as on that date and Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Prakash Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

5. 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 Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule-XIII thereto as amended up to date and all guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Pavan G. Morarka as Chairman and Managing Director of the Company for a further period of five years w.e.f. 1st January 2009 on the remunerations and upon the terms and conditions as set out in the explanatory statement".

"FURTHER RESOLVED that where in any financial year, the Company has no profits or its profits are inadequate during the term of office of Mr. Pavan G. Morarka, the remuneration aforesaid shall be the minimum remuneration."

"FURTHER RESOLVED that Mr. Pavan G. Morarka, as Chairman and Managing Director, shall look after the day to day management of the Company and its affairs and shall exercise all powers exercisable by the Chairman and Managing Director as per Articles of Association of the Company and under the provisions of the Companies Act, 1956".

"FURTHER RESOLVED that the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writing as may be required to give effect to the aforesaid Resolutions."

"FURTHER RESOLVED that the Board of Directors be and is hereby authorised to alter and vary remuneration when it deems fit as per provisions of the law within the overall ceiling as prescribed under Schedule XIII of the Companies Act, 1956."

BY ORDER OF THE BOARD OF DIRECTORS

**M. K. SHAH
COMPANY SECRETARY**

Registered Office:

'Brady House'

12-14, Veer Nariman Road

Fort, Mumbai-400 001.

Mumbai : 27th July, 2009.

NOTES :

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY DULY STAMPED COMPLETED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (b) Explanatory Statement in respect of Item No.5 pursuant to Sec.173(2) of the Companies Act, 1956 is annexed.
- (c) The Register of Members and the Share Transfer Books of the Company will remain closed from 12.09.2009 to 19.09.2009 (both days inclusive).
- (d) Members holding shares in physical form are requested to advise any change of address with complete details and other related matters immediately to Company's Registrar & Transfer Agents, Bigshare Services Pvt. Ltd. Members holding shares in Electronic form should advise their respective Depository Participants about change in address and other related matters and not to the Company or to R & T Agents.
- (e) The dividend on Equity Shares, as recommended by the Board of Directors for the year ended 31st March, 2009, if declared at the meeting, will be paid within 30 days of the date of the Meeting to those members whose names appear on the Register of Members of the Company as on 19.09.2009. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as on 12.09.2009 as per details furnished by National Security Depository Ltd. and Central Depository Service (India) Ltd. for the purpose.
- (f) To disburse dividend through ECS, wherever said facility is available. Members holding shares in electronic mode are requested to initiate requisite steps with their respective depository Participant (DP), to update their bank account details. Members holding shares in physical form are requested to furnish their Bank A/c. details to the Company's Registrar & Transfer Agents, Bigshare Services Pvt. Ltd.,
- (g) Members attending the meeting are requested to bring with them their copy of the Annual Report and Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall. Members who hold shares in electronic form and desirous of attending the meeting are requested to bring alongwith them Client ID and DP ID numbers for easy identification.
- (h) Members are requested to send their queries at least seven days in advance of the meeting so that the information can be made available at the meeting.
- (i) Members who have not encashed their Dividend Warrants for the Financial Years ended 31.03.2005, 31.03.2006, 31.03.2007 & 31.03.2008 may approach the Registered Office for revalidation of Dividend Warrants.
- (j) Members holding shares in physical form can avail of the nomination facility by filing Form 2B (in duplicate) with the Company or its Registrar & Share Transfer Agents which will be made available on request and in case of shares held in demat form the nomination has to be lodged with their Depository Participant.
- (k) In addition to National Securities Depository Limited (NSDL), your Company has an arrangement with Central Depository Services (India) Limited (CDSL) to provide Members with flexibility when trading in the Company's shares in electronic form. The Company's shares are compulsorily required to be traded in dematerialised form and therefore, it is beneficial in the interest of the members to dematerialise their shares at the earliest.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173
OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEMS NO. 5**

ITEM NO. 5 -

At the meeting of the Board of Directors of the Company held on 07.02.2009, Mr. Pavan G. Morarka was re-appointed as Chairman & Managing Director of the Company for a period of five years with effect from 1st January 2009 to 31st December 2013 subject to the approval of the members at the ensuing Annual General Meeting.

In that meeting it was also resolved by the Board that remuneration so approved as under shall be effective from 01.01.2009 to 31.12.2013 and that the Board was also authorised to alter and vary the Remuneration when it deems fit as per provisions of the law within the overall ceiling as prescribed under Schedule XIII of the Companies Act, 1956.

Accordingly, the Board of Directors commend passing of the resolution as setout in Item No.5 of the Notice for reappointment and remuneration as under from 01.01.2009 to 31.12.2013.

Salary :-

- (i) Rs.80,000/- per month including D.A.

Allowance:-

- (ii) House Rent Allowance of Rs.20,000/- per month from 01.01.2009 to 31.12.2013.

In addition to above salary and allowance he will be also entitled to the following perquisites w.e.f. 01.01.2009 to 31.12.2013.

- (iii) Gratuity as per rules of the Company but should not exceed half a month's salary for each completed year of service.
- (iv) Company's contribution towards Provident Fund and Superannuation Pension Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Pension Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- (v) Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's rules.
- (vi) Medical Reimbursement for self and family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
- (vii) Leave Travel Concession for self and family, once a year incurred in accordance with the rules of the company.
- (viii) Club Fees subject to a maximum of two clubs excluding admission and life membership fees.
- (ix) Personal Accident Insurance premium for the period 01.01.2009 to 31.12.2013 maximum to the extent of Rs.9,000/- per annum.
- (x) Car & Telephone - Car for use on Company's business and telephone at residence. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.
- (xi) Termination - The appointment can be terminated by three months' notice on either side.

Except Mr. Pavan G. Morarka who being interested in this Resolution did not participate in the discussion and abstained from voting, none of the Directors are interested in this Resolution.

Board of Directors recommend passing of this Resolution.

BY ORDER OF THE BOARD OF DIRECTORS

**M. K. SHAH
COMPANY SECRETARY**

Registered Office:

'Brady House'

12-14, Veer Nariman Road

Fort, Mumbai-400 001.

Mumbai : 27th July, 2009.

DIRECTORS' REPORT

TO THE MEMBERS OF W. H. BRADY & CO. LTD.

Your Directors have pleasure in presenting the Ninety-sixth Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2009.

1. FINANCIAL HIGHLIGHTS :

	2008-2009 (Rs.in Lacs)	2007-2008 (Rs.in Lacs)
a) Gross Turnover	<u>2248.02</u>	<u>1500.50</u>
b) Operating Profit before Interest and depreciation	<u>295.64</u>	<u>307.52</u>
c) Less : Interest	<u>49.03</u>	<u>43.94</u>
d) Profit Before Depreciation	<u>246.61</u>	<u>263.58</u>
e) Less : Depreciation	<u>50.39</u>	<u>50.38</u>
f) Profit before Tax	<u>196.22</u>	<u>213.20</u>
g) Less : Tax for the year :		
(i) Current	25.00	51.00
(ii) Deferred	2.32	(8.06)
(iii) Fringe Benefit Tax	7.50	5.25
(iv) Wealth tax	<u>0.28</u>	<u>0.21</u>
Sub-total	<u>35.10</u>	<u>48.40</u>
h) Profit after Tax	<u>161.12</u>	<u>164.80</u>
i) Add / (Less) Prior year adjustments	<u>(0.51)</u>	<u>(0.13)</u>
j) Profit for the year	<u>160.61</u>	<u>164.67</u>
k) Add: Balance brought forward from the previous year	<u>204.29</u>	<u>180.37</u>
l) Profit available for appropriations	<u>364.90</u>	<u>345.04</u>
m) Less: Appropriations:-		
i) Proposed Dividend	38.25	38.25
ii) Tax on proposed Dividend	1.87	6.50
iii) Transfer to General Reserve	12.00	11.00
iv) Utilization for issue of Bonus Shares	—	85.00
v) Excess provision of Dividend Tax of last year written back	<u>(4.63)</u>	<u>—</u>
Sub-total	<u>47.49</u>	<u>140.75</u>
n) Balance carried to Balance Sheet	<u>317.41</u>	<u>204.29</u>

2. DIVIDEND :

Your Directors are pleased to recommend for the approval of the shareholders Dividend @ 15% i.e. Rs1.50 per share for the year ended 31st March, 2009.

3. WORKING RESULTS :

The turnover of the Company increased to Rs.2248.02 Lacs recording a growth of nearly 50% over the previous year. The Aviation Support Services and Equipment Division of the Company has made good contribution and is expected to do well in the coming years. Although the turnover has increased, the profit before tax has been slightly lower, due to pressure on margins.

4. FUTURE OUTLOOK :

The Pending Order position being healthy, the Company expects to do better in the current year. Both, the Engineering and the Aviation Division is expected to do well. However, the Textile Machinery Division is under pressure, due to market conditions.

The Company is making all out efforts to enhance both the turnover and the profitability in the coming years.

5. BOARD OF DIRECTORS :

In accordance with the provisions of Section 256 of the Companies Act 1956 and the Articles of Association of the Company, Mr. Prakash Mehta retires by rotation and being eligible offers himself for re-appointment.

Further, Mr. Kaushik D. Shah and Mr. Pinaki Misra joined the Board of Directors of your Company on 23rd June 1984 and have completed 25 years of proactive participation in the affairs of the Company. Their contribution has been valuable and the Company is fortunate to have had their continuing participation in the affairs of the Company. The Company shall continue to look forward to their expertise and guidance in the future as well.

6. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that :

- (a) In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis.

7. PERSONNEL :

During the year under report, none of the employees of the Company was in receipt of the remuneration in excess of the ceilings prescribed under Section 217 (2A) of the Companies Act, 1956.

8. SUBSIDIARY OF THE COMPANY :

The Balance Sheet and Profit & Loss Account of Brady & Morris Engineering Co. Ltd. (the subsidiary of the Company) for the year ended 31st March 2009 along with the Directors' Report are annexed for information of the shareholders.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO :

Information required in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure I and forms part of this Report.

10. COMPLIANCE CERTIFICATE :

Pursuant to provisions of Section 383 A of the Companies Act, 1956 and the rules made thereunder, the Company has obtained a Compliance Certificate from Practicing Company Secretary, Ms. Mansi Damania. The same is attached herewith.

11. APPOINTMENT OF AUDITORS :

M/s. C. L. Dalal & Co., Chartered Accountants, hold office till the conclusion of this Annual General Meeting. Pursuant to Section 224(1) of the Companies Act, a Certificate has been furnished by M/s. C. L. Dalal & Co. that their appointment, if made, will be in accordance with the limit specified in sub-section (1-B) of the said Section 224. The members are requested to appoint Auditors for the year from the conclusion of the ensuing Annual General Meeting till the conclusion of the subsequent Annual General Meeting and fix their remuneration.

12. Information about the Company and its Directors are furnished in Annexure II to this Report.

13. ACKNOWLEDGEMENT :

The Directors wish to place on record their appreciation of the co-operation and assistance received from Staff, Officers, Bankers, Customers and Suppliers.

FOR AND ON BEHALF OF THE BOARD

PAVAN G. MORARKA
Chairman & Managing Director

Mumbai : 27th July, 2009

ANNEXURE – I

Statement under Section 217(1)(e) read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2009.

Item Particulars	Comments
A. Conservation of Energy	
(a) Measures taken	
(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy	
(c) Impact of measures at (a) and (b) above and consequent impact on cost of production in Form-'A'	Not Applicable
B. Technology Absorption	
(a) Efforts made in technology absorption	Not Applicable
(b) Research & Development	
(c) Technology absorption, adaptation and innovation	
C. Foreign Exchange Earnings and Outgoings	Please refer to Notes 12 to 15 of the Notes on Accounts.

FOR AND ON BEHALF OF THE BOARD

PAVAN G. MORARKA
Chairman & Managing Director

Mumbai : 27th July, 2009

Annexure II to the Directors' Report for the year ended 31.3.2009

1. Composition of the Board:

Sl. No.	Name	Date of appointment
a	Mr. Pavan G Morarka	14.01.1982
b	Mr. Kaushik D Shah	23.06.1984
c	Mr. Pinaki Misra	23.06.1984
d	Mr. Prakash Mehta	19.05.1994

2. Board Meetings held :

Sl. No	Date
a	30.06.2008
b	30.07.2008
c	30.08.2008
d	08.11.2008
e	07.02.2009

3. Directors' attendance record and Directorships held:

No. of Board Meetings held during the year – 5

Sl. No.	Name	Position	Board Meetings attended during the year	Whether attended last AGM	Directorship in other public limited companies incorporated in India
A	Mr. Pavan G Morarka	Chairman & Mg. Director	5	Y	Brady & Morris Engg. Co. Ltd, Brady Air Ltd Shirt Company India Ltd., Global Tradecracker Ltd.
B	Mr. Kaushik D Shah	Director	5	Y	Brady & Morris Engg. Co. Ltd, Arman Lease & Finance Ltd, Amol Decalite Ltd., Global Tradecracker Ltd.
C	Mr. Pinaki Misra	Director	3	Y	—
D	Mr. Prakash Mehta	Director	1	N	Advani Hotels & Resorts (I) Ltd., Bharat Bijlee Ltd., Ciba India Ltd., Hikal Ltd., India Safety Vaults Ltd., JBF Industries Ltd., Mukand Ltd, Mukand Engineers Ltd., Omega Management Services Ltd., PCS Technology Ltd.

4. Information submitted to the Board:

Among others, this includes:

- Quarterly results of the company
- Minutes of meeting of the share transfer committee
- Information on recruitment of senior officers just below the Board level
- Materially important show cause notices, demand, prosecution and penalty notices
- Fatal or serious accidents or dangerous occurrences
- Materially relevant details in financial obligations to and by the company or substantial non payment of goods sold by the company
- Details of joint venture/collaboration agreements.

5. Remuneration of Directors: sitting fees, salary, perquisites.

Sl. No.	Name of Director	Relationship with other Directors	Sitting Fees Rs.	Salary p.a. Rs. (Including H. R. A.)	Contribution to PF/ Reimbursement of medical expenses Rs.	Total Rs.
1	Mr. Pavan G Morarka	Nil	—	12,00,000/-	1,32,081/-	13,32,081/-
2	Mr.Kaushik D Shah	Nil	30,000/-	—	—	30,000/-
3	Mr.Pinaki Misra	Nil	20,000/-	—	—	20,000/-
4	Mr.Prakash Mehta	Nil	11,000/-	—	—	11,000/-

6. Share Transfer Committee :

This committee comprises of Mr. Pavan G. Morarka and any one of the other Directors. The committee met once during the year on 09.05.2008 which was attended by Mr. Pavan G. Morarka and Mr. Prakash Mehta.

7. Remuneration Committee :

The Remuneration Committee comprises of M/s. K. D. Shah, Pinaki Misra and Prakash Mehta. The Committee met once during the year on 07.02.2009, which was attended by all the 3 Members.

8. Disclosure regarding appointment / reappointment of Directors:

In terms of the Articles of Association of your company, one-third of the Board of Directors are liable for retirement by rotation and are eligible for reappointment in the Annual General Meeting.

On this basis, Mr. Prakash Mehta is liable for retirement by rotation this year and has offered himself for reappointment.

Mr. Prakash Mehta is senior partner of M/s Malvi Ranchhodas & Co., Solicitor firm of repute based in Mumbai. He holds Directorship in many reputed Companies.

9. General Body Meetings: Details of last three AGMs.

Financial year ended	Date	Time	Venue
31st March 2006	September 23, 2006	12.15 pm	Alexandra Girls English Institution, 31 Hazarimal, Somani Marg, Mumbai – 400 001.
31st March, 2007	September 27, 2007	12.15 p.m.	Maharashtra Chamber of Commerce Trust, Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001.
31st March 2008	30th August, 2008	12.15 p.m.	Maharashtra Chamber of Commerce Trust, Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001.

9. ADDITIONAL INFORMATION TO SHAREHOLDERS:

a. Annual General Meeting :

Date : 19.09.2009
 Venue : Maharashtra Chamber of Commerce Trust
 Babasaheb Dahanukar Sabhagriha
 Oricon House,6th Floor
 12 K. Dubhash Marg, Fort
 Mumbai-400 023.

Time : 12.15 p.m.

b. Financial Calendar:

Financial Year : 1st April to 31st March

Results for each quarter and year ended 31.03.2009, results were announced as under:

First quarter	: 30.07.2008	Unaudited
Second Quarter	: 08.11.2008	
Third Quarter	: 07.02.2009	
Fourth Quarter & Financial Year 2008-09	: 27.04.2009	

For the year ending 31st March, 2010, results will be announced in :

First quarter	: July, 2009
Second Quarter	: October, 2009
Third Quarter	: January 2010
Fourth Quarter & Financial Year 2009-10	: June, 2010

Annual General Meeting for the year ending 31.03.2010 will be held in August / September 2010.

c. Book Closure:

For the purpose of dividend the Register of Members & Transfer Books will remain closed from 12.09.2009 to 19.09.2009 (both days inclusive).

d. Registrar & Share Transfer Agents:

M/s Bigshare Services P Ltd
 E-2/3, Ansa Industrial Estate,
 Saki Vihar Road,
 Saki Naka,
 Andheri (East),
 Mumbai – 400 072.
 Tel No.28470652 • Fax No. 28475207 • Email : info@bigshareonline.com

e. Stock Exchange Listing and Stock Code:

Name of the Exchange	Stock Code
Bombay Stock Exchange Limited, Mumbai	501391

The ISIN number of your Company 's share is INE855A01019

f. Address for correspondence:

W H BRADY & COMPANY LIMITED
 BRADY HOUSE
 12/14, VEER NARIMAN ROAD
 FORT,
 MUMBAI – 400 001.
 Tel: 22048361-5
 Email: bradys@mtnl.net.in
 Website: http://www.bradys.in

SECRETARIAL COMPLIANCE CERTIFICATE

COMPANY NO. 11-367

AUTHORISED SHARE CAPITAL: RS. 5,00,00,000/-

PAID UP SHARE CAPITAL: RS. 2,55,00,000/-

The Members,
M/s. W.H.BRADY & COMPANY LIMITED
Brady House,
12/14, Veer Nariman Road,
MUMBAI - 400 001.

I have examined the registers, records, books and papers of **M/s. W.H.BRADY & COMPANY LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ended on **MARCH 31, 2009**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its officers, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in ANNEXURE - 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as required with the Registrar of Companies or other authorities as prescribed under the Act and the rules made hereunder wherever applicable AS PER ANNEXURE - 'B'.
3. The Company being a Public Limited Company, Comments not required.
4. The Board of Directors duly met 5 [Five] times during the aforesaid Financial Year i.e. on 30.06.2008, 30.07.2008, 30.08.2008, 08.11.2008 and 07.02.2009 and in respect of each meeting proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members during the financial year.
6. The Company held its Annual General Meeting during the year in time i.e. on 30th August, 2008 and in respect of which proper notice was given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not given or advanced any amount as defined in Section 295 of the Companies Act, 1956.
9. The Company has entered into contracts falling within the purview of Section 297 of the Act and necessary compliances of the Act have been made.
10. The Company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Government.
12. The Company has issued duplicate Share certificates during the financial year and necessary compliances of the Act were made.
13. The Company has:
 - i. delivered all the certificates on allotment of Shares in accordance with the provisions of the Companies Act, 1956.
 - ii. transferred the dividend to a separate account within the stipulated period of five days.
 - iii. duly complied with the requirements of Section 217 of the Act.
 - iv. other clauses are not applicable.
14. The Board of Directors of the Company is duly constituted.

15. The Company has re- appointed Mr. Pavan Morarka as a Managing Director of the Company for further period of 5 years from 01.01.2009 till 31.12.2013 and changed the terms of remuneration of Managing Director during the year and complied with the provisions as required under the Companies Act, 1956.
16. The Company has not appointed any Sole Selling Agents during the financial year.
17. The Company was not required to obtain any approvals of the Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued Equity Shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any preference shares/debentures and hence the question of redemption of preference shares/debentures does not arise during the financial year under review.
22. There were no transactions necessitating the Company to keep in abeyance the rights of dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has complied with the provisions of 293 (1) (d) of the Act.
25. The Company has complied with the provisions of 372A of the Act.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from the one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the Object of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to Name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company is regular in payment of Provident Fund Dues.

Sd/-

CS MANSI DAMANIA

ACS: 22670, COP: 8120

Place: Mumbai

Date : 27.07.2009

ANNEXURE - 'A' TO THE SECRETARIAL COMPLIANCE CERTIFICATE**Name of the Company : M/s. W.H.BRADY & COMPANY LIMITED.****DETAILS OF REGISTERS MAINTAINED:**

Sr. No.	SectionNumber	Name of Register
1.	108	Share Transfer Register
2.	150	Register of Members
3.	193	Minutes of all meetings of Board of Directors
4.	193(1)	Minutes of General Meetings
5.	301	Register of Contracts.
6.	303	Register of Directors.
7.	125	Register of Charges.
8.	307	Register of Directors' Shareholding

ANNEXURE - 'B' TO THE SECRETARIAL COMPLIANCE CERTIFICATE**Name of the Company : M/s. W.H. BRADY & COMPANY LIMITED.****DETAILS OF FORMS FILED WITH THE REGISTRAR OF COMPANIES:**

Sr. No.	Document/ Under Section	Filed on	Whether filed in time	Whether additional fee paid
1.	Annual Return. U/s. 159.	24.09.2008	Yes	No
2.	Balance Sheet U/s. 210.	15.09.2008	Yes	No
3.	Secretarial Compliance Certificate U/s. 383A.	15.09.2008	Yes	No

Sd/-**CS MANSI DAMANIA**

ACS: 22670, COP: 8120

Place: Mumbai**Date: 27.07.2009**

AUDITORS' REPORT

To the members of W. H. Brady & Co. Ltd.

- (1) We have audited the attached Balance Sheet of W. H. Brady & Co. Ltd. as at 31st March 2009, the Profit & Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these Financial Statements based on our audit.
- (2) We conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditor's Report) Order 2003 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 as amended upto date we enclose in the annexure a statement on matters specified therein.
- (4) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit.
- (5) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
- (6) The Balance Sheet and Profit & Loss Account dealt with by this Report are in agreement with the books of accounts.
- (7) In our opinion the Profit & Loss Account and Balance Sheet dealt with by this report comply with the Accounting Standards as required under Section 211(3C) of the Companies Act, 1956.
- (8) On the basis of written representations received from the Directors, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2009 from being appointed as Directors in terms of Clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
- (9) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read with notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009
 - (ii) in the case of the Profit & Loss Account, of the profit for the year ended on that date, and
 - (iii) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

FOR AND ON BEHALF OF
C. L. DALAL & CO.,
CHARTERED ACCOUNTANTS

R. C. JAIN
PARTNER

Membership No.5180

Mumbai : 27th July, 2009.

