

**BRADYS** W.H. BRADY & Co. LTD.  
Quality. Our Legacy

CIN No. - L17110MH1913PLC000367

Regd. Office : BRADY HOUSE, 12-14, VEER NARIMAN ROAD, FORT, MUMBAI - 400001 . INDIA

TEL.: (022) - 22048361-65 • E-mail : bradys@mtnl.net.in • Website : www.bradys.in

September 02, 2024

To,  
BSE Limited,  
Deputy General Manager,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Security Code No.: 501391**

**Sub: 111<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

We are enclosing herewith Notice for the 111<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2023-24 to be held on Saturday, September 28, 2024 at 12.15 p.m. through Audio Visual means at the Registered Office of the Company at Brady House, 4<sup>th</sup> Floor, 12/14 Veer Nariman Road, Fort, Mumbai - 400 001.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

FOR W. H. BRADY & COMPANY LIMITED



**KHUSHMEETA BAFNA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: A/a.

BRANCHES:

- 
- |             |   |             |   |
|-------------|---|-------------|---|
| • AHMEDABAD | Tel.: 02694 - 288900 • Email : bmeworks@bradys.in | • CHENNAI   | Tel.: 044-24310618 • Email : saleschennai@bradys.in |
| • KOLKATA   | Tel.: (033) 22272089 • Email : saleskol@bradys.in | • NEW DELHI | Tel.: (011) 23314934 • Email : salesdel@bradys.in   |

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 111<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF **W. H. BRADY & COMPANY LIMITED** WILL BE HELD ON SATURDAY, SEPTEMBER 28, 2024 AT 12.15 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, including the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, including the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Vaibhav Morarka (DIN: 01630306), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Re-appointment of Mr. Pavan G. Morarka (DIN: 00174796) as Chairman and Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded as recommended by the Nomination and Remuneration Committee to re-appoint Mr. Pavan G. Morarka (DIN: 00174796) as Chairman and Managing Director of the Company for a period of 3 (three) years w.e.f. January 1, 2025, on such terms and conditions including the remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration and as may be acceptable to Mr. Pavan G. Morarka, subject to the same not exceeding Rs. 500 Lakhs p.a. in accordance with Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

4. **Appointment of Mr. Ravindra Joshi (DIN: 10565320) as an Independent Director of the Company**

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

**"RESOLVED THAT** Mr. Ravindra Joshi (DIN: 10565320) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 10, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Ravindra Joshi be and is hereby appointed as an Independent Director of the Company for a first tenure of 5 (Five) years from August 10, 2024 till August 09, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. Ravindra Joshi, who shall attain the age of 75 years during his first term of office.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To Increase the Authorised Share Capital of the Company from Rs. 5 Crores to Rs. 10 Crores and Alteration of Capital Clause of Memorandum of Association of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase the Authorised Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five Crore) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs.10/- each to Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

"V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- [Rupees Ten Crores only] divided into 1,00,00,000 [One Crore] Equity Shares of Rs. 10/- [Rupees Ten only] each".

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds and matters whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard".

6. **Appointment of Mr. Pinaki Misra as a Non-Executive Director of the Company**

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

"**RESOLVED THAT** Mr. Pinaki Misra (DIN: 00568348), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 10, 2024 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, who is eligible for appointment and has consented to act as a Director of the Company, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

**Registered Office:**

Brady House, 4<sup>th</sup> Floor,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001  
CIN: L17110MH1913PLC000367  
Tel: +91 22 2204 8361;  
Fax: +91 22 2204 1855  
Email: bradys@mtnl.net.in;  
Website: [www.whbrady.in](http://www.whbrady.in)  
August 10, 2024

For and on behalf of the Board  
**W. H. Brady & Company Limited**

**PAVAN G. MORARKA**  
Chairman & Managing Director  
(DIN: 00174796)

**NOTES:**

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
  2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  4. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
  5. Corporate members intending to authorize their representatives to participate and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting to the Company at [www.whbrady.in](http://www.whbrady.in) or upload on the VC portal /e-voting portal.
  6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice is annexed hereto. Further, the relevant details with respect to Item Nos. 2, 3, 4 & 6 pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") in respect of director/s seeking appointment / re-appointment at this AGM are annexed.
  7. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to [cs@bradys.in](mailto:cs@bradys.in).
  8. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
  9. In line with the aforesaid MCA Circulars, the Notice of the AGM along with the Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose e-mail addresses are registered with the RTA / Depositories.  
  
Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.  
  
For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: [info@bigshareonline.com](mailto:info@bigshareonline.com). Members can also update/register their email id directly at <https://www.bigshareonline.com/InvestorRegistration.aspx>.
- For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
10. The Notice calling the AGM has been uploaded on the website of the Company at [www.whbrady.in](http://www.whbrady.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).

11. In all correspondence with the Company/RTA, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
13. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 18. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.
14. The Register of Members and the Share Transfer Books of the Company will remain closed from September 24, 2024 to September 28, 2024 (both days inclusive).
15. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company through email at [cs@bradys.in](mailto:cs@bradys.in) at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
16. a. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below in the prescribed Form ISR-1 and other forms AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

**BIGSHARE SERVICES PRIVATE LIMITED**

S6-2, 6<sup>th</sup> floor Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (E) Mumbai – 400093  
Tel: 022 62638205/ 62638268  
E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com), Website: [www.bigshareonline.com](http://www.bigshareonline.com)

- b. Member holding shares in physical form can also update/register their email address, mobile number and bank details directly at <https://www.bigshareonline.com/InvestorRegistration.aspx>.
  - c. Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.
  - d. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the RTA's website at [www.bigshareonline.com](http://www.bigshareonline.com). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting your folio no.
17. Attention of Members is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 which mandates that listed companies issue securities only in dematerialized form while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Members are therefore requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available under Investor Information on the Company's website <https://whbrady.in/investors-information/> and on the website of the Company's RTA, at <https://www.bigshareonline.com/Resources.aspx>. It may be noted that any service request will be processed only after the related folio is KYC compliant. Members may also note that the above referred circular also stipulates crediting of the shares to Suspense Escrow Demat Account, in case concerned shareholder fails to submit demat request within the prescribed timelines.

**18. VOTING THROUGH ELECTRONIC MEANS:**

**A. INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM:**

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility. The detailed procedure to be followed in this regard has been given below. The members are requested to go through it carefully.

- ii. The Board of Directors of the Company has appointed Mr. Himank Desai, Chartered Accountant, Membership No.: 031602 as Scrutinizer to scrutinize the votes cast through remote e-voting and during AGM in a fair and transparent manner.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 21, 2024.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 21, 2024 only shall be entitled to avail the facility of e-voting / remote e-voting.
- vi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 21, 2024, may obtain the User ID and password from BIGSHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agent of the Company).
- vii. The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than two working days from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the CHAIRMAN. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (i.e. [www.whbrady.in](http://www.whbrady.in)) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
- viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 28, 2024.

**The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**

- a. The voting period begins on September 24, 2024 at 9.00 a.m. (IST) and ends on September 27, 2024 at 5.00 p.m. (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting.
- c. Pursuant to SEBI Circular No. SEBI / HO / CFD/ CMD / CIR / P / 2020 / 242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

In order to increase the efficiency of the voting process, Demat account holders would now be able to cast their vote by way of a single login credential, through their respective Demat accounts / websites of Depositories / Depository Participants, without having to register again with the E-voting Service Providers ("ESPs").

**Process for Login for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login and New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> <li>1) visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>2) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>3) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> <li>5) Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> <li>1) Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>2) Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Please follow steps given in points 1-5.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> <li>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option.</li> <li>2) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: +91 22 48867000 and +91 22 24997000.

**B. Process and manner of Login for e-Voting and joining virtual meeting for Shareholders Holding Shares in Physical Mode and other than Individual Shareholders Holding Shares in Demat mode:**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders/Members.
- Now enter your User ID:
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

**For Shareholders holding shares in Demat Form other than individual and Physical Form.**

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

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

- Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the "W. H. BRADY & COMPANY LIMITED" on which you choose to vote.



10. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
12. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
15. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. **Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only:**
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the ‘Corporate’ module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution under Section 113 of the Companies Act, 2013 and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution under Section 113 of the Companies Act, 2013 / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@bradys.in](mailto:cs@bradys.in) in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Shareholders who have voted through Remote e-Voting will also be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@bradys.in](mailto:cs@bradys.in). The members who do not wish to speak during the AGM but have queries may send their queries in advance at least 2 days prior to meeting mentioning their name,

demat account number/folio number, email id, mobile number at cs@bradys.in. These queries will be replied to by the company suitably by email.

- viii. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company - cs@bradys.in / RTA - info@bigshareonline.com.
- ii. For Demat shareholders -Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- iii. For individual Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL, e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**Registered Office:**

Brady House, 4<sup>th</sup> Floor,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
CIN: L17110MH1913PLC000367  
Tel: +91 22 2204 8361;  
Fax: +91 22 2204 1855  
Email: [bradys@mtnl.net.in](mailto:bradys@mtnl.net.in);  
Website: [www.whbrady.in](http://www.whbrady.in)  
August 10, 2024

For and on behalf of the Board **W. H.  
Brady & Company Limited**

**PAVAN G. MORARKA**  
Chairman & Managing Director  
(DIN: 00174796)

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY & SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### ITEM NO.: 03

Mr. Pavan G. Morarka, was re-appointed as Chairman & Managing Director of the Company at the Extra-Ordinary General Meeting of the Company held on November 25, 2021 for a term of 3 years upto December 31, 2024. Mr. Pavan G. Morarka is on the Board of the Company since 1989 and has an experience of over 35 years to his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company. Your Board of Directors at their Meeting held on August 10, 2024 recommended to re-appoint Mr. Pavan G. Morarka as Chairman & Managing Director of the Company w.e.f. January 1, 2025 subject to approval of the members. The terms of his re-appointment including remuneration, commission, perquisites etc. have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting.

The details of remuneration payable to Mr. Pavan G. Morarka and terms and conditions of the re-appointment are as follows:-

- a) **Consolidated Salary:** Not exceeding Rs. 500 lakhs p.a. (with such increments as may be determined by the Board of Directors of the Company from time to time.)
- b) **Benefits, Perquisites and Allowance:**
  - Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contributions to Provident Fund are not taxable under the Income Tax Act, 1961.
  - Leave un-availed will be allowed to be encashed at the end of the tenure as per Company's Policies.
  - Leave Travel Concession for self and family once a year incurred in accordance with the Policies of the Company.
  - Ex-Gratia payment equivalent to one month's basic salary shall be payable once a year as per Company's Rules / Policies.
- c) **Commission:**
  - Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Pavan G. Morarka as the Chairman & Managing Director for a period of 3 years commencing January 1, 2025. Details of Mr. Pavan G. Morarka are provided below as required under Section II of Part II of Schedule V to the Companies Act, 2013. Mr. Pavan G. Morarka will attain the age of 70 years on 02.09.2025 during his tenure. In compliance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Mr. Pavan G. Morarka as specified above, are now placed before the Members for their approval. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

#### I. GENERAL INFORMATION:

1. Nature of Industry:  
The Company is carrying on the business of renting of space in building and trading of material handling equipment's
2. Date or expected date of commencement of commercial production:  
The Company was incorporated on June 2, 1913 and Commencement of Business Certificate was granted on June 2, 1913. The Company had since commenced its business.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:  
Not Applicable.

4. Financial Performance based on given indicators:

(Rs. in Lakhs)

Particulars	2023-2024	2022-2023
Consolidated Revenue from Operations (Gross)	9,600.72	7607.77
Standalone Revenue from Operations (Gross)	4,327.50	2,732.48
Consolidated Profit for the period	1,125.76	684.30
Standalone Profit/ (Loss) for the period	284.28	204.78

5. Foreign Investments or collaborations, if any:

The Company has not entered into any foreign collaboration and no direct capital investment has been made by the Company.