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in paragraph 3 of the Auditors' Report to the members of W.H. BRADY & CO. LTD. on the accounts for the year ended 31st March, 2009.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) All the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed off any major part of Plant & Machinery that would affect the going concern status of the Company.
- (ii) (a) The Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventories. The discrepancies noticed on verification between physical stock and book stock were not material.
- (iii) (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act, except interest bearing unsecured loan to its subsidiary company of Rs.237.60 lacs.
- (b) The rate of interest and other terms and conditions of the above in our opinion, are prima facie not prejudicial to the interest of the Company.
- (c) There are no stipulations as to repayment of loan and interest
- (d) As there are no stipulations as to repayment of the loan, the requirement of clause (iii) (2) of para 4 is not applicable.
- (e) The Company has taken interest free unsecured loan from a private limited company listed in the Register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year and the year end balance of such loan are Rs.17.50 Lacs and Rs. Nil respectively.
- As regards interest free unsecured loans taken as above, the same are not prima facie prejudicial to the interest of the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act, have been entered in the register required to be maintained under that section, and
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements in respect of its subsidiary company during the year have been made at prices based on the policy laid down and mutually agreed upon for marketing of its products as in past. However, the reasonableness of such prices cannot be evaluated having regard to prevailing market rates at the relevant time. Regarding the transactions for reimbursement of expenses to the subsidiary the reasonableness of the prices cannot be evaluated having regard to prevailing market rates as no such transactions have been entered with other parties.
- (vi) According to the information and explanations given to us the Company has not accepted deposits from the public and hence, the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Act, and the rules framed thereunder, are not applicable to the Company.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) Maintenance of cost record under section 209(1)(d) of the Companies act, 1956 is not applicable to the Company.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales Tax, Wealth tax, Service Tax Custom duty, Excise duty, Cess and any other statutory dues applicable to it.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess were in arrears, as at March 31, 2009 for a period of more than six months from the date they became payable.
- (c) On the basis of our examination of the documents and records, disputed dues outstanding of Income-Tax/ Sales Tax/ Wealth Tax/ Service Tax/ Custom duty/ Excise duty / Cess which have not been deposited with the appropriate authorities are as under:

Name of the Statute	Rs. In Lacs	Forum where disputes pending
Income Tax Act	<u>26.48</u>	Commissioner of Income Tax (Appeals) Mumbai
Sales Tax Act	1.69	Before Sales Tax Authority, Kolkata
	4.93	Before 1st Appellate Authority, Kolkata
	<u>2.47</u>	Before Sales Tax Appellate Tribunal, Kolkata
Total	<u>9.09</u>	

- (x) In our opinion the Company has no accumulated losses and the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year also.
- (xi) In our opinion, and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) In our opinion the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence, maintenance of records is not applicable.
- (xiii) In our opinion, the Company is not a chit fund or nidhimutual benefit fund / society and therefore, the provisions of clause 4(xiii) of the Order are not applicable to the company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other securities and accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the company.
- (xv) In our opinion, the Company has not given guarantees for loans taken by others.
- (xvi) In our opinion, the term loan raised during the year has been applied for the purpose for which the same was obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanation given to us, the company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under Section 301 of the Act and therefore, the provisions of clause 4(xviii) of the Order are not applicable to the Company.
- (xix) According to the information and explanations given to us, the Company has not issued any debenture and therefore, the provisions of clause 4(xix) of the Order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the provisions of clause 4(xx) of the Order with regard to end use of money raised on public issues are not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under review.

FOR AND ON BEHALF OF
C. L. DALAL & CO.,
CHARTERED ACCOUNTANTS

R. C. JAIN
PARTNER

Membership No.5180

Mumbai : 27th July, 2009.

BALANCE SHEET AS AT 31ST MARCH, 2009

	SCHEDULE	RUPEES	As at 31-3-2009 RUPEES	As at 31-3-2008 RUPEES
I. SOURCES OF FUNDS:				
1. SHAREHOLDERS' FUNDS				
(a) Share Capital	A	2,55,00,000		2,55,00,000
(b) Reserves & Surplus	B	50,03,67,147		51,22,90,574
			52,58,67,147	53,77,90,574
2. LOAN FUNDS:				
(a) Secured Loans	C	3,27,50,221		3,41,14,158
(b) Unsecured Loans	D	3,85,12,636		2,84,09,680
			7,12,62,857	6,25,23,838
TOTAL			59,71,30,004	60,03,14,412
II. APPLICATION OF FUNDS:				
1. FIXED ASSETS				
(a) Gross Block	E	64,16,94,322		63,96,86,129
(b) Less: Depreciation		12,77,43,587		10,14,34,494
(c) Net Block		51,39,50,735		53,82,51,635
(d) Capital Work in progress		72,00,714		—
			52,11,51,449	53,82,51,635
2. INVESTMENTS				
	F		44,72,216	44,72,216
3. CURRENT ASSETS LOANS & ADVANCES				
(a) Current Assets	G			
(i) Inventory		78,35,441		55,23,747
(ii) Sundry Debtors		3,77,41,190		5,27,55,272
(iii) Cash & Bank Balances		27,04,986		22,18,462
(b) Loans & Advances		8,57,23,140		4,74,80,398
		13,40,04,757		10,79,77,879
4. LESS: CURRENT LIABILITIES AND PROVISIONS				
Net Current Assets	H	6,35,24,853		5,16,45,584
			7,04,79,904	5,63,32,295
5. DEFERRED TAX ASSET (NET)				
			10,26,435	12,58,266
6. MISCELLANEOUS EXPENDITURE				
	I		—	—
TOTAL			59,71,30,004	60,03,14,412
NOTES FORMING PART OF ACCOUNTS		Q		

The above Balance Sheet, Schedules and the relevant notes are authenticated by us.

As per our attached report of even date

For and on behalf of

C.L.DALAL & CO.

Chartered Accountants

R.C.JAIN

Partner

Membership No.5180

Mumbai : 27th July, 2009

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

K.D.Shah Director

M.K.Shah Company Secretary

Mumbai : 27th July, 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2009

	SCHEDULE	Rupees	2008-09 Rupees	2007-08 Rupees
INCOME :				
Sales	J		13,89,19,394	9,36,61,016
Other Income	K		8,58,82,660	5,63,89,480
	TOTAL		22,48,02,054	15,00,50,496
EXPENDITURE:				
Cost of Trading Sales	L		12,46,94,561	8,09,20,936
Payments to and Provisions for Employees	M		1,30,55,919	1,01,51,287
Other Expenses	N		5,74,88,228	2,82,26,028
Interest	O		49,03,195	43,94,116
Depreciation		2,94,73,813		3,07,59,155
Less: Transferred from Revaluation Reserve		2,44,34,889		2,57,20,936
	TOTAL		50,38,924	50,38,219
			20,51,80,827	12,87,30,586
Profit for the year			1,96,21,227	2,13,19,910
Provision for Taxation:				
Income Tax			25,00,000	51,00,000
Wealth Tax			28,000	21,300
Deferred Tax			2,31,831	(8,06,258)
Fringe Benefit Tax			7,50,000	5,25,000
Profit after Tax			1,61,11,396	1,64,79,868
Add/(Less):				
Prior Years' Adjustments (Net)	P		(50,605)	(12,665)
Balance brought forward from the previous year			2,04,29,375	1,80,37,231
Amount Available for Appropriation			3,64,90,166	3,45,04,434
Less :				
Proposed Dividend			38,25,000	38,25,000
Utilised for issue of Bonus shares			—	85,00,000
Excess provision of Dividend Tax of earlier year written back.			(4,62,865)	—
Tax on Proposed Dividend			1,87,194	6,50,059
Transfer to General Reserve			12,00,000	11,00,000
Balance carried to Balance Sheet			3,17,40,837	2,04,29,375
Earning per Share(Basic and diluted)			6.32	6.46
Nominal value for Equity Share (Refer Note No.B-8 of Schedule Q')			10.00	10.00
NOTES FORMING PART OF ACCOUNTS	Q			

The above Profit & Loss Account, Schedules and the relevant notes are authenticated by us.

As per our attached report of even date
For and on behalf of
C.L.DALAL & CO.
Chartered Accountants

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

R.C.JAIN
Partner
Membership No.5180
Mumbai : 27th July, 2009

K.D.Shah Director

M.K.Shah Company Secretary
Mumbai : 27th July, 2009

**SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2009 AND PROFIT AND LOSS ACCOUNT
FOR THE TEAR ENDED 31ST MARCH, 2009**

	Rupees	31-3-2009 Rupees	31-3-2008 Rupees
SCHEDULE 'A'			
SHARE CAPITAL			
Authorised:			
50,00,000 Equity shares of Rs. 10 each		5,00,00,000	5,00,00,000
Issued and Subscribed :			
2550000 Equity shares of Rs. 10/- each fully paid (of the above shares 850000 equity shares of Rs.10/- each were allotted as fully paid bonus shares out of profit & loss account, in addition to allotment of of 960000 equity shares of Rs.10/- each by capitalisation of reserve in earlier years making total capitalisation of 1810000 equity shares of Rs.10/- each as fully paid-up bonus shares.)		2,55,00,000	2,55,00,000
TOTAL		2,55,00,000	2,55,00,000
 SCHEDULE 'B'			
RESERVES & SURPLUS			
Revaluation Reserve:			
Balance as per last Balance Sheet	48,87,61,199		51,44,82,134
Less: Transferred to Profit & Loss Account	2,44,34,889		2,57,20,935
		46,43,26,310	48,87,61,199
General Reserve :			
Balance as per last Balance Sheet	31,00,000		20,00,000
Set aside during the year	12,00,000		11,00,000
		43,00,000	31,00,000
Profit & Loss Account		3,17,40,837	2,04,29,375
TOTAL		50,03,67,147	51,22,90,574

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	31-3-2009 Rupees	31-3-2008 Rupees
SCHEDULE 'C'		
SECURED LOANS:		
From Banks:		
TERM LOANS:		
Secured by extension of First Charge by Equitable mortgage by deposit of title deeds of the Company's property at Mumbai and further secured by personal guarantee of the company's Chairman & Managing Director Mr. Pavan G Morarka (Limit sanctioned Rs. 200 Lacs). Repayable over a period of 84 months' in equal installments commencing from 1st September, 2007, covering the principal amount and interest as stipulated	1,71,59,974	1,90,86,967
Secured by First Charge by Equitable mortgage of Flat on ownership basis in Co-op. Housing Society and further secured by personal guarantee of the Company's Chairman & Managing Director, Mr. Pavan G. Morarka (limit sanctioned Rs. 50 lacs). Repayable over a period of 84 months from the date of disbursement in monthly instalments covering the principal amount and interest.	40,07,794	44,64,928
CASH CREDIT (Secured by hypothecation of all the stocks, book debts and movable machinery)		
(The above Cash Credit alongwith the other facilities of inland / foreign letter of credit and Guarantees aggregating to Rs. 380 lacs (Previous year Rs. 340 lacs) are further secured by way of deposit of title deeds in respect of ownership premises at Ahmedabad, residual charge of the company's property at Mumbai and the personal guarantee of Company's Chairman & Managing Director, Mr. Pavan G. Morarka	69,63,472	65,37,853
Secured by Hypothecation of Vehicles	26,62,330	—
OTHERS		
Secured by Hypothecation of Vehicles	19,56,651	40,24,410
TOTAL	3,27,50,221	3,41,14,158
 SCHEDULE 'D'		
UNSECURED LOANS:		
From a Private Ltd. Company in which a Director is Director	—	17,50,000
DEPOSITS FROM:		
(i) Tenants	3,80,02,636	2,61,29,680
(ii) Dealers	5,10,000	5,30,000
	385,12,636	2,66,59,680
TOTAL	3,85,12,636	2,84,09,680

SCHEDULE 'E'
FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 1-4-2008 RUPEES	ADDITIONS REVALUATION RUPEES	DEDUCTIONS RUPEES	AS AT 31-3-2009 RUPEES	AS AT 1-4-2008 RUPEES	FOR THE YEAR RUPEES	Cumu. Dep. On DEDUCTIONS RUPEES	Depn. As on 31-3-2009 RUPEES	AS AT 31-3-2009 RUPEES	AS AT 31-3-2008 RUPEES
Building on Leasehold Land	61,00,13,766	—	—	61,00,13,766	8,78,86,456	2,61,06,366	—	11,39,92,822	49,60,20,944	52,21,27,310
Residential Flat	63,93,114	—	—	63,93,114	3,70,407	3,01,135	—	6,71,542	57,21,572	60,22,707
Bungalow At Ahmedabad	48,648	—	—	48,648	47,864	39	—	47,903	745	785
Ownership Office Premises	33,90,039	—	—	33,90,039	16,18,482	88,578	—	17,07,060	16,82,979	17,71,557
Furniture & Fittings	36,74,407	5,70,978	59,627	41,85,758	31,94,486	1,48,749	56,443	32,86,792	8,98,966	4,79,921
Electrical Installations	7,85,066	3,04,548	2,848	10,86,766	5,65,275	57,010	2,488	6,19,797	4,66,969	2,19,791
Air Conditioning Machines	6,54,989	2,34,750	57,690	8,32,049	4,84,015	44,872	49,309	4,79,578	3,52,471	1,70,974
Office Equipments	7,90,902	2,27,610	1,14,684	9,03,828	5,44,050	50,847	78,954	5,15,943	3,87,885	2,46,851
Vehicles	1,18,87,741	43,20,903	36,77,953	1,25,30,691	51,12,743	24,22,823	27,61,420	47,74,146	77,56,545	67,74,998
Tools & Equipments	59,378	619	—	59,997	31,105	4,552	—	35,657	24,340	28,273
Computer Installations	19,88,079	4,80,999	2,19,412	22,49,666	15,79,611	2,48,842	2,16,106	16,12,347	6,37,319	4,08,468
TOTAL	63,96,86,129	61,40,407	41,32,214	64,16,94,322	10,14,34,494	2,94,73,813	31,64,720	12,77,43,587	51,39,50,735	53,82,51,635
Capital Work in Progress										
Office Renovation	—	72,00,714	—	72,00,714	—	—	—	—	72,00,714	—
TOTAL	—	72,00,714	—	72,00,714	—	—	—	—	72,00,714	—
GRAND TOTAL	63,96,86,129	1,33,41,121	41,32,214	64,88,95,036	10,14,34,494	2,94,73,813	31,64,720	12,77,43,587	52,11,51,449	53,82,51,635
PREVIOUS YEAR	64,05,97,754	4,82,812	13,94,437	63,96,86,129	7,15,35,879	3,07,59,155	8,60,540	10,14,34,494	53,82,51,635	

- NOTES 1) During the financial year 2006-07, Building on Lease Hold Land at Mumbai was revalued at Rs 610000000 against value of Rs 128327319 on the basis of revaluation report dtd 01-11-2006 from Registered valuer & Revaluation reserve of Rs 481672681 was created for the increase in value of the Building.
- 2) Residential flat is on ownership basis in a co-operative Housing Society including cost of 5 Shares of Rs.50/- each aggregating to Rs.250/- for which certificate is still awaited.
- 3) Depreciation on Building includes Depreciation as relatable to increase on account of revaluation Rs.24434889/-(Previous year Rs.25720935/-) is charged to Revaluation Reserve.

	Book Value/ Cost 31-3-2009 Rupees	Book Value/ Cost 31-3-2008 Rupees
SCHEDULE 'F'		
INVESTMENTS (LONG TERM):		
OTHER INVESTMENTS:		
UNQUOTED (Non Trade):		
A (i) IN FULLY PAID-UP EQUITY SHARES		
5735 Shares of Rs. 12.50 each of The Ganesh Flour Mills Co. Ltd.	1	1
20000 Shares(Including 10000 Bonus shares) of Rs. 10 each of Brady Services Private Ltd.	1,00,000	1,00,000
30000 Shares of Rs. 10 each of Brady Air Ltd. (Formerly known as Brady Satlink Ltd)	3,00,000	3,00,000
2500 Shares of Rs. 10 each of Brady Telesoft Pvt. Ltd.	25,000	25,000
50000 Shares of Rs. 10 each of Brady Futures Pvt. Ltd.	5,00,000	5,00,000
13260 shares of Rs. 10 each of G. Claridge & Co.Ltd.	2,74,040	2,74,040
VALUE OF UNQUOTED INVESTMENTS (A)	11,99,041	11,99,041
QUOTED:		
B. (i) IN FULLY PAID-UP EQUITY SHARES (Trade)		
10 shares of Rs.10 each of Kothari Sugar & Allied Industries Ltd.	100	100
5000 Shares of Rs.10 each of Industrial Investment Trust Ltd.	3,37,500	3,37,500
3500 Shares of Bank of Baroda of Rs.10 each	2,97,500	2,97,500
	6,35,100	6,35,100
(ii) IN FULLY PAID- UP EQUITY SHARES OF SUBSIDIARY COMPANY (Trade)		
1815690 Shares of Rs. 10 each of Brady & Morris Engineering Co. Ltd.	26,38,075	26,38,075
VALUE OF QUOTED INVESTMENTS (B)	32,73,175	32,73,175
TOTAL (A & B)	44,72,216	44,72,216
Market Value of Quoted Investments	7,57,86,728	20,82,23,246

	Rupees	Rupees	31-3-2009 Rupees	31-3-2008 Rupees
'SCHEDULE 'G'				
CURRENT ASSETS, LOANS AND ADVANCES				
(A) CURRENT ASSETS:				
1. Stock in Trade (including in transit) (Certified by the Management)				
(a) Trading Goods	76,31,271			55,04,394
(b) Goods in Transit	<u>2,04,170</u>			<u>19,353</u>
			78,35,441	55,23,747
2. Sundry Debtors: (Unsecured - considered goods unless otherwise stated)				
(i) exceeding six months	64,84,817			3,47,89,733
(ii) Other Debts	<u>3,12,56,373</u>			<u>1,79,65,539</u>
			3,77,41,190	5,27,55,272
3. Cash and Bank Balances:				
(i) Cash on hand		1,39,559		68,411
(ii) Bank Balances				
With Scheduled Banks				
(a) On Current account	<u>8,27,845</u>			13,96,851
(Including Dividend Account Rs.130,195/-) (Previous year Rs.122,742/-)				
(b) On Fixed Deposit Account	17,20,954			7,44,766
Interest accrued but not due	<u>16,628</u>			<u>8,434</u>
	<u>17,37,582</u>			7,53,200
		<u>25,65,427</u>		21,50,051
			27,04,986	22,18,462
(B) LOANS AND ADVANCES:				
(Considered Good, unless otherwise stated)				
Loan - due by Subsidiary Company		2,37,60,000		2,37,60,000
ADVANCES:				
Advances Recoverable in Cash or in kind or for value to be received:	4,32,16,476			42,43,578
(Including Rs. 40844846.21 due from subsidiary company (previous year Nil))				
Advance Payment Tax etc	1,54,90,156			1,59,69,296
Advance Payment of FBT	18,60,404			17,75,000
Deposits	<u>13,96,104</u>			<u>17,32,524</u>
		<u>6,19,63,140</u>		2,37,20,398
			8,57,23,140	4,74,80,398
TOTAL			<u>13,40,04,757</u>	<u>10,79,77,879</u>

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	31-3-2009	31-3-2008
	Rupees	Rupees
SCHEDULE 'H'		
CURRENT LIABILITIES AND PROVISIONS:		
(A) CURRENT LIABILITIES:		
Sundry Creditors: (see note B -11 of Schedule 'Q')	4,29,61,754	2,50,70,900
Due to Subsidiary Company	—	7,52,242
Unclaimed Dividends	1,30,195	1,22,742
	4,30,91,949	2,59,45,884
Advances from customers etc.	10,87,030	28,87,975
	4,41,78,979	2,88,33,859
(B) PROVISIONS		
For Accrued Prevllege Leave	8,28,029	6,03,108
For IncomeTax (including wealth tax)	1,25,30,651	1,58,83,558
For Fringe Benefit tax	19,75,000	18,50,000
Proposed Dividend	38,25,000	38,25,000
Tax on proposed Dividend	1,87,194	6,50,059
	1,93,45,874	2,28,11,725
TOTAL	6,35,24,853	5,16,45,584

SCHEDULE 'I'
MISCELLANEOUS EXPENDITURE:

TOTAL

	—	—
	—	—

SCHEDULE 'J'
SALES

Trading Sales
[Including service income Rs.1458352/-
(Previous year Rs. 1016407/- Gross)
Tax deducted at source Rs. 49459/-
(Previous Year Rs.11522/-)

TOTAL

	2008-09	2007-08
	Rupees	Rupees
Trading Sales	13,89,19,394	9,36,61,016
	13,89,19,394	9,36,61,016
TOTAL	13,89,19,394	9,36,61,016

	2008-09 Rupees	2007-08 Rupees
SCHEDULE 'K'		
OTHER INCOME		
Commission (Gross)	1,77,91,184	73,40,409
[(Tax deducted at source Rs. 348571/- (Previous year Rs.323370/-)]		
Dividend from Investments(Gross)	28,31,535	18,71,190
[(Tax deducted at source Rs.NIL(Previous year Rs.NIL)]		
Rent/Licence Fees(Gross)	4,84,02,510	3,53,80,049
[(Tax deducted at source Rs. 3491787 (Previous year Rs.3525055/-)]		
Compensation for Maintenance & Service Charges(Tax deducted at source Rs. 175463/- Previous year Rs. 163102/-)	68,78,208	65,77,308
Interest Received (Gross)		
Tax deducted at source 'Rs. 700825/- (Previous Year Rs. 274294/-)		
From:		
(a) Customers	2,210	4,630
(b) Bank F.D	46,840	69,703
(c) Subsidiary Co.	33,26,401	12,70,630
	<u>33,75,451</u>	<u>13,44,963</u>
Reimbursement of infrastructure & other administrative exps.	16,99,680	16,99,680
Credit Balances written back (including Rs.47955/- forfeited,previous year Rs.Nil)	3,66,183	16,64,421
Bad Debts Recovered	87,845	—
Profit on sale of fixed Assets	6,92,168	—
Insurance Claim Received	—	4,282
Miscellaneous Income	37,57,896	5,07,178
TOTAL	<u>8,58,82,660</u>	<u>5,63,89,480</u>
Note : Dividends from Investments in Companies are as under:		
a) Trade Investments in Subsidiary Company	27,23,535	18,15,690
b) Other Trade Investments	38,000	20,500
c) Non Trade Investments	70,000	35,000
TOTAL	<u>28,31,535</u>	<u>18,71,190</u>
SCHEDULE 'L'		
COST OF TRADING SALES/RAW MATERIALS CONSUMED/SOLD		
COST OF TRADING SALES		
Opening Stock	55,04,394	52,43,941
Purchases	12,68,21,438	8,11,81,389
[(Including Service Expenses Rs. 5251448/- (Previous Year Rs.1,193,665/-) and after crediting RsNil in respect of gain on foreign exchange previous year Rs.9709/-]		
	<u>13,23,25,832</u>	<u>8,64,25,330</u>
Less:Closing Stock	76,31,271	55,04,394
	<u>12,46,94,561</u>	<u>8,09,20,936</u>

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	2008-09 Rupees	2007-08 Rupees
SCHEDULE 'M'		
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES		
Salaries, Wages & Bonus	1,15,95,924	90,20,050
Contribution to Provident Fund and Other Funds	9,70,209	7,34,651
Staff Welfare Expenses	4,89,786	3,96,586
TOTAL	1,30,55,919	1,01,51,287
NOTE:		
Salaries, Wages, Bonus etc., include		
a. Bonus -additional for the previous year	—	4,375
b. Provision for accrued privilege leave for the year	2,24,921	6,03,108
c. Provision for exgratia in lieu of bonus for the year	1,07,817	61,250
 SCHEDULE 'N'		
OTHER EXPENSES:		
Repairs to Buildings (Net of Recovery)	6,44,648	14,42,618
Repairs & Maintenance -Others	13,02,358	12,10,359
Rent	5,92,909	15,08,923
Rates and Taxes(Net)	1,05,667	8,44,910
Insurance	2,09,833	1,43,805
Commission & Discount	14,18,373	17,23,699
(Paid to subsidiary Co. Rs.739073/- & previous year Rs.805,001/-)		
Sales Promotion/Development Expenses	3,42,569	4,62,259
Directors' Fees	61,000	53,000
Directors' Travelling Expenses	27,10,706	25,33,568
Travelling Expenses-others	48,65,919	26,12,332
Legal and Professional Fees	29,29,024	25,01,927
Auditors' Remuneration:		
Audit Fees(inclusive of out of pocket expenses)	2,00,000	2,00,000
Other Services etc.	42,000	17,500
	2,42,000	2,17,500
Donation	2,250	4,879
Telephone Expenses	13,59,773	13,20,268
Packing & Forwarding Charges(Net)	16,26,745	19,41,320
Miscellaneous Expenses	67,34,286	55,83,871
Electricity Expenses (Net)	9,42,537	7,14,202
General Expenses	8,77,559	5,49,052
Bad Debts & Sundry Balances written off	2,65,56,881	14,16,854
Loss on Fixed Assets Sold / Discarded	39,768	3,28,397
Service tax paid for earlier year on assessment	—	11,01,885
Seminar/Exhibition Expenses	39,23,423	—
Loss on Investment in shares due to cancellation	—	10,400
TOTAL	5,74,88,228	2,82,26,028
Notes: Auditors' Remuneration for other Services etc.comprise of :		
Taxation matters	17,500	—
Tax Audit fees	7,500	7,500
Certification work & other Services	17,000	10,000
TOTAL	42,000	17,500

	2008-09	2007-08
	Rupees	Rupees
SCHEDULE 'O'		
INTEREST		
Term Loans	30,00,298	26,01,739
Others	19,02,897	17,92,377
TOTAL	49,03,195	43,94,116
Interest -Others include:		
(a) On Vehicle Loans	5,72,415	5,60,165
(c) On Service Tax	—	3,90,465
(c) On Dealership Deposits	41,203	41,320
TOTAL	6,13,618	9,91,950
 SCHEDULE 'P'		
PRIOR YEAR ADJUSTMENTS (NET)		
Credit		
Excess provision of Expenses written back	42,963	—
Prior year income(Net)	9,056	—
	5,2019	—
Debit:		
Short provision of Expenses	1,01,123	—
Short provision of fringe benefit tax for earlier year	1,501	—
Short provision of tax for earlier year	—	12,665
	1,02,624	12,665
TOTAL	(50,605)	(12,665)

SCHEDULE 'Q'

NOTES ON ACCOUNTS 31.3.2009

(A) SIGNIFICANT ACCOUNTING POLICIES:

1. ACCOUNTING CONCEPTS

The Company follows the Mercantile System of Accounting and the accounts have been prepared on historical cost convention. The Financial Statements are prepared in accordance with the accounting standards specified in the Companies(Accounting Standards)Rules, 2006 notified by the Central Government in term of section211(3C) of the Companies Act,1956.

2. FIXED ASSETS AND DEPRECIATION:

- a. Fixed Assets are stated at cost except Brady House at Mumbai, which is revalued on the basis of the market value as at 1st November 2006 as certified by an approved valuer. Interest paid on loans taken for acquisition of Fixed Assets is capitalized upto the date of installation / put to use.
- b. Depreciation is provided on Written down Value Method at the rates prescribed under Schedule XIV to the Companies Act, 1956 as amended. As stated in Note 3 to Schedule E, depreciation relating to increase in the value of Brady House on account of revaluation is not charged to Profit & Loss Account but charged to Revaluation Reserve.

3. FOREIGN CURRENCY TRANSACTIONS:

All assets and liabilities remaining unsettled at the year-end are translated at the closing exchange rate. Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the relevant head of the Profit & Loss account except in case where they relate to acquisition of Fixed Assets in which case they are adjusted in the carrying cost of such assets/capital work in progress and the relevant loan account.

4. INVESTMENTS:

- a. Quoted Investments are stated at book value based on market value as at 31.3.1995 as per practice followed. Investments acquired upto 31.3.1995 are stated at book value except in a case where shares are cancelled the same are taken at face value. and those acquired after 31.3.1995, at cost in conformity with Accounting Standard (AS) 13 "Accounting for Investments" issued by the Institute of Chartered Accountants of India.
- b. Unquoted Investments in the Shares which have no realizable value are stated at token value of Re.1 each by writing down the value of the Investments. However other Investments are stated at cost.

5. INVENTORIES:

These are valued as under:

- i. Finished goods,
- ii. Stores, Spares and Loose Tools, &
- iii. Goods in transit.
- iv. Trading Goods
- v. At lower of cost or net realizable value.

6. GRATUITY / RETIREMENT BENEFITS:

- a. Contribution for incremental liability of Gratuity to approved gratuity fund is accounted on the basis of actuarial valuation.
- b. The members liability in respect of unavailed privilege leave of employees is accounted on the basis of Actuarial valuation Certificate.

7. CONTINGENT LIABILITIES

Contingent Liabilities are not provided for and are disclosed by way of Notes.

8. PROFIT OR LOSS ON INSTALLATION CONTRACTS:

This is accounted on completion of Contracts.

9. DEFERRED REVENUE EXPENDITURE

- (i) Compensation payable on closure of Units / Voluntary block retirement is charged to Profit & Loss Account in five equal annual installments.
- (ii) Expenditure incurred in connection with issue of bonus shares is charged to Profit & Loss account in the year in which it is incurred.

10. TAXES ON INCOME:

Tax on Income taxes are accounted for in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", AS (22) issued by The Institute of Chartered Accountants of India. Tax expenses comprise both, current & deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequences attributable to timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using enacted tax rates.

11. PROVISIONS & CONTINGENT LIABILITIES:

Provisions are recognized for present obligation of uncertain timing or amount as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not possible that an outflow or resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability, unless the probability of outflow or resources embodying economic benefits is remote.

Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain events are also disclosed as contingent liabilities unless the probability of outflow of resources embodying economic benefit is remote.

(B) NOTES ON ACCOUNTS - 31.3.2009

- 1. Estimated amount of capital commitments not provided for in the accounts, net of advances aggregate to Rs. NIL (Previous year Rs. NIL).
- 2. The Company is contingently liable in respect of:
 - a. Inland Guarantees sanctioned by Bank aggregating to Rs. 1,00,00,000/- (Previous Year Rs. 60,00,000/-). The outstanding amount is Rs. 74,89,673/- (Previous year Rs.39,53,467/-), and Inland Letter of Credit sanctioned by Bank aggregating to Rs. 50,00,000/- (Previous year Rs. 50,00,000/-) The Outstanding amount is Rs. 674,627/- (Previous year Nil) is secured by way of extension of charge on Stock, Book Debts, Hypothecation of Plant & Machinery and Properties as referred to in Schedule 'C' of the Balance Sheet under the heading of Cash Credit.
 - b. Claims against the Company by the Income Tax Department on completion of Income Tax Assessments for which appeals filed are pending not acknowledged as Debts Rs. 26,47,611/- (Previous year Rs. 8,92,550/-) against which payment has been made of Rs. 10,71,132/- (Previous year Rs. 9,83,182/-).
 - c. Claims against the Company by the Sales Tax Department on completion of Sales Tax Assessment for which appeals have been filed, not acknowledged as debts Rs.9,09,031/- (Previous Year Rs. 9,09,026/-), against which Rs.21,496/- payment (Previous year Rs. 21,496/-) has been made.
 - d. Claims made by ex-employees of the Company and pending before the appropriate authorities in respect of dues, reinstatement, permanency etc. which are contested by the Company the liability whereof is indeterminate.

3. During the year, besides the facilities sanctioned as stated in Schedule "C" of the Notes as above, the Company had been sanctioned following facilities from Bank.

Sr.No.	Nature of Facility	Limited (Rs. In Lacs)	Particulars
1.	Term Loan I	200.00	For meeting the fund requirement of the Company for executing Contracts on behalf of Foreign Principals.
2.	Term Loan II	200.00	For renovation of office premises At Brady House.
3.	Term Loan III	50.00	For meeting expenses relating to training of identified employees of the Company to be deputed to Foreign Principals.

The above Term Loan is secured by :

- Charge of movable assets, if any, purchased out of bank's term loan for Renovation of office premises.(for Term Loan II)
- Hypothecation of receivables(out of Aviation Contracts – Term Loan I)
- Power of Attorney for books debts arising out of execution of contracts as Term Loan I.
- Personal guarantee of Mr.Pavan G.Morarka, Chairman & Managing Director to secure the above Term Loans.
- First parri passu charge of Company's property at Mumbai by way of mortgage For security of the Term Loan.

The above facilities have not been availed of till date.

4. Details of remuneration paid to Managing Director are as under.

	2008-2009 (Rs)	2007-2008 (Rs)
Salary	9,60,000	8,80,000
House Rent Allowance	2,40,000	2,20,000
Contribution to Provident Fund	1,15,200	1,05,600
Medical	16,881	Nil
Personal Accident Insurance	7,612	7,514
Total	13,39,693	12,13,114

The position as on 31.3.2009 in respect of 20000 Ordinary Shares of Shree Changdeo Sugar Mills Limited held as securities against the loan given by the Company, continues to be same as reported last year, in as much as the application made u/s 111 of the Companies Act, 1956, against the refusal to transfer the shares in the name of the Company by the said Company is not yet disposed off and the said Company has still not returned these shares on refusal of transfer.

6. SEGMENT INFORMATION (AS -17)

The Company is engaged primarily in marketing of material handling equipments, textile machinery and stores etc. Accordingly there are no separate reportable segments as per Accounting Standard – 17 dealing with segment reports.

7. RELATED PARTIES DISCLOSURES: (AS-18)

Particulars of parties where control exists.

Sl. No	Name	Particulars
1.	Brady & Morris Engg. Co. Ltd	80.70% of the equity capital as on 31.3.09 is held by the Company.
2.	Other related parties :	
	Brady Services Pvt. Ltd.	Associate
	Brady Telesoft Pvt. Ltd.	Associate
	Brady Air Ltd.	Associate
	Brady Futures Pvt Ltd.	Associate
3.	Mr.Pavan G. Morarka	Chairman and Managing Director (Key Management Personnel)

B) Transactions etc. with related Parties during the year.

	Subsidiary Co.	Associates	Key Management Personnel
	Rs.	Rs.	Rs.
I Purchase of Products	5,51,43,384 (3,51,72,533)	(—)	(—)
II Commission Paid	7,39,073 (8,05,001)	(—)	(—)
III Commission Received	26,57,671 (21,30,507)	(—)	(—)
IV Sale of Products	14,79,349 (28,10,289)	(—)	(—)
V Dividend received during the year	27,23,535 (18,15,690)	70,000 (35,000)	— (—)
VI Reimbursement of Infrastructure & other Admin Expenses	19,06,846 (19,09,764)	— (—)	— (—)
VII Rent Received (Including service tax)	3,96,000 (4,44,658)	— (—)	— (—)
VIII Interest Received	33,26,401 (12,70,630)	— (—)	— (—)
IX Other reimbursements including expenses	16,22,571 (11,54,419)	— (—)	— (—)
X Outstanding (Payable)/Receivable on Current A/c	4,08,44,846 (7,52,242)	— (—)	— (—)
XI Outstanding Receivable on Loan A/c	2,37,60,000 (2,37,60,000)	— (—)	— (—)
XII Outstanding Loan payable	— (—)	— (17,50,000)	— (—)
XIII Salary, HRA, PF & other funds cont	— (—)	— (—)	13,39,693 (12,13,114)
XIV Service Expenses	30,00,000 (—)	— (—)	— (—)

8. EARNING PER SHARE (AS – 20):

Sl. No.	Particulars	2008-09	2007-08
A	Calculation of weighted average Number of equity shares of Rs. 10/- each		
	Number of shares at the beginning of the Year.	25,50,000	17,00,000
	Shares issued during the year.	NIL	8,50,000
	Total number of equity shares Outstanding at the end of the year.	25,50,000	25,50,000
B	Net Profit after tax available for Equity Shareholders (Rupees)	1,61,11,396	1,64,79,868
C	Basic and Diluted Earning per share (Rs)	6.32	6.46

9. DEFERRED TAXATION:

As per Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the deferred tax for the year has been recognised in the Profit & Loss account.

Break up of Deferred Tax Asset (NET) is as follows: -

	31.03.2009 Rs.	31.03.2008 Rs.
On difference between book depreciation and depreciation under Income Tax, 1961	922,038	992,527
On expenditure under Sec. 43B of the Income Tax Act, 1961.	104,397	265,739
	1,026,435	1,258,266

10. Confirmations for Debit & Credit balance have been verified to the extent the same are available.
11. The Company has not received any information from suppliers regarding their status under the small Enterprises Development Act, 2006 and hence disclosures, if any, under said Act have not been made.
12. Dividend remitted during the year to foreign shareholders as under:

Particulars	2008-2009	2007-2008
Number of non-resident shareholders	11	10
Total Equity Shares of Rs. 10/- each	30,914	20,655
Dividend Remitted (Rs)	46,371	30,983

13. Expenditure in Foreign Currency Travelling Expenses 34,17,732 20,76,484
14. Earning in Foreign Exchange (Commission received) 91,88,375 45,23,384
15. C.I.F. value of Imports (Trading goods) 39,16,174 46,14,920
16. Quantitative information with regard to the manufacturing and trading activities of the Company as certified by the Managing Director on which Auditors have relied upon.

A). TURNOVER

	2008-2009		2007-2008	
	Qty (Nos)	Value (Rs)	Qty (Nos)	Value (Rs)
Trading Goods (*)		13,74,61,043		9,26,44,609
Service Income		14,58,352		10,16,407

B) CAPACITY & PRODUCTION

Licensed Capacity	Not applicable	Not Applicable
Installed Capacity	Not applicable	Not Applicable
Production during the year		
Brad Coner	NIL	NIL

C) TRADED GOODS (*)

Opening Stock	55,04,394	52,43,941
Closing Stock	76,31,271	55,04,394
Purchases	12,15,69,990	7,99,87,725

(*) Quantitative information cannot be presented in Summary Form for Traded Goods in view of numerous and diverse items dealt with by the Company.

- 17 a) The Accounting Standard – 15 on 'Employee benefit' prescribed by the Central Government, has become applicable to the company from 1st April, 2008. In accordance with provisions of Accounting Standard (AS-15), the liability for Privilege Leave of Rs. 2,24,921/- for the year (previous year upto 31.03.08 Rs. 6,03,108/-) as per Actuarial valuation, has been accounted for in the financial statement.

b) Details of Employee/Benefits as required by the Accounting Standard -15

“Employee Benefits” are as follows:

1. Defined Contribution Plans Rs.in lacs

During the year ended 31st March 2009, the company has recognized the following amounts in the profit loss account:

— Contribution to Provident Fund and Family Pension Fund. 6.44

The above amounts are included in ‘Contribution to Provident Fund’ and other funds’ under ‘Payment to and provisions for employees in Schedule M

2. Defined Benefit Plan (Funded)

a. A general description of the Employees Benefit Plan:

The company has an obligation towards gratuity, a funded benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement/death while in employment or on termination of the employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

b. Details of defined benefit Plan – As per Actuarial Valuation as on 31st March, 2009.

Particulars

I Components of employer expenses	Rs.in lacs
1. Current Service Cost	1.51
2. Interest Cost	1.22
3. Expected Return on Plan Assets	1.25
4. Actuarial Losses/(Gains)	0.41
5. Total Expense recognized in the profit & loss account. (included in ‘Contribution to provident fund, and other funds’ under ‘Payment to and provisions for employees in Schedule M)	1.89
II Actual Contribution and Benefit Payments for the year ended 31st March, 2009	
1 Actual Benefit payments	0.00
2 Actual Contributions.	1.89
III Net asset/(liability) recognized in the Balance Sheet as at 31st March, 2009	
1. Present Value of Defined Benefit Obligation	17.00
2. Fair Value of Plan Assets.	17.00
3. Funded status[Surplus/(Deficit)]	—
4. Unrecognized Past service Cost.	—
5. Net asset/(liability) recognized in the Balance sheet.	—
IV Change in Defined Benefit Obligation during the year ended 31st March, 2009	
1. Present Value of Defined Benefit Obligation as at 1st April, 2008	13.69
2. Current Service Cost	1.51
3. Interest Cost	1.22
4. Curtailment Cost/(Credit)	--
5. Settlement Cost/(Credit)	--
6. Plan amendments	--
7. Acquisitions/ Amalgamations	--
8. Actuarial gain/(losses)	0.58
9. Benefits paid	0.00
10. Present Value of Defined Benefit Obligation as at 31st March, 2009	17.00

V Change in Fair Value of Plan Assets during the year ended 31st March, 2009

1. Plan Assets as at 1 st April, 2008	13.69
2. Acquisitions/ Amalgamations	--
3. Expected Return on Plan Assets.	1.25
4. Actuarial Gains/(losses)	0.17
5. Actual Company Contributions	1.89
6. Benefits paid.	0.00
7. Plan Assets as at 31 st March 2009	17.00

VI Actuarial Assumptions

1. Discount Rate	8.00%
2. Expected rate of Return on plan Assets	8.00%
3. Salary Escalation rate	5.00%

VII The expected rate of return on the plan assets is based on the average long term rate of return expected on investment of the Fund during the estimated term of the obligations. The actual return on plan assets is Rs.141,444/-.

VIII The assumption of the future salary increases, considered in actuarial valuation, takes into account in inflation, seniority, promotion and other relevant factors.

IX The major categories of Plan Assets as a percentage of the total plan assets

1. Insurer Managed Funds	17.00
2. Others	0.00
3. Total	17.00

X Experience Adjustments

1. Present Value of Defined Benefit Obligation as at 31 st March, 2009	17.00
2. Fair Value of Plan Assets as at 31 st March, 2009	17.00
3. Fund status[Surplus/(Deficit)]	—
4. Experience adjustment on Plan liabilities.	—
5. Experience adjustment on Plan Assets.	—

2008-2009 2007-2008

18. Sundry Creditors include Interest payable on:

a. Loan against cars	42,346	35,804
b. Dealership deposit	1,23,415	1,23,415
	<u>1,65,761</u>	<u>1,59,219</u>

19. The provision for Income Tax, Fringe Benefit Tax & Wealth Tax made in the Accounts, is considered adequate having regard to the provisions of the Income Tax Act, 1961 and Wealth Tax act 1957 as amended upto date.

20. No provision is required in respect of impairment of assets as required by Accounting Standard – 28 issued by the Institute of Chartered Accountants of India.

21. Figures of the previous year have been regrouped wherever necessary to conform the presentation for the current year.

22. Company Profile: As per statement enclosed.

Signature to Schedule A to Q

As per our attached report of even date

For and on behalf of

C.L.DALAL & CO.