II. INFORMATION ABOUT THE APPOINTEE:

Name of Director	Mr. Pavan G. Morarka
Background details	Mr. Pavan G. Morarka, has graduated with Honours from Mumbai University. He is associated with the Company since 1989 as a Managing Director of the Company and has experience of about 35 years in his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company.
Past remuneration paid	Rs. 216.55 lakhs p.a.
Recognition or Awards	NIL
Job profile and his suitability	Mr. Pavan G. Morarka was appointed as Chairman & Managing Director of W. H. Brady & Company Limited on August 1, 2007. Taking into consideration his qualification and expertise, the Chairman & Managing Director is best suited for the responsibilities currently assigned to him.
Remuneration proposed	Rs. 500 lakhs p.a. (This is proposed remuneration and actual will be decided by the Board from time to time within the overall ceilings)
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Pavan G. Morarka, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Besides the remuneration proposed to be paid to him, the Chairman & Managing Director does not have any other pecuniary relationship with the Company. Mr. Pavan G. Morarka being related to Mr. Vaibhav Morarka as a Father.

III. OTHER INFORMATION:

- (1) Reasons of loss or inadequate profits: N.A.
- (2) Steps taken or proposed to be taken for improvement: N.A.
- (3) Expected increase in productivity and profits in measurable terms: N.A.

IV. DISCLOSURES:

The information and Disclosures of the remuneration package of the Executive Chairman have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration paid/payable to Executive Chairman and Managing Director for the year ended March 31, 2024."

Mr. Pavan G. Morarka satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

Mr. Pavan G. Morarka is interested in the resolution as it relates to his re-appointment, Mr. Vaibhav Morarka and Mrs. Rachana Morarka being related to Mr. Pavan G. Morarka are deemed to be concerned and interested in the resolution set out at Item No. 3.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

#### **ITEM NO.: 4**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Ravindra Joshi as Additional Director of the Company with effect from August 10, 2024. The Board has appointed Mr. Ravindra Joshi as an Independent Director, not liable to retire by rotation, for a first term of 5 years i.e. from August 10, 2024 to August 09, 2029, subject to approval of the Members.

Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Ravindra Joshi shall hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

The Company has received the following from Mr. Ravindra Joshi:

- (i) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (ii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (iii) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (iv) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

Mr. Ravindra Joshi is aged 72 years and holds a bachelors degree from Mumbai University and MBA from Pune. He is a businessman, presently engaged in Service Sector providing facilities for various small and medium businesses institutions and organisations to conduct their meetings, trainings and seminars, etc. He is also engaged in social work through Rotary International.

Mr. Ravindra Joshi shall attain the age of 75 years during his first term and pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the shareholders by way of special resolution is also being sought for continuation of his directorship for the remaining tenure.

He is a Businessman and the Board is of the opinion that his extensive knowledge will be extremely beneficial to the Company.

In the opinion of the Board, he fulfills the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) till the conclusion of the AGM.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is given as an annexure to the Notice

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Ravindra Joshi, are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the members.

#### **ITEM NO.: 5**

In order to broad base the Capital Structure and for expansion, opportunity and growth in the business, it is proposed to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- each to Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company. As a consequence of increase in Authorised Share Capital of the Company, the existing Share Capital Clause in Memorandum of Association of the Company be altered accordingly.

The proposed increase in Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company during the normal business hours on any working day (except Saturday) till the conclusion of the AGM.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the members.

**ITEM NO.: 6**

The Board of Directors upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Pinaki Misra (DIN: 00568348) as an Additional (Non-Executive) Director of the Company, liable to retire by rotation with effect from August 10, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, Mr. Pinaki Misra will hold office only upto the date of the forthcoming Annual General Meeting ("AGM") and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160 of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received from Mr. Pinaki Misra (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. and (iii) Disclosure under section 184 in Form MBP-1 pursuant to section 184 (1) & rule 9(1) of the Companies (Appointment & qualification of Directors) Rules, 2014.