Chartered Accountants

R.C.JAIN

Partner

Membership No.5180

Mumbai : 27th July, 2009

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

K.D.Shah Director

M.K.Shah Company Secretary

Mumbai : 27th July, 2009

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL PROFILE

Sl. No	Particulars		State Code 11
I	Registration Details	367	
	Balance Sheet Date	31.3.2009	
II	Capital Raised during the year (Amount in Rs. Lac)		
		Public Issue	Right Issue
		NIL	NIL
		Bonus Issue	Private Placement
		NIL	NIL
III	Position of Mobilisation and Deployment of Funds (Amount in Rs. Lac)		
		Total Liabilities	Total Assets
		5971.30	5971.30
	Sources of Funds	Paid up Capital	Reserves & Surplus
		255.00	5003.67
		Secured Loans	Unsecured Loans
		327.50	385.13
		Deferred Tax Liability	
		NIL	
	Application of Funds	Net Fixed Assets	Investments
		5211.52	44.72
		Net Current Assets	Deferred Tax Asset
		704.80	10.26
		Misc. Expenditure	Accumulated Losses
		NIL	NIL
IV	Performance of the Company		
		Turnover (Including other income)	Total Expenditure
		2248.02	2051.81
		Profit / (Loss) before Tax	Profit/(Loss) after Tax
		196.21	161.11
		Earnings per share in Rs	Dividend Rate
		6.32	15%
V	Generic names of Principal Products of the Company:		
	Item Code No.	8425.0000	
	Product Description	Pulley Blocks	

For and on behalf of the Board

Pavan G.Morarka
Chairman & Managing Director

Mumbai : 27th July, 2009

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2009

		As at 31-03-2009	As at 31-03-2008
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Tax & Extraordinary items		196.21	213.20
Add/(Less)Adjustments for:			
Depreciation		50.39	50.38
Interest /Dividend Received		(62.07)	(32.16)
(Profit)/Loss on sale / discarding of Fixed Assets		(6.52)	3.28
Income from Rent & Compensation		(552.81)	(353.80)
Interest paid		49.03	43.94
		<u>(521.98)</u>	<u>(288.36)</u>
Operating Profit before Working Capital changes	a	<u>(325.77)</u>	<u>(75.16)</u>
Trade & Other Receivables		150.14	(24.24)
Inventories		(23.12)	(0.81)
Trade Payables		150.74	80.81
CASH GENERATED FROM OPERATIONS	b	<u>277.77</u>	<u>55.76</u>
Interest Paid		(49.03)	(43.94)
Direct taxes Paid		(56.16)	(57.89)
	c	<u>(105.19)</u>	<u>(101.83)</u>
Cash flow before Extra ordinary items (a+b+c)		<u>(153.19)</u>	<u>(121.23)</u>
Prior Period items(Net)		(0.51)	0.13
		-	-
Net Cash generated from/(used) in operating activities	A	<u>(153.70)</u>	<u>(121.10)</u>
		-	-
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(133.41)	(4.83)
Sale of Fixed Assets		16.20	2.11
Interest/Dividend received		62.07	32.16
Rent and Compensation		552.81	353.80
Loans & Advances		(386.36)	(254.47)
Net Cash generated from/(used in)	B	<u>111.31</u>	<u>128.77</u>
Investing activities		-	-
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from/Repayment long term borrowings		(17.90)	22.46
Security & Other Deposits		101.03	(11.47)
Dividend Paid (including Dividend tax)		(40.12)	(29.83)
Net Cash generated from/(used in)		<u>43.01</u>	<u>(18.84)</u>
Financing activities	C	<u>43.01</u>	<u>(18.84)</u>
Net (decrease)/increase in cash & cash equivalents(A+B+C)		<u>0.62</u>	<u>(11.17)</u>
Cash & Cash equivalent			
At the beginning		22.18	30.28
Cash & Bank balances		(65.38)	(62.31)
Bank Overdraft		(43.20)	(32.03)
		<u>27.05</u>	<u>22.18</u>
At the end of the year		(69.63)	(65.38)
Cash & Bank balances		(42.58)	(43.20)
Bank Overdraft		<u>0.62</u>	<u>(11.17)</u>
Increase (decrease) in Cash & Cash equivalent		<u>0.62</u>	<u>(11.17)</u>
Cash and Cash equivalent represents Cash and Bank Balances and Overdrafts.			

As per our attached report of even date

For and on behalf of
C.L.DALAL & CO.
Chartered Accountants

R.C.JAIN
Partner
Membership No.5180
Mumbai : 27th July, 2009

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

K.D.Shah Director

M.K.Shah Company Secretary
Mumbai : 27th July, 2009

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANY'S ACT, 1956
RELATING TO SUBSIDIARY COMPANY**

Name of Subsidiary Company	Brady & Morris Engg. Co. Ltd.
Financial Year of the Subsidiary Co. ended on	31 st March, 2009
a) Number of Shares of Rs. 10/- each in the Subsidiary Company held by W. H. Brady & Co. Ltd. at the above date (Representing 80.70% of Share Capital of the former)	18,15,690
b) The net aggregate amount of the Profit of the Subsidiary Company so far as it concerns the members of W. H. Brady & Co. Ltd. which has not been dealt with in W.H.Brady & Co. Ltd.'s account upto 31 st March, 2009 are as follows: For the year ended 31.3.2009	51,62,861
For the previous years	93,55,909
c) The net aggregate amount of the Profits of the Subsidiary Company which are dealt with in W. H. Brady & Co. Ltd's account upto 31 st March, 2009 being the Dividends received are as under: For the year ended 31 st March, 2009	27,23,535
For the previous years	1,23,53,447

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

K.D.Shah Director

M.K.Shah Company Secretary

Mumbai : 27th July, 2009



CONSOLIDATED FINANCIAL STATEMENTS

OF

W. H. BRADY & CO. LTD.

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors of W. H. BRADY & Co. LTD.

1. We have examined the attached Consolidated Balance Sheet of W. H. Brady & Co. Ltd. and its Subsidiary as at March 31, 2009, the Profit & Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with generally accepted auditing standards in India. These Standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of the Company and its subsidiary included in the consolidated financial statements.
4. On the basis of information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of the Company and its aforesaid subsidiary, we are of the opinion that:
 - a) The Consolidated Balance Sheet gives a true and fair view of the Consolidated state of affairs of the Company as at 31st March, 2009.
 - b) The Consolidated Profit and Loss Account gives a true and fair view of the Consolidated results of operations of the Company for the year ended on that date
 - c) The Consolidated Cash Flow Statement gives a true and fair view of the Cash Flow for the year ended on that date.

Place: Mumbai
Date : 27th July, 2009

For and on behalf of
C. L. DALAL & CO.
Chartered Accountants

R. C. JAIN
Partner
Membership No. 5180

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

	SCHEDULE	RUPEES	As at 31-3-2009 RUPEES	As at 31-3-2008 RUPEES
I. SOURCES OF FUNDS:				
SHAREHOLDERS' FUNDS				
(a) Share Capital	A	2,55,00,000		2,55,00,000
(b) Reserves & Surplus	B	53,74,12,173		54,64,73,268
			56,29,12,173	57,19,73,268
MINORITY INTEREST				
			1,05,79,076	1,09,92,394
LOAN FUNDS:				
(a) Secured Loans	C	10,75,23,659		9,93,36,289
(b) Unsecured Loans	D	4,38,34,086		3,35,96,130
			15,13,57,745	13,29,32,419
TOTAL			72,48,48,994	71,58,98,081
II. APPLICATION OF FUNDS:				
FIXED ASSETS				
(a) Gross Block	E	79,04,06,607		71,28,45,025
(b) Less: Depreciation		16,57,58,783		13,20,25,727
(c) Net Block		62,46,47,824		58,08,19,298
(d) Capital Work in Progress		84,96,658		2,93,20,150
			63,31,44,482	61,01,39,448
INVESTMENTS				
	F		24,62,143	24,62,143
CURRENT ASSETS LOANS & ADVANCES				
(a) Current Assets	G			
(i) Inventory		12,11,78,237		7,04,82,163
(ii) Sundry Debtors		13,36,87,066		9,72,27,755
(iii) Cash & Bank Balances		75,41,585		73,68,939
(b) Loans & Advances		4,62,27,428		5,48,24,216
		30,86,34,316		22,99,03,073
LESS: CURRENT LIABILITIES AND PROVISIONS				
Net Current Assets	H	22,00,56,236	8,85,78,080	12,85,17,670
DEFERRED TAX ASSET (NET)				
			5,18,917	17,15,440
MISCELLANEOUS EXPENDITURE				
(TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)	I		1,45,372	1,95,647
TOTAL			72,48,48,994	71,58,98,081
NOTES FORMING PART OF ACCOUNTS				
	R			

The above Balance Sheet, Schedules and the relevant notes are authenticated by us.

As per our attached report of even date

For and on behalf of

C.L.DALAL & CO.

Chartered Accountants

R.C.JAIN

Partner

Membership No.5180

Mumbai : 27th July, 2009

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

K.D.Shah Director

M.K.Shah Company Secretary

Mumbai : 27th July, 2009

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2009

	SCHEDULE	Rupees	2008-2009 Rupees	2007-2008 Rupees
INCOME :				
Sales	J		33,34,18,054	25,36,49,488
Other Income	K		8,72,91,243	6,05,35,616
Increase/(Decrease) in Stock	L		3,45,15,351	2,02,32,457
	TOTAL		45,52,24,648	33,44,17,561
EXPENDITURE:				
Cost of Trading Sales/Raw-Materials Consumed/Sold	M		26,10,23,324	18,23,12,407
Payments to and Provisions for Employees	N		3,51,16,313	2,83,49,822
Manufacturing and Other Expenses	O		10,35,02,786	6,74,79,144
Interest	P		1,16,06,062	95,19,774
Depreciation / Amortisation		3,69,91,958		3,64,31,344
Less: Transferred from				
Revaluation Reserve		2,44,34,889		2,57,20,936
			1,25,57,069	1,07,10,408
Expenditure for Increase in Authorised share capital written off			50,275	50,275
Expenditure relating to Bonus Shares			—	50,670
	TOTAL		42,38,55,829	29,84,72,501
Profit for the year			3,13,68,819	3,59,45,060
Provision for Taxation				
Income Tax			61,00,000	1,06,60,000
Wealth tax			28,000	21,300
Deferred Tax			11,96,523	(14,50,701)
Fringe Benefit tax			10,57,000	8,00,000
Profit after Tax			2,29,87,296	2,59,14,461
Add/(Less): Minority Interest			(12,34,736)	(27,68,180)
Prior Years' Adjustments (Net)	Q		(5,28,910)	(2,94,911)
Balance brought forward from the previous year			2,56,42,504	2,91,14,774
Amount Available for Appropriation			4,68,66,154	5,19,66,144
APPROPRIATIONS:				
Utilised for issue of Bonus Shares			—	1,60,00,000
Proposed Dividend (Including Subsidiary Company)			72,00,000	72,00,000
Excess provision of Dividend Tax of earlier year written back.			(4,62,865)	—
Tax on Proposed Dividend			7,60,775	12,23,640
Transfer to General Reserve			18,00,000	19,00,000
Balance carried to Balance Sheet			3,66,42,514	2,56,42,504
			4,68,66,154	5,19,66,144
Basic/Diluted earning per Equity Share			9.01	10.16
Nominal Value per Equity Share			10.00	10.00
NOTES FORMING PART OF ACCOUNTS	R			

The above Profit & Loss Account, Schedules and and the relevant notes are authenticated by us.

As per our attached report of even date

For and on behalf of

C.L.DALAL & CO.

Chartered Accountants

R.C.JAIN

Partner

Membership No.5180

Mumbai : 27th July, 2009

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

K.D.Shah Director

M.K.Shah Company Secretary

Mumbai : 27th July, 2009

**SCHEDULES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AND PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2009**

		As at 31-3-2009 Rupees	As at 31-3-2008 Rupees
SCHEDULE 'A'			
SHARE CAPITAL			
Authorised:			
50,00,000 Equity shares of Rs. 10 each		5,00,00,000	5,00,00,000
Issued and Subscribed :			
25,50,000 Equity Shares of Rs.10 each fully paid (of the above 850000 equity shares of Rs. 10/- each have been allotted as fully paid bonus shares out of Profit & Loss Account, in addition to allotment of 960000 equity shares of Rs.10/- each by capitalisation of Reserve in earlier years making total capitalisation of 1810000 equity shares of Rs.10/- each as fully paid- up bonus shares.)		2,55,00,000	2,55,00,000
TOTAL		2,55,00,000	2,55,00,000
SCHEDULE 'B'			
RESERVES & SURPLUS			
Capital Reserve on Consolidation		1,55,18,825	1,55,18,825
Revaluation Reserve:	49,81,38,311		52,38,59,247
Less: Transferred to Profit & Loss Account	<u>2,44,34,889</u>	47,37,03,422	49,81,38,311
General Reserve	52,00,000		33,00,000
Set aside during the year	<u>18,00,000</u>		19,00,000
	70,00,000		52,00,000
Less: Minority Interest	<u>5,21,100</u>	64,78,900	4,05,300
			47,94,700
Profit & Loss Account	3,75,68,244		2,56,42,504
Less: Minority Interest	<u>(41,42,782)</u>		(23,78,928)
TOTAL		4,17,11,026	2,80,21,432
		53,74,12,173	54,64,73,268
SCHEDULE 'C'			
SECURED LOANS:			
From Banks:			
Term Loans		5,47,16,611	5,36,92,830
Housing Loans		40,07,794	44,64,928
Cash Credit		4,27,60,567	3,52,08,902
Secured by Hypothecation of Vehicles		39,59,795	57,43,011
OTHERS			
Secured by Hypothecation of Vehicles		20,78,892	2,26,618
TOTAL		10,75,23,659	9,93,36,289
SCHEDULE 'D'			
UNSECURED LOANS:			
From a Private Ltd. Company in which a Director is Director		—	17,50,000
DEPOSITS FROM:			
(i) Tenants	3,80,02,636		2,61,29,680
(ii) Dealers	21,31,450		20,16,450
(iii) A Private Limited Company	<u>37,00,000</u>		37,00,000
TOTAL		4,38,34,086	3,18,46,130
		4,38,34,086	3,35,96,130

SCHEDULE 'E'
FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 1-4-2008 RUPEES	ADDITIONS RUPEES	DEDUCTIONS RUPEES	AS AT 31-3-2009 RUPEES	AS AT 1-4-2008 RUPEES	FOR THE YEAR RUPEES	DEDUCTIONS RUPEES	TOTAL 31-3-2009 RUPEES	AS AT 31-3-2009 RUPEES	AS AT 31-3-2008 RUPEES
Buildings on Leasehold Land	61,00,13,766	—	—	61,00,13,766	8,78,86,456	2,61,06,366	—	11,39,92,822	49,60,20,944	52,21,27,310
Residential flat	63,93,114	—	—	63,93,114	3,70,407	3,01,135	—	6,71,542	57,21,572	60,22,707
Bungalow at Ahmedabad	48,648	—	—	48,648	47,863	39	—	47,902	746	785
Freehold Land	1,16,25,600	90,00,046	—	2,06,25,646	—	—	—	—	2,06,25,646	1,16,25,600
Leasehold Land	13,76,653	54,77,853	—	68,54,506	—	—	—	—	68,54,506	13,76,653
Buildings	2,80,56,650	4,32,47,135	—	7,13,03,785	1,65,51,388	21,30,264	—	1,86,81,652	5,26,22,133	1,15,05,262
Ownership Office Premises	33,90,039	—	—	33,90,039	16,18,483	88,578	—	17,07,061	16,82,978	17,71,556
Plant & Machinery	1,82,83,234	12,27,111	4,03,269	1,91,07,076	65,72,166	25,33,579	62635	90,43,110	1,00,63,966	1,17,11,068
Furniture & Fittings	48,83,754	98,58,107	72,147	1,46,69,714	41,66,944	7,08,604	63794	48,11,753	98,57,961	7,16,810
Electrical Installations	20,83,028	29,79,620	2,848	50,59,800	12,80,697	2,35,464	2488	15,13,673	35,46,127	8,02,331
Air Conditioning Machines	8,30,774	23,48,286	57,690	31,21,370	5,59,192	1,28,136	49309	6,38,019	24,83,351	2,71,582
Office Equipments	23,59,856	15,49,496	1,74,984	37,34,368	9,67,527	3,00,074	103149	11,64,452	25,69,916	13,92,329
Vehicles	1,60,38,239	49,40,385	36,77,953	1,73,00,671	65,34,518	31,46,995	2761420	69,20,093	1,03,80,578	95,03,721
Tools & Equipments	11,01,882	11,849	—	11,13,731	8,91,379	30,499	—	9,21,878	1,91,853	2,10,503
Computer Installations	62,83,786	15,29,997	2,19,412	75,94,371	45,48,307	12,74,625	216106	56,06,826	19,87,545	17,35,479
TOTAL	71,27,69,023	8,21,69,885	46,08,303	79,03,30,605	13,19,95,327	3,69,84,358	3258901	16,57,20,783	62,46,09,822	58,07,73,696
Intangible Assets										
Website Development	76,002	—	—	76,002	30,400	7,600	—	38,000	38,002	45,602
TOTAL	71,28,45,025	8,21,69,885	46,08,303	79,04,06,607	13,20,25,727	3,69,91,958	3258901	16,57,58,783	62,46,47,824	58,08,19,298
Capital Work In Progress										
Renovation of Building	—	72,00,714	—	72,00,714	—	—	—	—	72,00,714	—
Building Under Construction	2,85,53,130	—	2,85,53,130	—	—	—	—	—	—	2,85,53,130
Plant & Machinery Under Installation	7,67,020	4,29,694	7,67,020	4,29,694	—	—	—	—	42,96,94	7,67,020
Computer under Installtion	—	12,20,290	3,54,040	8,66,250	—	—	—	—	8,66,250	—
Total Work In Progress	2,93,20,150	88,50,698	2,96,74,190	84,96,658	—	—	—	—	84,96,658	2,93,20,150
Grand Total	74,21,65,175	9,10,20,583	3,42,82,493	79,89,03,265	13,20,25,727	3,69,91,958	3258901	16,57,58,783	63,31,44,482	61,01,39,448
PREVIOUS YEAR	71,83,30,651	2,56,42,710	18,08,186	74,21,65,175	9,68,32,557	3,64,31,344	1238174	13,20,25,727	61,01,39,448	

- NOTES 1): During the financial year 2006-07 Building on Lease Hold Land at Mumbai was revalued at Rs 61,00,00,000 against value of Rs 12,83,27,319 on the basis of revaluation report dtd.01.11.2006 from Registered valuer.Revaluation reserve of Rs 4,81,672,681 was created during the previous year for the increase in value of the Building
- 2): Residential flat is on ownership basis in a co-operative Housing Society including cost of 5 Shares of Rs.50/- each aggregating to Rs.250/- for which certificate is still awaited.
- 3): Depreciation on Building includes Depreciation as relatable to increase on account of revaluation Rs.2,44,34,889/- (Previous year Rs.2,57,20,935) is charged to Revaluation Reserve.

	As at 31-3-2009 Rupees	As at 31-3-2008 Rupees
SCHEDULE 'F'		
INVESTMENTS (LONG TERM):		
OTHER INVESTMENTS:		
UNQUOTED (Non Trade):		
A (i) IN FULLY PAID-UP EQUITY SHARES		
84699 Shares of Rs. 12.50 each of The Ganesh Flour Mills Co. Ltd.	2	2
40000 Shares (Including 20000 Bonus shares) of Rs. 10/- each of Brady Services Private Ltd.	2,00,000	2,00,000
30050 Shares of Rs. 10/- each of Brady Air Ltd. (Formerly known as Brady Satlink Ltd.)	3,00,500	3,00,500
5000 Shares of Rs. 10/- each of Brady Telesoft Private Ltd.	50,000	50,000
100000 Shares of Rs.10/-each of Brady Futures Private Ltd.	10,00,000	10,00,000
13260 shares of Rs. 10 each of G. Claridge & Co. Ltd. (Previous year pledged with a bank on Cash Credit A/c)	2,74,040	2,74,040
(ii) Preference Shares		
520 7% First Cumulative Preference Shares of Rs. 12.50 each of Ganesh Flour Mills Co.Ltd. (Cost Rs. 6645/-)	1	1
VALUE OF UNQUOTED INVESTMENTS	(A) 18,24,543	18,24,543
QUOTED:		
B. (i) IN FULLY PAID-UP EQUITY SHARES (Trade)		
10 Shares of Rs.10 each of Kothari Sugar & Allied Industries Ltd.	100	100
5000 Shares of Rs.10 each of Industrial Investment Trust Ltd.	3,37,500	3,37,500
3500 Shares of Bank of Baroda of Rs.10 each	2,97,500	2,97,500
Value of Quoted Investments	(B) 6,35,100	6,35,100
C. OTHERS		
25 shares of Rs. 100 each fully paid of The Manekchowk Co-operative Bank Ltd.	2,500	2,500
	(C) 2,500	2,500
	(A + B+C) 24,62,143	24,62,143
Market value of Investments	9,80,300	12,34,586

	Rupees	Rupees	As at 31-3-2009 Rupees	As at 31-3-2008 Rupees
SCHEDULE 'G'				
CURRENT ASSETS, LOANS AND ADVANCES				
(A) CURRENT ASSETS:				
1. Stock in Trade (including in transit) (Certified by the Management)				
(a) Trading Goods		76,31,271		55,04,394
(b) Finished Goods		—		—
(c) Semi Finished Goods		7,83,84,119		4,38,68,768
(d) Bought out Components		2,89,22,916		1,60,74,039
(e) Raw Materials		34,58,676		25,28,806
(f) Stores & Loose Tools		22,47,409		15,42,571
(g) Goods in Transit		5,33,846		9,63,585
			12,11,78,237	7,04,82,163
2. Sundry Debtors: (Considered good, unless otherwise stated)				
(1) Debts outstanding for a period exceeding six months		1,82,42,358		3,91,84,264
(2) Other Debts		11,54,44,708		5,80,43,491
			13,36,87,066	9,72,27,755
(3) Cash and Bank Balances:				
(i) Cash on hand		1,73,667		1,10,283
(ii) Bank Balances				
With Scheduled Banks				
(a) On Current account	10,87,682			32,23,708
(b) On Fixed Deposit Account	62,63,608			40,26,514
Interest accrued but not due	16,628			8,434
	62,80,236			40,34,948
		73,67,918		72,58,656
			75,41,585	73,68,939
(B) LOANS AND ADVANCES:				
(Considered Good, unless otherwise stated)				
LOANS:				
ADVANCES:				
Advances Recoverable in Cash or in kind or for value to be received:	1,39,35,899			1,74,58,032
Advance against capital expenditure	—			73,76,644
Advance Payment of Tax etc.	2,77,21,430			2,51,80,542
Fringe Benefit tax	25,81,404			24,20,000
Deposits with Customs, Port trust and others	19,88,695			23,88,998
		4,62,27,428		5,48,24,216
			4,62,27,428	5,48,24,216
TOTAL			30,86,34,316	22,99,03,073

	Rupees	As at 31-3-2009 Rupees	As at 31-3-2008 Rupees
SCHEDULE 'H'			
CURRENT LIABILITIES AND PROVISIONS:			
(A) CURRENT LIABILITIES:			
Sundry Creditors:	12,66,71,677		7,89,70,511
Unclaimed Dividend	3,04,593		2,52,004
		12,69,76,270	7,92,22,515
Advances		5,54,89,260	1,19,63,126
		18,24,65,530	9,11,85,641
(B) PROVISIONS			
Accrued Privilege Leave	11,35,308		9,14,331
For Income Tax(Including wealth tax)	2,57,72,623		2,54,83,558
Proposed Dividend	7,200,000		72,00,000
Tax on Proposed Dividend	7,60,775		12,23,640
For Fringe Benefit tax	27,22,000		25,10,500
		3,75,90,706	3,73,32,029
TOTAL		22,00,56,236	12,85,17,670
SCHEDULE 'I'			
MISCELLANEOUS EXPENDITURE:			
(TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)			
Differential Expenses for Increase in Authorised Capital		1,45,372	1,95,647
TOTAL		1,45,372	1,95,647

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	Rupees	For the year 2008-2009 Rupees	For the year 2007-2008 Rupees
SCHEDULE 'J'			
SALES			
Trading Sales		21,36,45,909	15,35,86,817
'[Including service income Rs.1458352/-(Previous year Rs.1016407/-) (Tax deducted at source Rs.49459/-(Previous year Rs.11522/-)]			
Manufacturing Sales		11,97,72,145	10,00,62,671
TOTAL		33,34,18,054	25,36,49,488
 SCHEDULE 'K'			
OTHER INCOME			
Commission (Gross)		2,10,08,924	96,31,357
(Tax deducted at source Rs.924782/-(Previous year Rs.865382/-)			
Dividend from Investments(Gross)		29,01,535	19,06,190
(Tax deducted at source Rs.NIL (Previous year RsNil/-)			
Rent/Licence Fees(Gross)		4,80,06,510	3,49,35,391
(Tax deducted at source Rs.3491787/- Previous Year Rs.3525055/-)			
Compensation for Maintenance & Service Charges(Tax deducted at source Rs.543371/-)		83,78,208	80,77,308
(Previous year Rs.538012/-)			
Interest Received (Gross)			
(Tax deducted at source Rs.764100/- (Previous Year Rs.34388/-)			
(a) From customers	2,210		4,630
(b) On Income Tax	—		34,155
(c) On Bank Fixed deposit	3,53,997		2,21,350
(d) On others	2,744		28,600
		3,58,951	2,88,735
Insurance claim received		—	3,99,692
Notice pay received		—	17,644
Profit on Sale of fixed Assets		6,92,168	24,237
Service Income (Gross) T.D.S Rs.NIL(Previous Year Rs.15035/-)		20,11,350	23,78,871
Credit Balances written back (Net)		4,92,090	16,64,421
Bad Debts Recovered		87,845	—
Miscellaneous Income		33,53,662	12,11,770
TOTAL		8,72,91,243	6,05,35,616

	Rupees	For the year 2008-2009 Rupees	For the year 2007-2008 Rupees
SCHEDULE 'L'			
INCREASE/(DECREASE) IN STOCKS			
Opening Stock as on 1-4-2008			
i) Finished Goods	—		—
ii) Semi Finished Goods	<u>4,38,68,768</u>		2,36,36,311
		<u>4,38,68,768</u>	2,36,36,311
Less: Closing Stock as on 31-3-2009			
i) Finished Goods	—		—
ii) Semi Finished Goods	<u>7,83,84,119</u>		4,38,68,768
		<u>7,83,84,119</u>	4,38,68,768
TOTAL		<u><u>3,45,15,351</u></u>	<u><u>2,02,32,457</u></u>
 SCHEDULE 'M'			
COST OF TRADING SALES/RAW MATERIALS CONSUMED/SOLD			
I. COST OF TRADING SALES			
Opening Stock		55,04,394	52,43,941
Purchases [(Including service Expenses of Rs. 5251448/- Previous Year Rs. 1193665/-)]		<u>7,01,98,705</u>	10,15,08,570
		<u>7,57,03,099</u>	10,67,52,511
Less: Closing Stock		<u>76,31,271</u>	55,04,394
		<u>6,80,71,828</u>	10,12,48,117
II. RAW MATERIALS CONSUMED/SOLD			
Opening Stock	1,86,02,844		1,46,84,694
Purchases	<u>20,67,30,244</u>		8,49,82,440
	<u>22,53,33,088</u>		9,96,67,134
Less: Closing Stock	<u>3,23,81,592</u>		1,86,02,844
		<u>19,29,51,496</u>	8,10,64,290
TOTAL		<u><u>26,10,23,324</u></u>	<u><u>18,23,12,407</u></u>
 SCHEDULE 'N'			
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES			
Salaries, Wages & Bonus		3,14,83,814	2,54,13,858
Contribution to Provident Fund and Other Funds		26,02,442	19,89,146
Workmen & Staff Welfare Expenses		<u>10,30,057</u>	9,46,818
TOTAL		<u><u>3,51,16,313</u></u>	<u><u>2,83,49,822</u></u>

	Rupees	For the year 2008-2009 Rupees	For the year 2007-2008 Rupees
SCHEDULE 'O'			
MANUFACTURING AND OTHER EXPENSES			
Stores & Loose Tools Consumed		1,23,67,766	89,96,839
Sub Contractors Charges		98,91,131	77,18,658
Repairs to Buildings (Net of Recovery)		8,28,639	14,42,855
Repairs to Plant & Machinery		4,57,650	6,81,733
Repairs & Maintenance -Others		13,02,358	15,47,410
Power & Fuel (Net of Recovery)		13,56,425	10,47,227
Rent		15,80,428	24,65,359
Rates and Taxes(Net of Recovery)		1,83,448	8,94,065
Insurance		4,88,034	3,08,666
Commission & Discount		20,33,189	30,56,585
Sales Promotion/Development Expenses		3,42,569	7,93,775
Directors' Fees		1,73,000	1,49,000
Directors' Entertainment Expenses		46,135	89,482
Directors' Travelling Expenses		36,07,496	30,49,534
Travelling Expenses-others (Including Rs.44324/- for Auditors Previous Year Rs. 17179/-)		68,73,107	43,72,385
Electricity Charges		9,42,537	8,36,592
Legal and Professional Fees		47,92,940	38,95,351
Auditors' Remuneration:			
Audit Fees (inclusive of out of pocket expenses)	2,50,000		2,50,000
Other Services etc.	51,000	3,01,000	43,500
			2,93,500
General Expenses		8,77,559	5,49,053
Bad Debts & Sundry Balances write off		2,65,56,881	14,16,854
Bad debts		1,58,426	19,381
Loss on Sale of Fixed Assets(Net)		61,628	3,43,749
Donation		2,250	4,879
Telephone Expenses		13,59,773	13,20,268
Packing & Forwarding Charges(Net)		16,26,744	1,94,1320
Miscellaneous Expenses		2,52,91,673	1,90,67,295
Service tax paid for earlier year assesment		—	11,66,929
Loss on Investment in shares due to cancellation of shares		—	10400
TOTAL		10,35,02,786	6,74,79,144
Note: Auditors' Remuneration for other Services etc.comprises of :			
Taxation matters		17,500	—
Tax Audit fees		12,500	12,500
Certification work & other Services		21,000	31,000

	For the year 2008-2009 Rupees	For the year 2007-2008 Rupees
SCHEDULE 'P'		
INTEREST		
Term Loans	97,03,165	77,27,397
Others	19,02,897	17,92,377
TOTAL	1,16,06,062	95,19,774
<i>Interest -Others include:</i>		
(a) On vehicle loans.	5,72,415	5,60,165
(b) On Dealership Deposits	41,203	41,320
(c) Service tax	—	3,90,465
	6,13,618	9,91,950
SCHEDULE 'Q'		
PRIOR YEAR ADJUSTMENTS (NET)		
Credit		
Excess provision of expenses written back	46,907	—
Prior year Income	9,056	—
	55,963	
Debit:		
Short provision of Income tax for earlier years	46,973	4,810
Short provision of exps for earlier years(net)	5,37,900	2,90,101
	5,84,873	2,94,911
TOTAL	(5,28,910)	(2,94,911)

**SCHEDULES FORMING PART OF THE CONSOLIDATED ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH 2009**

SCHEDULE 'R'**A. SIGNIFICANT ACCOUNTING POLICIES****1 Basis of Preparation of Financial Statements**

The Company follows the Mercantile System of Accounting and the accounts has been prepared on historical cost convention. The Financial Statements are prepared in accordance with the accounting standards specified in the Companies(Accounting Standards)Rules, 2006 notified by the Central Government in term of section211(3C) of t h e Companies Act,1956

2 Principles of Consolidation

The consolidated financial statements relate to W. H. Brady & Co. Ltd. (the Parent Company), and its subsidiary, Brady & Morris Engg. Co. Ltd., incorporated in India. W. H. Brady & Co. Ltd. holds 80.70% equity shares of Brady & Morris Engg. Co. Ltd.. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the parent company and its subsidiary have been combined on a line – by – line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra – group balances and intra – group transactions resulting unrealized profit or losses. in accordance with accounting standard (AS-21) consolidated financial statements. The amounts shown in respect of reserves comprise the amount of the relevant reserve as per the balance sheet of the parent company and its share in the post – acquisition increase in the relevant reserves of subsidiary.
- b) Consolidated financial statements are prepared by using uniform accounting policies for like transactions and other events in similar circumstance.
- c) The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.
- d) The excess / shortfall of cost to the parent company of its investment in subsidiary over its portion in the subsidiary is recognized in the financial statements as Goodwill / Capital Reserve respectively. The parent company's portion of equity in the subsidiary is determined on the basis of the book value of assets and liabilities as per the financial statements of the subsidiary.

3 Other Significant Accounting Policies

These are set out in the notes to the accounts under "Statement of Accounting Policies" of the financial statements of W. H. Brady & Co. Ltd. and Brady & Morris Engg. Co. Ltd.

B. OTHER NOTES FORMING PART OF CONSOLIDATED ACCOUNTS

- 1) Contingent liabilities not provided for in respect of :-
 - a) Claims against the Company not acknowledged as debts Rs. NIL (Previous Year Rs. NIL/-)
 - b) Disputed sales tax demand under appeal Rs.9,09,031/- (Previous Year Rs. 11,92,548)
 - c) Disputed excise duty demand under appeal Rs.21,433/- (Previous Year Rs. 17,09,477/-)
 - d) Disputed Income Tax demand under appeal Rs.26,47,611/-(Previous Year Rs.8,92,550 /-).
 - e) Claims made by the ex – employees of the Company and pending before the appropriate authorities in respect of reinstatement, lay off wages, etc. which are contested by the Company, the liability whereof is indeterminate.
 - f) Outstanding amount in respect of Guarantees given by Banks aggregating to Rs.3,93,63,717/- (Previous year Rs. 2,78,31,237/-).
 - g) Estimated amount of contracts remaining to be executed on capital account and not provided for in accounts aggregate to Rs.12,95,944/-(Previous year Rs.1,06,21,550/-) against which advances of Rs.7,75,944/-(Previous year Rs.95,38,101/-) have been paid.

2. The position as on 31.3.2009 in respect of 20000 Ordinary Shares of Shree Changdeo Sugar Mills Limited held as securities against the loan given by the Company, continues to be same as reported last year, in as much as the application made u/s 111 of the Companies Act, 1956, against the refusal to transfer the shares in the name of the Company by the said Company is not yet disposed off and the said company has still not returned these shares on refusal of transfer.
3. The Company is engaged primarily in manufacturing & marketing of material handling equipments, textile machinery and stores, etc. Accordingly there are no separate reportable segments as per Accounting Standard – 17 dealing with segment reports.
4. The provision for Income Tax, Fringe Benefit Tax and Wealth Tax made in the Accounts, is considered adequate having regard to the provision of the Income Tax Act, 1961 and the Wealth Tax Act, 1957 as amended up to date.

5. RELATED PARTIES DISCLOSURES: (AS-18)

A) Particulars of parties:

Sl. No	Name	Particulars
1	Brady Services Pvt. Ltd.	Associate
2	Brady Telesoft Pvt. Ltd.	Associate
3	Brady Air Ltd.	Associate
4	Brady Futures Pvt Ltd.	Associate
5	Mr. Pavan G. Morarka	Key Management Personnel

B) Transactions etc. with Related Parties during the year.

Sl. No	Particulars	Associates Rs.	Key Management Personnel Rs.
I	Dividend received during the year	1,40,000 (70,000)	-- (--)
II	Maintenance / Commitment charges received	15,00,000 (15,00,000)	-- (--)
III	Other reimbursements including expenses	37,66,549 (32,90,310)	-- (--)
IV	Outstanding Loan payable	-- (17,50,00)	-- (--)
V	Deposit Balance	37,00,000 (37,00,000)	-- (--)
VI	Sitting Fees paid	-- (--)	28,500 (33,000)
VII	Salary, HRA, PF & other funds cont	-- (--)	13,39,693 (12,13,114)

6. DEFERRED TAXATION:

Breakup of deferred tax Liability (Net) is as follows:

	31.3.2009	31.3.2008
Difference between book depreciation & depreciation under I.T.Act, 1961	3,94,517	12,51,284
Expenditure under Sec. 43B of the I.T.Act, 1961	1,24,400	4,64,156
TOTAL	5,18,917	17,15,440

7. No provision is required to be made in respect of impairment of Assets as required by Accounting Standard No. 28 issued by the Institute of Chartered Accountants of India.
 8. Figures of the previous year have been regrouped wherever necessary to conform to the presentation for the current year.
-

Signature to Schedule A to R

As per our attached report of even date

For and on behalf of

C.L.DALAL & CO.

Chartered Accountants

R.C.JAIN

Partner

Membership No.5180

Mumbai : 27th July, 2009

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

K.D.Shah Director

M.K.Shah Company Secretary

Mumbai : 27th July, 2009

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2009

	As at 31-03-2009 (Rs. in lacs)	As at 31-03-2008 (Rs. in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extraordinary items	313.69	359.45
Add/(Less)Adjustments for:		
Depreciation / Amortisation	125.57	107.10
Interest /Dividend Received	(32.60)	(21.95)
(Profit)/Loss on sale of Fixed Assets	(6.30)	(0.24)
Loss on write off of Investments		0.11
Loss on Fixed Assets discarded		3.54
Income from Rent & Compensation	(563.85)	(430.12)
Interest paid	116.06	95.13
	<u>(361.12)</u>	<u>(165.66)</u>
Operating Profit before Working Capital changes	a (47.43)	193.79
Trade & Other Receivables	(364.59)	(177.37)
Inventories	(506.96)	(250.83)
Other Current Assets		
Loans & Advance	112.99	(153.61)
Trade Payables	898.29	315.45
CASH GENERATED FROM OPERATIONS	b 139.73	(266.36)
Interest Paid	(116.06)	(95.13)
Decrease in Misc Exp	0.51	(1.74)
Direct taxes Paid	(78.32)	(99.97)
	c (193.87)	(196.84)
Cash flow before Extra ordinary items (a+b+c)	(101.58)	(269.41)
Prior Period Items (Net)	(5.29)	(2.95)
Net Cash generated from/(used) in operating activities	A (106.87)	(272.36)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(608.70)	(256.43)
Sale of Fixed Assets	16.20	2.56
Purchase/Sale of Investments	—	—
Interest / Dividend received	32.60	21.95
Rent and Compensation	563.85	349.35
Net Cash generated from/(used in) Investing activities	B 3.95	117.43
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from/Repayment long term borrowings	6.36	170.17
Security & Other Deposits	102.38	—
Dividend Paid (Including Dividend Tax)	(79.61)	(56.16)
Net Cash generated from/(used in) Financing activities	C 29.13	114.01
Net (decrease)/increase in cash& cash equivalents(A+B+C)	<u>(73.79)</u>	<u>(40.92)</u>

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2009

	As at 31-03-2009 (Rs. in lacs)	As at 31-03-2008 (Rs. in lacs)
Cash & Cash equivalent		
At the beginning		
Cash & Bank balances	73.69	51.50
Bank Overdraft	(352.09)	(288.80)
	<u>(278.40)</u>	<u>(237.30)</u>
At the end of the year		
Cash & Bank balances	75.42	73.87
Bank Overdraft	(427.61)	(352.09)
	<u>(352.19)</u>	<u>(278.22)</u>
Increase (decrease) in Cash & Cash equivalent	<u>(73.79)</u>	<u>(40.92)</u>

Cash and Cash equivalent represents Cash and Bank Balances and Overdrafts.

As per our attached report of even date
For and on behalf of
C.L.DALAL & CO.
Chartered Accountants

R.C.JAIN
Partner
Membership No.5180
Mumbai : 27th July, 2009

The above Balance Sheet, Schedules
and the relevant notes are authenticated by us.

For and on behalf of the Board

Pavan G.Morarka Chairman & Managing Director

K.D.Shah Director

M.K.Shah Company Secretary
Mumbai : 27th July, 2009



**ACCOUNTS OF THE
SUBSIDIARY COMPANY**

BRADY & MORRIS ENGG. CO. LTD.

BRADY & MORRIS ENGG. CO. LTD.

BOARD OF DIRECTORS

MR. PAVAN G. MORARKA Chairman

MR. KAUSHIK D. SHAH

MR. GAUTAM DIVAN

MR. M. K. SHAH

AUDITORS

C. L. Dalal & Co.
Chartered Accountants

SOLICITORS

Hariani & Co., Mumbai

BANKERS

UNION BANK OF INDIA

REGISTERED OFFICE

“Brady House”
12/14, Veer Nariman Road
Fort, Mumbai 400001.

WORKS

1. GIDC Industrial Estate
Vatva, Ahmedabad - 382 445
2. Bareja, Sarsa Patia Village, Dist Kheda

REGISTRAR & SHARE TRANSFER AGENTS

BIGSHARE SERVICES PVT. LTD.
E-2/3, Ansa Industrial Estate.
Sakivihar Road, Saki Naka, Andheri (E)
Mumbai – 400 072

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NOTICE

NOTICE is hereby given that the Sixty-third **ANNUAL GENERAL MEETING of the Members of BRADY & MORRIS ENGINEERING CO. LTD.**, will be held on Saturday, 19th September, 2009 at 11.30 a.m. at Maharashtra Chamber of Commerce Trust, Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400 001, to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the Profit & Loss Account for the year ended on that date together with Directors' and Auditors' Report thereon.
2. To declare a Dividend.
3. To elect a Director in place of Mr. Gautam Divan, who retires by rotation, and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

FOR & ON BEHALF OF THE BOARD

PAVAN G. MORARKA
CHAIRMAN

Registered Office:

'Brady House'
12-14, Veer Nariman Road
Fort, Mumbai-400 001.
Mumbai : 27th July, 2009

NOTES :

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY DULY STAMPED COMPLETED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (b) The Register of Members and the Share Transfer Books of the Company will remain closed from 12.09.2009 to 19.09.2009 (both days inclusive).
- (c) Members holding shares in physical form are requested to advise any change of address with complete details and other related matters immediately to Company's Registrar & Transfer Agents, Bigshare Services Pvt. Ltd. Members holding shares in Electronic form should advise their respective Depository Participants about change in address and other related matters and not to the Company or to R & T Agents.
- (d) The dividend on Equity Shares, as recommended by the Board of Directors for the year ended 31st March, 2009, if declared at the meeting, will be paid within 30 days of the date of the Meeting to those members whose names appear on the Register of Members of the Company as on 19.09.2009. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as on 12.09.2009 as per details furnished by National Security Depository Ltd. and Central Depository Service (India) Ltd. for the purpose.
- (e) To disburse dividend through ECS, wherever said facility is available. Members holding shares in electronic mode are requested to initiate requisite steps with their respective depository Participant (DP), to update their bank account details. Members holding shares in physical form are requested to furnish their Bank A/c. details to the Company's Registrar & Transfer Agents, Bigshare Services Pvt. Ltd.,

- (f) Members attending the meeting are requested to bring with them their copy of the Annual Report and Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall. Members who hold shares in electronic form and desirous of attending the meeting are requested to bring alongwith them Client ID and DP ID numbers for easy identification.
- (g) Members are requested to send their queries at least seven days in advance of the meeting so that the information can be made available at the meeting.
- (h) Consequent upon amendment of Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999 the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Government of India.
- (i) Members who have not encashed their dividend warrant(s) for the financial year ended 31.03.2002 and thereafter may approach the Registered Office for revalidation of the Dividend Warrants as the amount of dividend remaining unpaid for a period of seven years shall be transferred to Investor Education & Protection Fund as per the provisions of Section 205A of the Companies Act, 1956. It may be noted that once the unclaimed dividend is transferred to the Central Government as above, no claim shall lie in respect thereof.
- (j) Members holding shares in physical form can avail of the nomination facility by filing Form 2B (in duplicate) with the Company or its Registrar & Share Transfer Agents which will be made available on request and in case of shares held in demat form the nomination has to be lodged with their Depository Participant.
- (k) In addition to National Securities Depository Limited (NSDL), your Company has an arrangement with Central Depository Services (India) Limited (CDSL) to provide Members with flexibility when trading in the Company's shares in electronic form. The Company's shares are compulsorily required to be traded in dematerialised form and therefore, it is beneficial in the interest of the members to dematerialise their shares at the earliest.

FOR & ON BEHALF OF THE BOARD

PAVAN G. MORARKA
CHAIRMAN

Registered Office:
'Brady House'
12-14, Veer Nariman Road
Fort, Mumbai-400 001.
Mumbai : 27th July, 2009

DIRECTORS' REPORT 2008-2009
TO THE MEMBERS OF BRADY & MORRIS ENGINEERING CO. LTD.

Your Directors take pleasure in presenting the Sixty-third Annual Report and Audited Accounts for the year ended 31st March, 2009. Your Company continues to maintain its growth and the results are :

1. FINANCIAL RESULTS:

	2008-2009 (Rs. in Lacs)	2007-2008 (Rs. in Lacs)
a) Gross Sales	2759.98	2195.78
b) Operating Profit before interest and Depreciation	292.95	266.93
c) Less : Interest	100.29	63.96
d) Profit Before Depreciation	192.66	202.97
e) Less : Depreciation	75.18	56.72
f) Profit for the year before Taxation	117.48	146.25
g) Less Provision for Taxation		
(i) Current	36.00	55.60
(ii) Deferred	9.65	(6.45)
(iii) Fringe Benefit Tax	3.07	2.75
Sub – total	48.72	51.90
h) Profit after Taxation	68.76	94.35
i) Add : Prior Year's adjustment	(4.79)	(2.82)
j) Net Profit	63.97	91.53
k) Add: Profit Brought Forward	115.94	71.90
l) Amount available for appropriations	179.91	163.43
m) Less : Appropriations -		
Proposed Dividend	33.75	33.75
Tax on Dividend	5.74	5.74
Transfer to General Reserve	6.00	8.00
Sub – total	45.49	47.49
n) Balance Profit carried to Balance Sheet	134.42	115.94

2. DIVIDEND:

Your Directors are pleased to recommend for the approval of the shareholders Dividend @ 15% i.e. Rs1.50 per share for the year ended 31st March, 2009.