The profile and specific areas of expertise of Mr. Pinaki Misra are provided in the annexure to this Notice.

None of the Director(s) or Key Managerial Personnel of the Company or their respective relatives, except Mr. Pinaki Misra, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

The Board recommends the resolution set forth in Item No.6 for the approval of the Members.

**Registered Office:**

Brady House, 4<sup>th</sup> Floor,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001  
CIN: L17110MH1913PLC000367  
Tel: +91 22 2204 8361;  
Fax: +91 22 2204 1855  
Email: bradys@mtnl.net.in;  
Website: [www.whbrady.in](http://www.whbrady.in)  
August 10, 2024

For and on behalf of the Board  
**W. H. Brady & Company Limited**

**PAVAN G. MORARKA**  
Chairman & Managing Director  
(DIN: 00174796)

## ANNEXURE TO THE EXPLANATORY STATEMENT:

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE 111<sup>TH</sup> ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 2, 3, 4 & 6 OF THIS NOTICE, PURSUANT TO REGULATION 26(4) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (INFORMATION AS ON MARCH 31, 2024)

Name of the Director	Mr. Vaibhav Morarka	Mr. Pavan G. Morarka	Mr. Ravindra Joshi	Mr. Pinaki Misra
Date of Birth	16/01/1985	02/09/1955	07/01/1952	23/10/1959
Date of first Appointment	26/07/2013	01/08/2007	-	-
Qualifications	Master's in Business Administration from Wharton Business School, University of Pennsylvania.	Commerce Graduate (HON)	B.Com from Mumbai University and MBA from Pune	Practicing Senior Advocate in the Supreme Court of India
Brief resume & Nature of expertise in specific functional areas	He is associated with the Company since 2013 as a Non-Executive Director of the Company.	He is associated with the Company since 1989 as a Managing Director of the Company and has experience of about 35 years in his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company.	He is a businessman, presently engaged in Service Sector providing facilities for various small and medium businesses institutions and organisations to conduct their meetings, trainings and seminars, etc. He is also engaged in social work through Rotary International.	Mr. Pinaki Misra, is a Senior Counsel and Ex member of Parliament, Ministry of Urban Development, a Member of Consultative Committee, Ministry of Defence and a Member of General Purposes Committee. He is also a Practicing Senior Advocate in the Supreme Court of India and in almost all High Courts and major Tribunals in India. He holds specializations in Corporate Law, Foreign Exchange, Customs and Excise Laws, Mining related Laws, Company Laws, Environmental Laws and Constitutional Laws.
Terms and conditions of Reappointment	Re-appointment as a Non-Executive Director of the Company liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on September 28, 2024 read with explanatory statement thereto.	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on September 28, 2024 read with explanatory statement thereto.	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on September 28, 2024 read with explanatory statement thereto.
Directorships of other Boards as on March 31, 2024	Brady & Morris Engineering Company Limited	Brady & Morris Engineering Company Limited	-	Brady & Morris Engineering Company Limited

Name of the Director	Mr. Vaibhav Morarka	Mr. Pavan G. Morarka	Mr. Ravindra Joshi	Mr. Pinaki Misra
<b>Membership/ Chairmanship of Committees of other Boards as on March 31, 2024</b>	Brady & Morris Engineering Company Limited • Audit Committee - Member	Brady & Morris Engineering Company Limited • Stakeholders Relationship Committee - Member	-	-
<b>Shareholding in the Company as on March 31, 2024</b>	750 Shares	782443 Shares	-	-
<b>Relationship with other Directors / Key Managerial Personnel</b>	Mr. Vaibhav Morarka being related to Mr. Pavan G. Morarka as a Son.	Mr. Pavan G. Morarka being related to Mr. Vaibhav Morarka as Father.	-	Not related to any Director / Key Managerial Personnel.
<b>Number of meetings of the Board attended during the Financial Year 2023- 24</b>	5 (Five)	5 (Five)	-	-

\* In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/Chairmanships in only two Committees viz. Audit Committee and Stakeholders Relationship Committee (known by whichever name) are considered.