3. WORKING RESULTS:

The Gross Sales of the Company increased from Rs.2195.78 Lacs to Rs.2759.98 Lacs recording a growth of 26%. The Order Booking for the year was higher by 30%. The Profit Before Tax is lower than last year due to higher Interest Cost, Depreciation and volatility in prices of Metals in the 1st half of the Financial Year.

4. FUTURE OUTLOOK:

The Company has initiated steps to improve its cost of production and increase productivity thereby improving profit margins. The pending order position is healthy and the Company is expected to do better in the coming years. The Company is also strengthening its R&D Dept. which would help in improvising the existing designs and products, thereby increasing our market share.

The Company has also acquired land at Chowdwar – Cuttack, Orissa and is exploring the possibility of setting up an Engineering Unit in a joint venture.

5. BOARD OF DIRECTORS:

In accordance with the provisions of Section 256 of the Companies Act 1956 and the Articles of Association of the Company, Mr. Gautam Divan retires by rotation and being eligible offers himself for re-appointment.

6. DIRECTORS' RESPONSIBILITY STATEMENT –

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that :

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period;
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts on a going concern basis.

7. PERSONNEL & PARTICULARS OF EMPLOYEES :

During the year under report, none of the employees of the Company was in receipt of remuneration in excess of the ceilings prescribed under Section 217(2A) of the Companies Act, 1956.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO :

Information required in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure I and forms part of this Report.

9. COMPLIANCE CERTIFICATE :

Pursuant to provisions of Section 383 A of the Companies Act, 1956 and the rules made thereunder, the Company has obtained a Compliance Certificate from Practicing Company Secretary, Ms. Mansi Damania. The same is attached herewith.

10. APPOINTMENT OF AUDITORS :

M/s. C. L. Dalal & Co., Chartered Accountants, hold office till the conclusion of this Annual General Meeting. Pursuant to Section 224(1) of the Companies Act, a Certificate has been furnished by M/s. C. L. Dalal & Co. that their appointment, if made, will be in accordance with the limit specified in sub-section (1-B) of the said Section 224. The members are requested to appoint Auditors for the year from the conclusion of the ensuing Annual General Meeting till the conclusion of the subsequent Annual General Meeting and fix their remuneration.

11. INSURANCE

All the properties of the Company including Factory Building Plant & Machinery, stocks, etc. are adequately insured.

12. Information about the Company and its Directors are furnished in Annexure B to this Report.

13. ACKNOWLEDGEMENT :

The Directors wish to place on record their appreciation of the co-operation and assistance received from Bankers, Customers and Suppliers.

FOR & ON BEHALF OF THE BOARD

PAVAN G. MORARKA

Chairman

Mumbai : 27th July, 2009

ANNEXURE 'A' TO THE DIRECTORS' REPORT

STATEMENT UNDER SECTION 217(1)(E) READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2009.

A) CONSERVATION OF ENERGY :

- a) Company's operations involve low energy consumption. Wherever possible, energy conservation measures have already been implemented and there are no major areas where further energy conservation measures can be taken. However, efforts to conserve and optimise the use of energy through improved operational methods and other means will continue.
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy : NIL
- c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:
Efforts made by us to economise consumption of power had a marginal impact on cost of production.
- d) Total energy consumption per unit of production as per Form-A of the Annexure in respect of industries specified in the Schedule thereto: NOT APPLICABLE

B) TECHNOLOGY ABSORPTION:

Efforts made in Technology Absorption as per Form-B.

FORM - B

1. Research & Development (R & D)

- | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------|
| <ul style="list-style-type: none"> a) Specified areas in which R & D carried out by the Company b) Benefit derived as a result of above R & D c) Future plan of action d) Expenditure on R & D <ul style="list-style-type: none"> i. Capital ii. Recurring iii. Total iv. Total R & D Expenditure as a percentage of total turnover. | } | NONE |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------|

2. Technology Absorption, Adaptation and innovation :

- | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------|
| <ul style="list-style-type: none"> a) Efforts in brief made towards technology Absorption, Adaptation and innovation b) Benefit derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc. | } | NONE |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------|

3. Imported Technology :

During the last five years no technology has been imported hence this is not applicable.

C. Foreign Exchange Earnings and Outgoings

Please refer Notes No.16 to 18 of the Notes on Accounts.

For & On Behalf Of the Board

PAVAN G. MORARKA
Chairman

Mumbai : 27th July, 2009

Annexure B to the Directors' Report for the year ended 31.03.2009

1. Composition of the Board:

Sl. No	Name	Date of appointment
a	Mr. Pavan G Morarka	27.02.1985
b	Mr. Kaushik D Shah	19.05.1994
c	Mr. M. K. Shah	29.06.2007
d	Mr. Gautam R. Divan	28.07.2007

2. Board Meetings held:

Sl. No	Date
a	30.06.2008
b	30.07.2008
c	30.08.2008
d	08.11.2008
e	07.02.2009

3. Directors' attendance record and Directorships held:

No. of Board Meetings held during the year : 5

Sl. No	Name	Position	Board Meetings attended during the year	Whether attended last AGM	Directorship in other public limited companies incorporated in India
A.	Mr. Pavan G Morarka	Chairman & Director	5	Y	W. H. Brady & Co. Ltd. Brady Air Ltd. Shirt Company India Ltd. Global Tradecracker Ltd.
B.	Mr. Kaushik D Shah	Director	5	Y	W. H. Brady & Co. Ltd. Arman Lease & Finance Ltd. Amol Decalite Ltd. Global Tradecracker Ltd.
C.	Mr. M. K. Shah	Director	5	Y	NIL
D.	Mr. Gautam R. Divan	Director	5	Y	HDFC Standard Life Insurance Co. Ltd. HDFC Bank Ltd.

4. Information submitted to the Board:

Among others, this includes:

- Quarterly results of the company
- Minutes of meeting of the share transfer committee
- Information on recruitment of senior officers just below the Board level
- Materially important show cause notices, demand, prosecution and penalty notices
- Fatal or serious accidents or dangerous occurrences
- Materially relevant details in financial obligations to and by the company or substantial non payment of goods sold by the company
- Details of joint venture / collaboration agreements
- Assets purchase and disposal.

5. Remuneration of Directors: sitting fees, salary, perquisites

Sl. No	Name of Director	Relationship with other Directors	Sitting Fees	Salary	Contribution to PF	Total
1	Mr. Pavan G Morarka	Nil	Rs.28,500/-	—	—	Rs.28,500/-
2	Mr.Kaushik D. Shah	Nil	Rs.27,500/-	—	—	Rs.27,500/-
3.	Mr. M. K. Shah	Ni.	Rs.28,500/-	—	—	Rs.28,500/-
4.	Mr. Gautam R. Divan	Nil	Rs.27,500/-	—	—	Rs.27,500/-

6. Share Transfer Committee :

This committee comprises of Mr. Pavan G. Morarka and any one of the other Directors. The committee met once during the year on 09.05.2008 and was attended by Mr. Pavan G. Morarka and Mr. M. K. Shah.

7. Disclosure regarding appointment / reappointment of Directors:

In terms of the Articles of Association of your company, one-third of the Board of Directors are liable for retirement by rotation and are eligible for reappointment in the Annual General Meeting.

On this basis, Mr. Gautam Divan is liable for retirement by rotation this year and has offered himself for reappointment.

Mr. Gautam Divan is a practicing Chartered Accountant and holds Directorship in several companies including HDFC Bank Limited.

8. General Body Meetings: Details of last three AGMs

Financial Year Ended	Date	Time	Venue
31st March, 2006	September 23, 2006	11.30 a.m.	Alexandra Girls' English Institution 31, Hazarimal Somani Marg Mumbai-400 001.
31st March, 2007	September 27, 2007	11.30 a.m.	Maharashtra Chamber of Commerce Trust Oricon House, 6th Floor 12, K. Dubhash Marg, Fort Mumbai-400 001.
31st March, 2008	August 30, 2008	11.30 a.m.	Maharashtra Chamber of Commerce Trust Oricon House, 6th Floor 12, K. Dubhash Marg, Fort Mumbai-400 001.

9. ADDITIONAL INFORMATION TO SHAREHOLDERS:
a. Annual General Meeting

Date	:	19th September 2009.
Venue	:	Maharashtra Chamber of Commerce Trust Babasaheb Dahanukar Sabhagriha Oricon House, 6th Floor 12 K. Dubhash Marg, Fort Mumbai-400 023.
Time	:	11.30 a.m.

b. Financial Calendar:

Financial Year : 1st April to 31st March

Results for each quarter and year ended 31.03.2009 were announced as under:

First quarter	:	30.07.2008	Unaudited
Second Quarter	:	08.11.2008	
Third Quarter	:	07.02.2009	
Fourth Quarter & Financial Year 2008-09	:	27.04.2009	

For the year ending 31st March, 2010, results will be announced in :

First quarter	:	July, 2009
Second Quarter	;	October, 2009
Third Quarter	:	January 2010
Fourth Quarter & Financial Year 2009-10	:	June, 2010

Annual General Meeting for the year ending 31.03.2010 will be held in August / September 2010.

c. Book Closure:

For the purpose of dividend the Register of Members & Transfer Books will remain closed from 12.09.2009 to 19.09.2009 (both days inclusive).

d. Registrar & Share Transfer Agents:

M/s Bigshare Services P Ltd
E-2/3, Ansa Industrial Estate,
Saki Vihar Road,
Saki Naka,
Andheri (East),
Mumbai – 400 072.
Tel No.28470652 • Fax No. 28475207 • Email : info@bigshareonline.com

e. Stock Exchange details:

Name of the Exchange	Stock Code
Bombay Stock Exchange Limited, Mumbai	505690

The ISIN number of your company is INE 856A01017

f. Address for correspondence:

BRADY & MORRIS ENGINEERING COMPANY LIMITED
BRADY HOUSE
12/14, VEER NARIMAN ROAD
FORT,
MUMBAI – 400 001.
Tel : 22048361-5 • Fax : 22041855
Email: bradys@mtnl.net.in
Website: <http://www.bradys.in>

SECRETARIAL COMPLIANCE CERTIFICATE

COMPANY NO. 11-004729.

AUTHORISED SHARE CAPITAL : RS. 5,00,00,000/-.

PAID UP SHARE CAPITAL : RS. 2,25,00,000/-.

The Members,
M/s. BRADY & MORRIS ENGINEERING COMPANY LIMITED
Brady House,
12/14, Veer Nariman Road,
MUMBAI - 400 001.

I have examined the registers, records, books and papers of **M/s. BRADY & MORRIS ENGINEERING COMPANY LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ended on **MARCH 31, 2009**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its officers, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **ANNEXURE - 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as required with the Registrar of Companies or other authorities as prescribed under the Act and the rules made thereunder wherever applicable As per **ANNEXURE - 'B'**.
3. The Company being a Public Limited Company, Comments not required.
4. The Board of Directors duly met 5 [Five] times during the aforesaid Financial Year i.e. on 30.06.2008, 30.07.2008, 30.08.2008, 08.11.2008 and 07.02.2009 and in respect of each meeting proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members during the financial year.
6. The Company held its Annual General Meeting during the year in time i.e. on 30th August, 2008 and in respect of which proper notice was given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not given or advanced any amount as defined in Section 295 of the Companies Act, 1956.
9. The Company has entered into contracts falling within the purview of Section 297 of the Act and necessary compliances of the Act have been made.
10. The Company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Government.
12. The Company has issued duplicate share certificates during the financial year and complied with the provisions of the Law.
13. The Company has:
 - i. delivered all the certificates on allotment of Shares in accordance with the provisions of the Companies Act, 1956.
 - ii. transferred the dividend to a separate account within the stipulated period of five days
 - iii. duly complied with the requirements of Section 217 of the Act.
 - iv. other clauses are not applicable.
14. The Board of Directors of the Company is duly constituted.
15. There was no appointment of Managing Director / Whole Time Director / Manager during the financial year.

16. The company has not appointed any Sole Selling Agents during the financial year.
17. The company was not required to obtain any approvals of the Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued Equity Shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any preference shares/debentures and hence the question of redemption of preference shares/debentures does not arise during the financial year under review.
22. There were no transactions necessitating the Company to keep in abeyance the rights of dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has complied with the provisions of 293(1)(d) of the Act.
25. The Company has complied with the provisions of 372A of the Act.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from the one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the Object of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to Name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment has been imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company is regular in payment of Provident Fund Dues.

Sd/-

CS MANSI DAMANIA

ACS: 22670, COP: 8120

Place: Mumbai

Date: 27.07.2009

ANNEXURE - 'A' TO THE SECRETARIAL COMPLIANCE CERTIFICATE

Name of the Company : M/s. BRADY & MORRIS ENGINEERING COMPANY LIMITED.

DETAILS OF REGISTERS MAINTAINED :

Sr. No.	Section Number	Name of Register
1.	108	Share Transfer Register
2.	150	Register of Members
3.	193	Minutes of all meetings of Board of Directors
4.	193(1)	Minutes of General Meetings
5.	301	Register of Contracts
6.	303	Register of Directors
7.	125	Register of Charges
8.	307	Register of Directors' Shareholding

ANNEXURE - 'B' TO THE SECRETARIAL COMPLIANCE CERTIFICATE

Name of the Company : M/s. BRADY & MORRIS ENGINEERING COMPANY LIMITED.

DETAILS OF FORMS FILED WITH THE REGISTRAR OF COMPANIES :

Sr. No.	Document/ Under Section	Filed on	Whether filed in time	Whether additional fee paid
1.	Annual Return. U/s. 159.	24.09.2008	Yes.	No.
2.	Balance Sheet U/s. 210.	16.09.2008	Yes.	No.
3.	Secretarial Compliance Certificate U/s. 383A.	16.09.2008	Yes.	No.
4.	Form 8 u/s. 125	12.02.2009	Yes	No
5.	Form 8 u/s. 125	10.02.2009	Yes	No
6.	Form 8 u/s. 125	10.02.2009	Yes	No
7.	Form 8 u/s. 125	10.02.2009	Yes	No
8.	Form 8 u/s. 125	24.02.2009	Yes	No

Sd/-

CS MANSI DAMANIA

ACS: 22670, COP: 8120

Place: Mumbai

Date: 27.07.2009

AUDITORS' REPORT

To the members of Brady & Morris Engineering Co. Ltd.

- (1) We have audited the attached Balance Sheet of Brady & Morris Engineering Company Limited as at 31st March 2009, the Profit & Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these Financial Statements based on our audit.
- (2) We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditor's Report) Order 2003 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956 as amended upto date we enclose in the annexure a statement on matters specified therein.
- (4) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit.
- (5) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
- (6) The Balance Sheet and Profit & Loss Account dealt with by this Report are in agreement with the books of accounts.
- (7) In our opinion the Profit & Loss Account and Balance Sheet dealt with by this report comply with the Accounting Standards as required under Section 211 (3C) of the Companies Act, 1956.
- (8) On the basis of the written representations received from the Directors, and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on March 31, 2009 from being appointed as Directors in terms of Clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
- (9) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read with notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009,
 - (ii) in the case of the Profit & Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

For and on behalf of

C. L. DALAL & CO.
Chartered Accountants

R. C. JAIN
Partner

Membership No.5180

MUMBAI : 27th July, 2009

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in paragraph 3 of the Auditors' Report to the members of Brady & Morris Engg. Co. Ltd. on the accounts for the year ended 31st March, 2009.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) The company has physically verified all its fixed assets during the year. No material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed off any major part of Plant & Machinery that would affect the going concern status of the Company.
- (ii) (a) The Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventories. The discrepancies noticed on verification between physical stock and book stock were not material.
- (iii) (a) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 301 of the Act, and therefore, the provisions of clauses (iii) (b), (iii) (c) & (iii) (d) of the Order are not applicable to the Company.
- (b) The Company has not taken any loans secured or unsecured from companies, firms, or other parties covered in the Register maintained under Section 301 of the Act, except interest bearing unsecured loan from its holding company of Rs.237.60 lacs, for which there is no stipulation as to repayment of principal and interest.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the Register required to be maintained under that Section, and
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements in respect of its Holding Company during the year have been made at prices based on the policy laid down and mutually agreed upon for marketing of company's products as in past based on list prices fixed from time to time. However, the reasonableness of such prices cannot be evaluated having regard to prevailing market rates at the relevant time. Regarding the transactions for reimbursement of expenses, receipt for infrastructural services with its Holding Company and for service and maintenance charges with a private limited company, the reasonableness of the prices cannot be evaluated having regard to prevailing market rate as no such transactions have been entered with other parties.
- (vi) According to the information and explanations given to us, the Company has not accepted deposits from the public and hence, the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Act, and the rules framed thereunder, are not applicable to the Company.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) Maintenance of cost record under Section 209(1)(d) of the Companies Act, 1956 is not applicable to the Company.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth tax, Service tax, Custom duty, Excise duty, Cess and any other statutory dues applicable to it.

- (b) On the basis of our examination of documents and records the disputed statutory dues outstanding of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess which have not been deposited with the appropriate authorities are as under:

Name of the Statute	Rs. In Lacs	Forum where dispute is pending
Excise Duty under Central Excise Act 1944	0.21	Asst. Com of Central Excise, Ahmedabad

- (x) In our opinion the Company has no accumulated losses and the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year also.
- (xi) In our opinion, and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) In our opinion the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence, maintenance of records is not applicable.
- (xiii) In our opinion the Company is not a chit fund or nidhi mutual benefit fund/ society and therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other Securities and accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanation furnished to us, the Term Loan raised during the year has been generally applied for the purpose for which the same was obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under Section 301 of the Act and therefore, the provisions of clause 4(xviii) of the Order are not applicable to the Company.
- (xix) According to the information and explanations given to us, the Company has not issued any debenture and therefore, the provisions of clause 4(xix) of the Order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the provisions of clause 4(xx) of the Order with regard to end use of money raised on public issues are not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under review.

For and on behalf of

C. L. DALAL & CO.
Chartered Accountants

R. C. JAIN
Partner

Membership No.5180

MUMBAI : 27th July, 2009

BALANCE SHEET AS AT 31ST MARCH 2009

	Schedule	As at 31/3/2009 Rupees	As at 31/3/2009 Rupees	As at 31/3/2008 Rupees
I. SOURCES OF FUNDS				
1. SHAREHOLDERS' FUNDS				
(a) Capital	A	2,25,00,000		2,25,00,000
(b) Reserves & Surplus	B	2,77,62,178		2,53,13,162
			5,02,62,178	4,78,13,162
2. DEFERRED TAX LIABILITY (NET)			5,07,518	--
3. LOAN FUNDS				
(a) Secured Loans	C	7,47,73,438		6,52,22,131
(b) Unsecured Loans	D	2,90,81,450		2,89,46,450
			10,38,54,888	9,41,68,581
TOTAL			15,46,24,584	14,19,81,743
II. APPLICATION OF FUNDS :				
1. FIXED ASSETS				
(a) Gross Block	E	14,87,12,284		7,31,58,897
(b) Less : Depreciation		3,80,15,195		3,05,91,233
(c) Net Block		11,06,97,089		4,25,67,664
(d) Capital Work in Progress		12,95,944		2,93,20,149
			11,19,93,033	7,18,87,813
2. INVESTMENTS	F		6,28,002	6,28,002
3. CURRENT ASSETS, LOANS AND ADVANCES				
(a) Inventories	G	11,33,42,797		6,49,58,415
(b) Sundry Debtors		9,59,45,876		4,52,24,725
(c) Cash & Bank Balances		48,36,599		51,50,478
(d) Deposits		5,92,591		6,56,474
(e) Loans & Advances		2,45,16,543		3,04,47,343
		23,92,34,406		14,64,37,435
LESS : CURRENT LIABILITIES AND PROVISIONS	H	19,73,76,229		7,76,24,328
Net Current Assets			4,18,58,177	6,88,13,107
III. DEFERRED TAX ASSET				
MISCELLANEOUS EXPENDITURE AND LOSSES				
Expenditure for increase in Authorised Share Capital net of write off Rs.50,275/- previous year Rs.50,275/-)				
			1,45,372	1,95,647
TOTAL			15,46,24,584	14,19,81,743
NOTES FORMING PART OF ACCOUNTS				
	P			

The above Balance Sheet, Schedules and the relevant notes are authenticated by us.

As per our attached report of even date
For and on behalf of
C.L.DALAL & CO.
Chartered Accountants

For and on behalf of the Board

Pavan G.Morarka Chairman

R.C.JAIN
Partner
Membership No.5180
Mumbai : 27th July, 2009

K.D.Shah Director

Mumbai : 27th July, 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2009

	Schedule	2008-2009 Rupees	2007-2008 Rupees
INCOME			
Sales	I	25,11,21,393	1,97,9,81,208
Other Income	J	1,39,59,747	1,04,95,372
Increase / (Decrease) in Stock	K	3,45,15,351	2,02,32,457
	TOTAL	29,95,96,491	22,87,09,037
EXPENDITURE :			
Raw materials and Bought out			
Components Consumed	L	12,12,82,938	8,10,64,290
Trading Purchase		7,46,68,558	5,83,19,917
Payments to and Provisions for Employees	M	2,20,60,394	1,81,98,536
Manufacturing and other expenses	N	5,22,39,321	4,43,31,723
Interest on cash Credit / Term Loan etc.		1,00,29,268	63,96,288
Depreciation/ Amortisation		75,18,143	56,72,189
Differential Expenses for increase in Authorised Share Capital written off.		50,275	50,275
Expenses Related to Bonus Issue written off		—	50,670
	TOTAL	28,78,48,897	21,40,83,888
Profit before Taxation		1,17,47,594	1,46,25,149
Less : Provision for Taxation			
Current Tax		36,00,000	55,60,000
Deferred Tax		9,64,692	(6,44,443)
Fringe Benefit Tax		3,07,000	2,75,000
Profit after Taxation		68,75,902	94,34,592
Add / (Less) : Prior Period Adjustment (Net)	O	(4,78,305)	(2,82,246)
Add : Profit Brought Forward		1,15,93,444	1,46,89,679
Less : Utilised for issue of Bonus Shares		—	(75,00,000)
		1,15,93,444	71,89,679
Amount Available for Appropriation		1,79,91,041	1,63,42,025
APPROPRIATIONS :			
Proposed Dividend		33,75,000	33,75,000
Tax on Proposed Dividend		5,73,581	5,73,581
Transferred to General Reserve		6,00,000	8,00,000
Balance Carried to Balance Sheet		1,34,42,460	1,15,93,444
Earning per share (Refer Note 9 of Schedule P)			
BASIC & DILUTED		3.06	4.19
Nominal Value per equity share		10.00	10.00
NOTES FORMING PART OF ACCOUNTS	P		

The above Profit & Loss Account, Schedules and the relevant notes are authenticated by us.

As per our attached report of even date
For and on behalf of
C.L.DALAL & CO.
Chartered Accountants

For and on behalf of the Board
Pavan G.Morarka Chairman

R.C.JAIN
Partner
Membership No. 5180
Mumbai : 27th July, 2009

K.D.Shah Director
Mumbai : 27th July, 2009

**SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2009 AND PROFIT AND LOSS ACCOUNT
FOR THE TEAR ENDED 31ST MARCH, 2009**

	As at 31.03.2009 Rupees	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
SCHEDULE 'A'			
SHARE CAPITAL			
Authorised :			
50,00,000 Shares of Rs. 10/- each		<u>5,00,00,000</u>	<u>5,00,00,000</u>
Issued & Subscribed :			
22,50,000 (Previous Year 22,50,000) Equity Shares of Rs. 10/- each fully paid up.		<u>2,25,00,000</u>	<u>2,25,00,000</u>
Of the above shares			
(i) 84,290 Equity Shares are allotted as fully paid up pursuant to contracts, without payments being received in cash.			
(ii) 15,00,000 (Previous Year 15,00,000) Equity Shares are allotted as Bonus Shares by capitalisation of profits			
(iii) 18,15,690 (Previous Year 18,15,690) Equity shares are held by the holding company W.H.BRADY & CO. LTD.			
TOTAL		<u>2,25,00,000</u>	<u>2,25,00,000</u>
SCHEDULE 'B'			
RESERVES & SURPLUS :			
REVALUATION RESERVE :			
Balance as per last Balance Sheet		<u>1,16,19,718</u>	<u>1,16,19,718</u>
GENERAL RESERVE :			
Balance as per last Balance Sheet		<u>21,00,000</u>	<u>13,00,000</u>
Add : Set aside during the year		<u>6,00,000</u>	<u>8,00,000</u>
		<u>27,00,000</u>	<u>21,00,000</u>
Profit & Loss Account		<u>1,34,42,460</u>	<u>1,15,93,444</u>
TOTAL		<u>2,77,62,178</u>	<u>2,53,13,162</u>
SCHEDULE 'C'			
SECURED LOANS FROM :			
Bank :			
Cash Credit Account	<u>3,57,97,095</u>		<u>2,86,71,049</u>
Term Loan Account	<u>3,75,56,637</u>		<u>3,46,05,863</u>
Others :		<u>7,33,53,732</u>	<u>6,32,76,912</u>
Hypothecation of Vehicles from			
(i) Banks	<u>12,97,465</u>		<u>17,18,601</u>
(ii) Others	<u>1,22,241</u>		<u>2,26,618</u>
		<u>14,19,706</u>	<u>19,45,219</u>
TOTAL		<u>7,47,73,438</u>	<u>6,52,22,131</u>
SCHEDULE 'D'			
UNSECURED LOANS FROM:			
Holding Company		<u>2,37,60,000</u>	<u>2,37,60,000</u>
Deposits from Others :			
Private Ltd Company	<u>37,00,000</u>		<u>37,00,000</u>
Dealers	<u>16,21,450</u>		<u>14,86,450</u>
		<u>53,21,450</u>	<u>51,86,450</u>
TOTAL		<u>2,90,81,450</u>	<u>2,89,46,450</u>

SCHEDULE 'E'
FIXED ASSETS

Amount in Rupees

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 1.4.2008	ADDITION/ RE- VALUATION	DEDUCTIONS	AS AT 31.3.2009	UPTO 31.3.2008	FOR THE YEAR	DEDUCTIONS	TOTAL AS AT 31.3.2009	AS AT 31.3.2009	AS AT 31.3.2008
Freehold Land	1,16,25,600	90,00,046	—	2,06,25,646	—	—	—	—	206,25,646	1,16,25,600
Leasehold Land	13,76,653	54,77,853	—	68,54,506	—	—	—	—	68,54,506	13,76,653
Buildings	2,80,56,650	4,32,47,135	—	7,13,03,785	1,65,51,388	21,30,264	—	1,86,81,652	5,26,22,133	1,15,05,262
Plant & Machinery	1,82,83,234	12,27,111	4,03,269	1,91,07,076	65,72,166	25,33,576	62,635	90,43,107	1,00,63,969	1,17,11,068
Tools & Implements	10,42,504	11,230	—	10,53,734	8,60,274	25,948	—	8,86,222	1,67,512	1,82,230
Electric Cable & Installation	12,97,961	26,75,072	—	39,73,033	7,15,422	1,78,454	—	8,93,876	30,79,157	5,82,539
Air Conditioning Equipment	1,75,785	21,13,536	—	22,89,321	75,178	83,264	—	1,58,442	21,30,879	1,00,607
Furniture & Fittings	12,09,348	92,87,129	12,520	1,04,83,957	9,72,458	5,59,855	7,351	15,24,962	89,58,995	2,36,889
Office Equipments	15,00,121	11,00,326	60,302	25,40,145	3,78,277	2,35,122	24,195	5,89,204	19,50,941	11,21,844
Water Coolers	55,184	2,21,560	—	2,76,744	33,458	13,839	—	47,297	2,29,447	21,726
Refrigerator	13,650	—	—	13,650	11,741	266	—	12,007	1,643	1,909
Computers	42,95,707	10,48,999	—	53,44,706	29,68,696	10,25,783	—	39,94,479	13,50,227	13,27,011
Vehicles	41,50,497	6,19,482	—	47,69,979	14,21,775	7,24,172	—	21,45,947	26,24,032	27,28,724
Total	7,30,82,894	7,60,29,479	4,76,091	14,86,36,282	3,05,60,833	75,10,543	94,181	3,79,77,195	11,06,59,087	4,25,22,062
Intangible Assets										
Web Site Development	76,002	—	—	76,002	30,400	7,600	—	38,000	38,002	45,602
Total	76,002	—	—	76,002	30,400	7,600	—	38,000	38,002	45,602
TOTAL ASSETS	7,31,58,896	7,60,29,479	4,76,091	14,87,12,284	3,05,91,233	75,18,143	94,181	3,80,15,195	11,06,97,089	4,25,67,664
Capital Work In Progress										
Plant & Machinery Under Installation**	7,67,020	4,29,694	7,67,020	4,29,694	—	—	—	—	4,29,694	7,67,020
Computer under Installation**	—	12,20,290	3,54,040	8,66,250	—	—	—	—	8,66,250	—
Building Under Constuction**	2,85,53,129	—	2,85,53,129	—	—	—	—	—	—	2,85,53,129
Total	2,93,20,149	16,49,984	2,96,74,189	12,95,944	—	—	—	—	12,95,944	2,93,20,149
Grand Total	10,24,79,045	7,76,79,463	3,01,50,280	15,00,08,228	3,05,91,233	75,18,143	94,181	3,80,15,195	11,19,93,033	7,18,87,813
Prevoius Year	7,77,32,898	2,51,59,897	4,13,749	10,24,79,046	2,52,96,678	56,72,189	3,77,634	3,05,91,233	7,18,87,813	—

**Deductions from Capital Work in Progress represents transfer to relative Fixed Assets on Completion / Installation.

	As at 31.03.2009 Rupees	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
SCHEDULE 'F'			
INVESTMENTS (NON TRADE - LONG TERM)			
Unquoted Investments :			
(A) IN SHARES OF JOINT STOCK COMPANY (FULLY PAID UP)			
(a) Equity Shares :			
(1) 78,964 Shares of Rs. 12.50 each of Ganesh Flour Mills Company Ltd. (cost Rs.4,00,037)	1		1
(2) 20,000 Shares (including 10000 Bonus Shares) of Rs.10 each of Brady Services Pvt. Ltd.	1,00,000		1,00,000
(3) 50 shares of Rs.10 each of Brady Air Ltd. (Previously known as Brady Satlink Ltd.)	500		500
(4) 2,500 shares of Rs. 10 each of Brady Telesoft Pvt. Ltd.	25,000		25,000
(5) 50,000 shares of Rs. 10 each of Brady Futures Pvt. Ltd.	5,00,000		5,00,000
(b) Preference Shares : fully paid 520, 7 % First Cumulative Preference Shares of Rs. 12.50 each of Ganesh Flour Mills Co. Ltd. (Cost Rs. 6,645)	1		1
		6,25,502	6,25,502
(B) OTHERS The Manekchowk Co-Op. Bank Ltd. (25 Shares of Rs. 100/- each fully paid)		2,500	2,500
TOTAL		6,28,002	6,28,002
SCHEDULE 'G'			
CURRENT ASSETS, LOANS AND ADVANCES			
(A) INVENTORIES :			
(As valued and certified by a Director)			
(1) Stores	12,46,593		1,79,701
(2) Loose Tools	10,00,817		13,62,870
		22,47,410	15,42,571
(3) Stock in Trade and in Transit			
Bought out Components	2,89,22,916		1,60,74,038
Raw Materials	34,58,676		25,28,806
Semi Finished Goods	7,83,84,119		4,38,68,768
Stock in Transit	3,29,676		9,44,232
		11,10,95,387	6,34,15,844
		11,33,42,797	6,49,58,415
(B) SUNDRY DEBTORS : (Unsecured, Considered good unless otherwise stated)			
1. Over six Months : (Include due by Holding Company Rs. Nil previous year Rs. Nil/-)	1,17,57,541		43,94,530
2. Others : (Include Rs. Nil due by Holding Company previous year Rs.752,242/-)	8,41,88,335		4,08,30,195
		9,59,45,876	4,52,24,725

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	As at 31.03.2009 Rupees	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
SCHEDULE 'G' (CONTD.)			
(C) CASH AND BANK BALANCES :			
(I) Cash on Hand	34,108		41,873
(II) Bank Balance with Scheduled Banks			
(a) Current Account (Including Dividend Account Rs.174398/- Previous Year Rs.129,262/-)	2,59,837		18,26,857
(b) Fixed Deposits Pledged with a bank against issue of Guarantees	45,42,654		32,81,748
		48,36,599	51,50,478
(D) OTHER CURRENT ASSETS :			
(Unsecured, Considered good)			
Security & other Deposits		5,92,591	6,56,474
(E) LOANS AND ADVANCES : :			
(Unsecured, considered good)			
(i) Advances recoverable in cash or in kind or value to be received	1,15,64,269		1,32,14,454
(ii) Advance against Capital Expenditure	---		73,76,644
(iii) Advance payment of Income Tax etc.	1,22,31,274		92,11,245
(iv) Advance payment of Fringe Benefit Tax	7,21,000		6,45,000
		2,45,16,543	3,04,47,343
TOTAL		23,92,34,406	14,64,37,435
SCHEDULE 'H'			
CURRENT LIABILITIES AND PROVISIONS :			
(A) CURRENT LIABILITIES :			
(i) Sundry Creditors (including interest payable Rs. 50072/- previous year Rs.21,719/-). See note no. B 11 of Schedule P	12,45,54,769		5,38,99,612
(ii) Advances received (including Rs.35444253/- from Holding Company Previous Year Nil)	5,44,02,230		90,75,150
(iii) Unclaimed Dividends	1,74,398		1,29,262
		17,91,31,397	6,31,04,024
(B) PROVISIONS :			
(i) Provision for Accrued Privilege Leave	3,07,279		3,11,223
(ii) Provision for Taxation	1,32,41,972		96,00,000
(iii) Provision for Fringe Benefit Tax	7,47,000		6,60,500
(iv) Proposed Dividend	33,75,000		33,75,000
(v) Tax on Proposed Dividend	5,73,581		5,73,581
		1,82,44,832	1,45,20,304
TOTAL		19,73,76,229	7,76,24,328

	Rupees	2008-2009 Rupees	2007-2008 Rupees
SCHEDULE 'I'			
SALES :			
Manufacturing Sales	19,97,93,010		15,68,41,893
Less : Excise Duty	<u>(2,48,77,481)</u>		<u>(2,15,96,775)</u>
		17,49,15,529	13,52,45,118
Trading Sales		<u>7,62,05,864</u>	<u>6,27,36,090</u>
TOTAL		<u>25,11,21,393</u>	<u>19,79,81,208</u>
SCHEDULE 'J'			
OTHER INCOME			
Interest Received (Gross)			
Tax Deducted at Source Rs.63275/- (Previous Year Rs.44098/-)			
a) from Bank on F.D.		3,07,157	1,51,647
b) from Income Tax		—	34,155
c) from Others		<u>2,744</u>	<u>28,600</u>
		3,09,901	2,14,402
Dividend Income		70,000	35,000
Commission Received (Gross) (Tax Deducted Rs.576211/- Previous year Rs.542,012/-)		66,14,485	52,25,216
Service & Maint. Charges (Gross) (Tax Deducted at Source Rs.367908/- Previous Year Rs.374910/-)		15,00,000	15,00,000
Insurance claim recd.		—	3,95,410
Notice Pay received		—	17,644
Sundry Balance written back (net)		1,25,906	—
Profit on sale of /discarded Fixed Asstes (net)		—	24,237
Service Income(Gross) (TDS Rs.Nil Previous Year Rs.15035/-)		20,11,350	23,78,871
Misc.Income (see Note below)		33,28,105	7,04,592
(Including sale of Scrap Rs.164328/- Previous Year Rs.429439/- and difference in fluctuation of foreign exchange Rs. Nil previous year Rs.193717/-)			
TOTAL		<u>1,39,59,747</u>	<u>1,04,95,372</u>
SCHEDULE 'K'			
INCREASE / (DECREASE) IN STOCKS			
Opening Stock as on 01.04.2008			
(1) Finished Goods	—		—
(2) Semi Finished Goods	4,38,68,768		2,36,36,311
(3) Scrap	—		—
		4,38,68,768	2,36,36,311
Less : Closing Stock as on 31.3.2009			
(1) Finished Goods	—		—
(2) Semi Finished Goods	7,83,84,119		4,38,68,768
(3) Scrap	—		—
		7,83,84,119	4,38,68,768
TOTAL		<u>3,45,15,351</u>	<u>2,02,32,457</u>
Note:			
Miscellaneous Income includes:			
a) Sale of Scrap		1,64,328	4,29,349.00
b) Business Infrastructure Services (from Holding Co.) (Tax deducted at Source Rs.69439/-)		30,00,000	—

	Rupees	2008-2009 Rupees	2007-2008 Rupees
SCHEDULE 'L'			
CONSUMPTION OF RAW MATERIALS AND BOUGHT OUT COMPONENTS			
Opening Stock as on 01.04.2008			
(I) Raw Materials	25,28,806		29,23,013
(II) Bought out Components	1,60,74,038		1,17,61,681
		1,86,02,844	1,46,84,694
Add : Purchases during the year inclusive of incidental expenses			
(I) Raw Materials	2,88,45,713		1,56,23,108
(II) Bought out Components	10,62,15,973		6,93,59,332
		13,50,61,686	8,49,82,440
		15,36,64,530	9,96,67,134
Less : Closing Stock as on 31.03.2009			
(I) Raw Materials	34,58,676		25,28,806
(II) Bought out Components	2,89,22,916		1,60,74,038
(III) Stock in Transit	—		—
		3,23,81,592	1,86,02,844
TOTAL		12,12,82,938	8,10,64,290
SCHEDULE 'M'			
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES			
(I) Salaries, Wages, Bonus, Allowances Etc.	1,98,87,890		1,63,93,809
(II) Contribution to Provident and other Funds / Schemes (Includes contribution to Approved Gratuity Fund Rs. 201456/- Previous year Rs.180461/-)	16,32,233		12,54,496
(III) Workmen & Staff Welfare Expenses	5,40,271	2,20,60,394	5,50,231
TOTAL		2,20,60,394	1,81,98,536
Salaries, Wages, Bonus etc., include:			
a. Bonus - additional for the previous year		—	41,953
b. Provision for accrued privilege leave		—	3,11,223
c. Provision for Ex gratia in lieu of bonus for the year		2,51,840	1,88,057
d. Reinstatement allowance per Court's order		1,72,553	36,530

	Rupees	2008-2009 Rupees	2007-2008 Rupees
SCHEDULE 'N'			
MANUFACTURING AND OTHER EXPENSES			
Stores / Loose Tools consumed		1,23,67,766	89,96,839
Sub Contractors' Charges		98,91,131	77,18,658
Power & Fuel (Net of recovery)		13,56,425	10,47,227
Repairs to Building		1,83,991	237
Repairs to Machinery		4,57,650	6,81,733
Other Repairs		3,75,661	3,37,052
Rent (includes Rs.396000/- to Holding Co. Previous year Rs396000/-)		13,83,519	14,01,094
Reimbursement of Administration & Other Expenses to Holding Co.		16,99,680	16,99,681
Rates & Taxes (Net of recovery)		77,781	49,155
Bad Debts & other irrecoverable amounts written off net		1,58,426	19,381
Insurance		2,78,201	1,64,861
Commission / Discount		40,11,559	42,67,154
(Including Rs.739077/- to Holding Co.Previous Year Rs.2130507/-)			
Directors' Fees		1,12,000	96,000
Directors' Travelling Expenses		9,42,925	6,05,448
Travelling Exp. - Others		20,07,188	17,60,053
Legal & Professional Charges		18,63,916	13,93,424
Service Tax		—	65,044
Auditors' Remuneration			
A) Audit Fees	50,000		50,000
B) For other Services	9,000		26,000
		59,000	76,000
Bank Charges		19,96,365	12,96,173
Miscellaneous Expenses (Net of Recovery)		1,29,94,278	1,26,41,157
(Including Rs.44324/- for Auditors Travelling Previous Year Rs.17179/-)			
Loss on Sale of Fixed Assets		21,859	15,352
TOTAL		5,22,39,321	4,43,31,723
NOTES:			
1. Auditors' Remuneration for Other Services comprises of:			
Taxation Matters		—	—
Tax Audit Fees		5,000	5,000
Certification Work & Other Services		4,000	21,000
TOTAL		9,000	26,000
2. Miscellaneous Expenses include Erection & Commissioning Expenses		21,62,705	31,81,184
SCHEDULE 'O'			
Prior Period Adjustment (NET)			
Credit :			
Provision for Accrued Privilege Leave written back	3,944	3,944	—
Debit :			
Short Provision of Expenses in earlier year	4,36,777		2,77,436
Short provision of Income Tax & FBT for earlier years	45,472		4,810
TOTAL		4,82,249	2,82,246
		4,78,305	2,82,246

SCHEDULE 'P'

A. SIGNIFICANT ACCOUNTING POLICIES – 31.03.2009

1. ACCOUNTING CONCEPTS :

The accounts have been prepared on historical cost convention. The company follows the *accrual basis of accounting*. The Financial Statements are prepared in accordance with the accounting standards specified in the Companies (Accounting Standards) Rules, 2006 notified by the Central Government in terms of section 21 (3C) of the Companies Act, 1956.

2. USE OF ESTIMATES :

The presentation of financial statements requires certain estimates and assumptions. These estimates and assumptions affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known /materialized

3. REVENUE RECOGNITION :

Revenue (income) is recognized when no significant uncertainty as to the measurability or collectibility ability exists

4. FIXED ASSETS AND DEPRECIATION :

- (a) Fixed Assets, other than unsold portion of land at Mumbai, are stated at their original cost including the expenditure incurred in connection with the shifting of the factory by apportioning the same as under :
 - (i) direct expenditure to the respective fixed assets;
 - (ii) indirect expenditure on pro-rata basis to the related fixed assets;
- (b) Unsold portion of Land at Mumbai is stated at Revalued amount as per Valuation Report in the year 1993-94 at Rs.1,16,25,600/- against the cost of Rs.32,630/-.
- (c) Depreciation is charged on fixed assets at the written down value method as per the rates prescribed under Schedule XIV of the Companies Act, 1956 as amended. Depreciation on additions during the year is provided on pro-rata basis. No depreciation is provided on deduction from assets in the year.
- (d) Intangible assets are written off over a period of 10 years in ten equal installments.
- (e) Interest paid on Term Loan for acquisition of fixed assets is capitalized up to the date of installation / ready to use.

5. FOREIGN CURRENCY TRANSACTIONS :

All monetary assets and liabilities remaining unsettled at the year end are translated at the closing exchange rate. Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the relevant head of the Profit & Loss Account except in case where they relate to acquisition of Fixed Assets in which case they are adjusted in the carrying cost of such assets / capital work in progress and the relevant loan account.

6. INVESTMENTS :

- (a) Quoted investments are stated at cost or market value whichever is less.
- (b) Unquoted investments are stated at cost and other unquoted investments which are not realisable, are stated at token value of Re.1/- each by writing down the value of investments.
- (c) Investments in Govt. Securities are stated at cost.

7. INVENTORIES :

These are valued as under:

Stores; Loose Tools; Spare parts; Bought out components, Raw materials and Work-in-progress, Trading goods, and Finished Goods at lower of cost or at net realizable value, and Scrap at realizable value.

8. GRATUITY / RETIREMENT BENEFITS :

- (a) Incremental liability for Gratuity is accounted based on actuarial valuation certificate received from an Actuary as per Accounting Standard 15 issued by the Institute of Chartered Accountants of India
- (b) Liability for unavailed Privilege leave is accounted on the basis of actuarial certificate received from an Actuary as per Accounting Standard 15 issued by the Institute of Chartered Accountants of India

9. CONTINGENT LIABILITES :

Contingent Liabilities are not provided for and are disclosed by way of notes.

10. DEFERRED REVENUE EXPENDITURE :

- (a) Compensation payable on closure of unit / voluntary block retirement is accounted by spreading the total expenditure over a period of five years in equal instalments.
- (b) Expenses incurred due to increase in Authorized Share Capital is equally spread over for a period of five years.
- (c) Expenditure incurred in connection with issue of Bonus Shares is charged to Profit & Loss Account in the year in which it is incurred.

11. TAXES ON INCOME :

Income taxes / expenses comprise both, current & deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using enacted tax rates.

12. PROVISIONS & CONTINGENT LIABILITIES :

Provisions are recognized for present obligation of uncertain timing or amount as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not possible that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability, unless the probability of outflow of resources embodying economic benefits is remote.

Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain events are also disclosed as contingent liabilities unless the probability of outflow of resources embodying economic benefit is remote.

B NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31.03.2009**1. CONTINGENT LIABILITIES IN RESPECT OF :**

- (a) Excise Duty demanded by the various Orders and Show Cause Notices received from Excise Authorities aggregating to Rs.21,433/- (Previous year Rs. 17,09,477/-) on Company.
 - (c) Sales Tax demanded of Rs.NIL/- (previous year Rs.2,83,522/-) in terms of orders received.
 - (c) Claims made by the ex-employees of the Company and pending before the appropriate authorities in respect of dues, reinstatement, permanency etc. which are contested by the Company the liability whereof is indeterminate.
 - (d) In respect of Guarantees aggregating to Rs.3,18,74,044/- (Previous Year Rs. 2,38,77,770/-) given to clients by the Company's bankers for Performance / Advance Guarantees against counter guarantees given by the Company to the said bankers.
 - (e) Estimated amount of contracts remaining to be executed on capital account and not provided for in accounts aggregate to Rs.12,95,944/- (Previous Year 1,06,21,550/-) against which advances of Rs.7,75,944/- (Previous Year Rs.95,38,101/-) have been paid.
2. As reported earlier, the Company had filed appeal with the Company Law Board against the dismissal of the Company's application by the said Board in 1982 in connection with the transfer of 54000 Equity Shares of the Ganesh Flour Mills Co. Ltd. to its name. The appeal is pending for final hearing and disposal. However, by way of abundant caution, the Company during the year ended 31st March, 1994, stated the value of the said investment at a token figure of Re.1 each by writing off the investment.

- 3 (a) The Company has been granted Working Capital Facilities aggregating to Rs.1150 lacs. (previous year Rs.630 lacs) by the Bankers which is inclusive of the facilities for Letter of Guarantee, Letter of Credit, etc. of Rs.650 lacs (previous year Rs.350 lacs) which are secured by hypothecation of raw material, stock-in-process, finished goods and book debts.
- (b) The Company has been granted Term Loans I & II of Rs.586 Lacs (previous year Rs.586 Lacs). The Term Loan I of Rs.250 Lacs is secured by equitable mortgage of existing factory land & building and hypothecation of entire plant & machinery at Vatva. The term Loan II of Rs.336 Lacs is secured by equitable mortgage of factory land & building at Plot No.326-B, Sarsa Kanera Road, Sarsa Patia, Village Kanera, Dist. Kanera, Gujarat and Extension of Factory Land and Building at Vatva.
- (c) The above facilities are further collaterally secured against commercial building at 414, Senapati Bapat Marg, Lower Parel, Mumbai-4000 013, Factory land & building at 505, GIDC, Phase IV, Vatva, Ahmedabad and factory land & Bldg. at Plot No.326-B, Sarsa Kanera Road, Sarsa Patia, Village Kanera, Dist. Kanera, Gujarat, by way of first charge on the prime and collateral security as mentioned above.
- (d) The Term Loan I of Rs.250 Lacs is repayable in 40 equal monthly installments after 12 months moratorium period from the date of 1st disbursement on 29.03.07 and the Term Loan II of Rs.336 Lacs is repayable in 60 equal monthly installments after 3 months moratorium period from the date of 1st disbursement on 08.10.07.

4. (i) Interest on Cash Credit etc. of Rs.1,00,29,268/- (Previous Year Rs.6396288/-) is inclusive of following:-

	Current Year	Previous Year
	Rupees	Rupees
(a) Against Hypothecation of Vehicles	1,55,446	236806
(b) On Term Loans	12,66,054	1452327
(c) Others	4,60,435	64393
(d) On Dealership Deposits	1,25,655	116443
(e) Interest to Holding Company	29,40,212	772039
(f) Interest under Income Tax Act	1,846	—
Total	49,49,648	26,42,008
(ii) a) Interest on Term Loan capitalized	44,44,569	26,04,878
b) Interest on Loan from Holding Co. capitalised	4,01,184	4,98,591
Total	48,45,753	31,03,469
(iii) Miscellaneous Expense include for Donation	1,001	2100

5. Retirement Benefits to Employees (AS 15):

- a. In accordance with provisions of Accounting Standard (AS-15), as at 31.03.2009 the Company is not required to make provision for unavailed Privilege Leave for the year in respect of present liability for future payment based on certificate issued by Actuarial valuer of Rs.307279/- (Previous year Rs.3,11,223/- up to 31.03.08). Accordingly, excess provision of Rs.3,944/- has been credited to Profit & Loss Account.
- b. Details of Employee Benefits as required by the Accounting Standard -15 " Employee Benefits" are as follows:

(I) Defined Contribution Plans

During the year ended 31st March 2009, the company has recognized the following amounts in the profit loss account:

	Current Year	<u>Rs.in lacs</u> Previous Year
— Contribution to Provident Fund and Family Pension Fund	8.97	7.66

The above amounts are included in 'Contribution to Provident Fund' and other funds' under 'Payment to and provisions for employees in Schedule M

(II) Defined Benefit Plan (Funded)

a) A general description of the Employees Benefit Plan:

The company has an obligation towards gratuity, a funded benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement/death while in employment or on termination of the employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

b) Details of defined benefit Plan – As per Actuarial Valuation as on 31st March, 2009.

Particulars	Rs.in lacs	
	Current Year	Previous Year
I. Components of employer expenses		
1. Current Service Cost	1.30	0.94
2. Interest Cost	0.73	0.62
3. Expected Return on Plan Assets	(0.19)	(0.69)
4. Actuarial Losses/(Gains)	(1.08)	-(0.94)
5. Total Expense recognized in the profit & loss account (included in 'Contribution to provident fund, and other funds' under 'Payment to and provisions for employees in Schedule M).	2.01	1.80
II. Actual Contribution and Benefit Payments for the year ended 31st March, 2009		
1. Actual Benefit payments	(1.38)	(0.66)
2. Actual Contributions	2.01	1.80
III. Net asset/(liability) recognized in the Balance Sheet as at 31st March, 2009		
1. Present Value of Defined Benefit Obligation	9.62	8.49
2. Fair Value of Plan Assets	9.62	8.49
3. Funded status[Surplus/(Deficit)]	—	—
4. Unrecognized Past service Cost	—	—
5. Net asset/(liability) recognized in the Balance sheet	2.01	1.80
IV. Change in Defined Benefit Obligation during the year ended 31st March, 2009		
1. Present Value of Defined Benefit Obligation as at 1st April, 2008	8.49	7.16
2. Current Service Cost	1.30	0.94
3. Interest Cost	0.73	0.62
4. Curtailment Cost/(Credit)	—	—
5. Settlement Cost/(Credit)	—	—
6. Plan amendments	—	—
7. Acquisitions/ Amalgamations	—	—
8. Actuarial (gain)/losses	0.46	0.43
9. Benefits paid	(1.38)	(0.66)
10. Present Value of Defined Benefit Obligation as at 31st March, 2009	9.62	8.49

	Rs.in lacs	
	Current Year	Previous Year
V. Change in Fair Value of Plan Assets during the year ended 31st March, 2009		
1. Plan Assets as at 1st April, 2008	8.49	7.16
2. Acquisitions/ Amalgamations	--	--
3. Expected Return on Plan Assets	0.19	0.69
4. Actuarial (Gains)/losses	0.62	0.50
5. Actual Company Contributions	2.01	1.80
6. Benefits paid.	(1.38)	(0.66)
7. Plan Assets as at 31st March 2009	9.62	8.49

VI. Actuarial Assumptions

1. Discount Rate	8.00%	8.00%
2. Expected rate of Return on plan Assets	8.00%	8.00%
3. Salary Escalation rate	3.00%	3.00%

VII. The expected rate of return on the plan assets is based on the average long term rate of return expected on investment of the Fund during the estimated term of the obligations. The actual return on plan assets is Rs.18,948/- (Previous Year Rs.69,069/-)

VIII. The assumption of the future salary increases, considered in actuarial valuation, takes into account in inflation, seniority, promotion and other relevant factors.

	Rs.in lacs	
	Current Year	Previous Year
IX. The major categories of Plan Assets as a percentage of the total plan assets		
1. Insurer Managed Funds	—	—
2. Others	9.62	8.49
3. Total	<u>9.62</u>	<u>8.49</u>

X. Experience Adjustments

1. Present Value of Defined Benefit Obligation as at 31st March, 2009	9.62	8.49
2. Fair Value of Plan Assets as at 31st March, 2009	9.62	8.49
3. Fund status [Surplus/(Deficit)]	—	—
4. Experience adjustment on Plan liabilities	—	—
5. Experience adjustment on Plan liabilities	—	—

6. SEGMENT INFORMATION (AS-17)

The Company is engaged primarily in manufacture of material handling equipments. Accordingly there are no separate reportable segments as per Accounting Standard – 17 dealing with segment reports.

7. RELATED PARTIES DISCLOSURES: (AS-18)

A) Particulars of parties where control exists

I) W. H. Brady & Co. Ltd.	Holding Company
II) Other related parties –	
Brady Services Pvt. Ltd.	Associate
Brady Telesoft Pvt. Ltd.	Associate
Brady Air Ltd.	Associate
Brady Futures Pvt. Ltd.	Associate
III) Mr. Pavan G. Morarka (Chairman)	Key Management Personnel

B) Transactions etc. with Related Parties during the year

	Holding Co.	Associates	Key Management Personnel
	Rs.	Rs.	Rs.
I Sale of Products inclusive of taxes etc.	5,51,43,384	—	—
	(3,51,72,553)	(—)	(—)
II Purchase of Products	14,79,349	—	—
	(28,10,289)	(—)	(—)
III Reimbursement of expenses received	(—)	37,66,549	—
	(—)	(32,90,310)	(—)
IV Dividend paid during the year	27,23,535	—	—
	(18,15,690)	(—)	(—)
V Dividend received during the year	—	70,000	—
	(—)	(35,000)	(—)
VI Maintenance/ commitment/ charges received during the year	—	15,00,000	—
	(—)	(15,00,000)	(—)
VII Other expenses including reimbursements paid	16,22,571	—	—
	(4,98,579)	(—)	(—)
VIII Commission paid incl. Service Tax	26,57,671	—	—
	(21,30,507)	(—)	(—)
IX Commission Received incl. Service Tax	7,39,073	—	—
	(8,05,001)	(—)	(—)
X Outstanding receivables on current account	—	—	—
	(7,52,242)	(—)	(—)
XI Deposit Balance	—	37,00,000	—
	(—)	(37,00,000)	(—)
XII Sitting fees paid	—	—	28,500
	(—)	(—)	(33,000)
XIII Interest paid	33,41,396	—	—
	(12,70,630)	—	—
XIV Rent paid incl. Service Tax	4,44,268	—	—
	(4,44,658)	—	—
XV Reimbursement of Infrastructure & other expenses, etc.	19,06,846	—	—
	(19,09,764)	—	—
XVI Long Term Loan received	2,37,60,000	—	—
	(2,37,60,000)	(—)	(—)
XV Service Income incl. Service Tax	33,70,800	—	—
	(—)	(—)	(—)

NOTE: Figures in brackets indicate corresponding figures of previous year.

8. EARNING PER SHARE (AS-20)

	Current Year 2008-09 Rupees	Previous Year 2007-08 Rupees
a) Calculation of weighted average number of equity shares of Rs.10/- each		
Number of shares at the beginning of the year	22,50,000	15,00,000
Bonus Shares issued during the year	—	7,50,000
Total number of equity shares outstanding at the end of the year	22,50,000	22,50,000
b) Net profit after tax available for equity shareholders (Rupees)	68,75,902	94,34,592
c) Basic and Diluted Earning per share (Rupees)	3.06	4.19

9. DEFERRED TAXATION :

Break up of Deferred Tax Liability / Asset (Net) is as follows:-

	31.03.2009 Rs.	31.03.2008 Rs.
Tax on Difference between book depreciation and depreciation under Income Tax Act, 1961	(5,27,521)	2,58,757
Tax on Expenditure under Sec. 43B of the Income Tax Act, 1961	20,003	1,98,417
TOTAL – DEFERRED TAX ASSET / (LIABILITY)	(5,07,518)	457174

10. IMPAIRMENT OF ASSETS :

At each balance Sheet date the company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets have suffered impairment loss. If any such indication exists the company estimates the recoverable amount of such assets. If recoverable amount of the assets or cash generating unit to which the assets belong is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and debited to the Profit and Loss account. If at the balance sheet date there is an indication of a previously assessed impairment loss no longer existing, then recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciated historical cost.

11. Micro, Small and Medium Enterprises

The Company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006. However based on the information available with the company there are no outstanding dues to such Micro, Small and Medium Enterprises.

12. CAPACITY, PRODUCTION AND SALES (AS CERTIFIED BY A DIRECTOR AND RELIED UPON BY THE AUDITORS)

A. MANUFACTURED GOODS

	Capacity installed (Per Annum)	Production Nos.	Sales	
			Nos.	Rupees
Pulley Blocks incl. EHB	4000	3343 (3380)	3343 (3380)	13,41,98,848 (10,95,90,115)
Elevating Trucks	600	9 (—)	9 (—)	79,530 (—)
Spares & Components for Pulley Blocks, etc.	—	—	—	1,28,07,795 (58,82,542)
Cranes	156	60 (76)	60 (76)	5,27,06,837 (4,13,69,237)
Bread Plants	10	—	—	—
Confectionery Dies	60	—	—	—
Spares & Components For Bread Plant, etc.	—	—	—	—
Bakery / Biscuit Machinery	50	—	—	—
Textile / Sugar Machinery Spares, etc.	Rs.10 lacs	—	—	—
Total Sales of Engineering Products as per Schedule I		3412 (3456)	3412 (3456)	19,97,93,010 (15,68,41,894)

Note: Figures in brackets indicate corresponding figures of previous year.

B. TRADING GOODS

	ENGINEERING PRODUCTS	
	QUANTITY	VALUE (RS.)
Opening Stock	—	—
	(—)	(—)
Purchases	Diverse Items	7,46,68,558 (5,83,19,917)
Sales	Diverse Items	7,62,05,864 (6,27,36,090)
Closing Stock	—	—
	(—)	(—)

13. (I) Raw Materials Consumed :

	2008-2009		2007-2008	
	QTY.	VALUE	QTY.	VALUE
	M.T.	Rs.	M.T.	Rs.
(a) Steel	631.93	2,79,15,842	381.36	1,60,17,315
(b) Non-Ferrous	—	—	—	—
TOTAL	631.93	2,79,15,842	381.36	1,60,17,315

(ii) Value of imported and indigenous Raw Materials consumed and percentage thereof to total value of consumption.

	IMPORTED		INDIGENOUS		TOTAL VALUE	
	2008-2009	2007-2008	2008-2009	2007-2008	2008-2009	2007-2008
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Value	--	--	27915842	16017315	27915842	16017315
Percentage	--	--	100	100	100	100

14. SPARE PARTS AND COMPONENTS CONSUMED:

Value of imported and indigenous Spare Parts and Components consumed and percentage thereof to total value of consumption:

	IMPORTED		INDIGENOUS		TOTAL VALUE	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Value	Nil	Nil	93367095	65046976	93367095	65046976
Percentage	Nil	Nil	100	100	100	100

15. STOCKS OF GOODS PRODUCED :

	OPENING		CLOSING	
	QTY.	VALUE	QTY.	VALUE
	Nos.	Rs.	Nos.	Rs.
(a) Pulley Blocks	—	—	—	—
(b) Cranes	—	—	—	—
(c) Other Spare Parts & Accessories	—	—	—	—
(d) Scrap	—	—	—	—
TOTAL	—	—	—	—

16. Remittance in foreign currency on account of Dividend Rs.2,08,800/- (Previous Year Rs.1,39,200/-)

	31.03.2009	31.03.2008
	Rs.	Rs.
17. C.I.F. Value of Imports of Trading Goods	—	—
18. Expenditure & Earning in Foreign Exchange:		
(a) Expenditure on Travelling	43,728	—
(b) Earning (FOB) value of Exports	—	46,02,867
19. Previous Year's figures have been regrouped wherever necessary to make them comparable with Current Year.		
20. Balance Sheet Abstract and Company's General Business Profile:		
I. Registration Details :		
Registration No.		4729
State Code No.		11
Balance Sheet Date		31st March, 2009
II. Capital raised during the year (Amount in Thousands of Rupees)		
Public Issue		Nil
Rights Issue		Nil
Bonus Issue		Nil
Private Placement		Nil
III. Position of Mobilisation and Deployment of Funds (Amount in Thousand of Rupees)		
Total Liabilities		154625
Total Assets		154625
SOURCES OF FUNDS :		
Paid-up Capital		22500
Reserves and Surplus		27762
Secured Loans		74773
Unsecured Loans		29082
Deferred Tax Liability		508
Total		154625
APPLICATION OF FUNDS :		
Net Fixed Assets		111993
Investments		628
Net Current Assets		41859
Deferred Tax Asset		---
Miscellaneous Expenditure		145
Accumulated Losses		---
Total		154625
IV. Performance of the Company : (Amount in Thousand of Rupees)		Rs.
Turnover (including other Income)		2,99,596
Total Expenditure		2,87,849
Profit before Tax		11,747
Profit after Tax (including Fringe Benefit Tax)		6,876
Earnings per share in Rs.		3.06
Dividend Rate (%)		15

V. Generic Names of Principal Products / Services of the Company

(a) Item Code No. (ITC Code)		8425.00
Product Description		Pulley Blocks
(b) Item Code No. (ITC Code)		8431.00
Product Description	Spares & Components of Pulley Blocks	
(c) Item Code No. (ITC Code)		8,438.00
Product Description	Bakery / Biscuit Machinery	

Signature to Schedules 'A' to 'P'

As per our attached report of even date

For and on behalf of

C.L.DALAL & CO.

Chartered Accountants

R.C.JAIN

Partner

Membership No.5180

Mumbai : 27th July, 2009

For and on behalf of the Board

Pavan G.Morarka Chairman

K.D.Shah Director

Mumbai : 27th July, 2009

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2009

		Rs. in Lakhs	
		As at 31-03-2009	As at 31-03-2008
A. CASH FLOW FROM OPERATING ACTIVITIES			
		117.48	146.25
		75.18	56.72
		(3.80)	(2.49)
		0.22	(0.09)
		99.02	63.96
		170.62	118.10
	a	288.10	264.35
		(507.21)	(142.83)
		(483.85)	(250.02)
		0.64	11.81
		59.30	(166.47)
		1171.25	242.01
	b	240.13	(305.50)
		(99.02)	(63.96)
		(22.16)	(42.08)
		0.51	(1.74)
	c	(120.67)	(107.78)
		407.56	(148.93)
		4.78	(2.82)
	A	412.34	(151.75)
B. CASH FLOW FROM INVESTING ACTIVITIES			
		(475.29)	(251.60)
		---	0.45
		---	---
		3.80	2.49
		---	---
	B	(471.49)	(248.66)
C. CASH FLOW FROM FINANCING ACTIVITIES			
		24.25	396.77
		1.35	---
		(39.49)	(26.32)
		---	---
	C	(15.24)	370.45
	(A+B+C)	(74.39)	(29.96)
		---	---
		51.50	21.23
		(286.71)	(226.48)
		(235.21)	(205.25)
		---	---
		48.37	51.50
		(357.97)	(286.71)
		(309.60)	(235.21)
		74.39	29.96

Increase (decrease) in Cash & Cash equivalent
Cash and Cash equivalent represents Cash and Bank Balances and Overdrafts.

Signature to Schedules 'A' to 'P'

As per our attached report of even date

For and on behalf of

C.L.DALAL & CO.

Chartered Accountants

R.C.JAIN

Partner

Membership No.5180

Mumbai : 27th July, 2009

For and on behalf of the Board

Pavan G. Morarka Chairman

K.D.Shah

Director

Mumbai : 27th July, 2009

W. H. BRADY & CO. LIMITED

ATTENDANCE SLIP

Registered Office:

Brady House, 12/14, Veer Nariman Road, Fort, Mumbai-400 001.

I/We hereby record my/our presence at the NINETY SIXTH ANNUAL GENERAL MEETING of the Company on Saturday, 19th September, 2009 at 12.15 p.m. at Maharashtra Chamber of Commerce Trust, Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400 001.

(IN BLOCK LETTERS)

NAME OF THE SHAREHOLDER/PROXY :
SIGNATURE OF THE SHAREHOLDER/PROXY :

Ledger Folio No. DP ID No. Client ID No.
 No. of shares held

Note : Please complete the attendance slip and hand it over at the Entrance of the Meeting Hall.



W. H. BRADY & CO. LIMITED

PROXY FORM

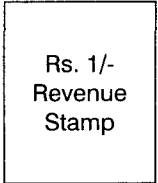
Registered Office:

Brady House, 12/14, Veer Nariman Road, Fort, Mumbai-400 001.

Ledger Folio No. DP ID No. Client ID No.

I/We of .
 being a Member/Members of
W. H. BRADY & CO. LTD. hereby appoint of
 (or failing him/her) of
 (or failing him/her) of
 as my/our Proxy to attend and vote for me/us and on my behalf at the
 NINETY SIXTH ANNUAL GENERAL MEETING of the Company to be held on Saturday, 19th September, 2009 at 12.15 p.m.
 at Maharashtra Chamber of Commerce Trust, Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash
 Marg, Fort, Mumbai 400 001, and at any adjournment thereof.

Signed this day of 2009.



Signed by the said



NOTE: This Proxy Form in order to be effective should be duly stamped and completed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

BOOK POST

if undelivered please return to :

W. H. BRADY & COMPANY LIMITED.

Brady House

12/14 Veer Nariman Road,

Fort, Mumbai - 400 001

www.bradys.in