

September 28, 2024

To,
Corporate Relationship Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

Scrip Code: 501391

Dear Sir(s),

Sub: 111th Annual General Meeting (AGM)

We submit the following with respect to 111th Annual General Meeting of the Company was held on Saturday, September 28, 2024 at 12.15 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Scrutinizers Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

Kindly take the same in your record and acknowledge.

Yours faithfully,
For W. H. BRADY & COMPANY LIMITED



KHUSHMEETA BAFNA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above

BRANCHES:

HIMANK DESAI & CO.

CHARTERED ACCOUNTANTS

2, Gokul Kunj, Opp. Bank of India, Dandpada, Khar (West), Mumbai: 400052.

Mobile: 9867087777 Tel. No.: 022 35582987

Email: himankdesai54@gmail.com

Consolidated Report of Scrutinizer for Remote E-voting & E-voting during AGM
[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairperson,
W. H. BRADY AND COMPANY LIMITED
Brady House, 4th Floor,
12/14 Veer Nariman Road,
Fort, Mumbai- 400001.

Subject: 111th Annual General Meeting of the Members of W. H. Brady and Company Limited held on Saturday, September 28, 2024 at 12:15 p.m. (IST) through Video Conferencing (VC)

Dear Sir,

I, Himank Krishnakumar Desai, Proprietor of M/s. Himank Desai & Co., Chartered Accountants, have been duly appointed by the Board of Directors of **W. H. Brady and Company Limited** for the purpose of scrutinizing the remote e-voting process and e-voting during the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circulars issued from time to time in a fair and transparent manner in respect of the Resolutions passed at the AGM of **W. H. Brady and Company Limited** at their Meeting held on Saturday, September 28, 2024 at 12:15 p.m. (IST) by Video Conferencing (VC).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to remote e-voting and e-voting system at the AGM. Our responsibility as a Scrutinizer is restricted to make a Scrutinizer's Report of the Votes Cast in "FAVOUR" or "AGAINST" the resolutions as stated below on the report generated from the remote e-voting and e-voting system at the AGM provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting system at the AGM.

We hereby submit our report as follows:

1. The resolutions were transacted through the process of remote e-voting and through e-voting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged CDSL for its services;

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2. Members attended the Meeting through VC facility provided in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and were counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013;
3. The cut-off date for the purpose of identifying Members who were entitled to vote on the resolutions placed for approval, was September 21, 2024;
4. The period for remote e-voting commenced on September 24, 2024 at 9.00 a.m. (IST) and ended on September 27, 2024 at 5.00 p.m. (IST). The remote e-voting module was disabled by CSDL for voting thereafter;
5. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM;
6. Further, the votes cast through remote e-voting and e-voting system during the AGM were unblocked by us on September 28, 2024 at 01.12 p.m. in the presence of two witnesses, Mr. Tarun Tripathi and Ms. Supriya Patil neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website;
7. The votes were also scrutinized for the purpose of eliminating duplicate voting of the votes, if any;
8. Our report on the results of e-voting is based on the data downloaded from the website of CDSL;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company.

We hereby submit our Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting system at the AGM.

Item No. 1: To approve, 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;**
- b) **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 Auditors thereon; - AS AN ORDINARY RESOLUTION**

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A.

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	43	2087409	98.7592	1	26227	1.2408	2113636
e-voting at AGM	2	60	100	0	0	0	60
Total	45	2087469	98.7592	1	26227	1.2408	2113696

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	1880869	1880869	100.0000	1880869	0	100.0000	0.0000
Public Institutions	E-voting	3613	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665518	232767	34.9753	206540	26227	88.7325	11.2675
	E-voting at AGM		60	0.0090	60	0	100.0000	0.0000
T O T A L		2550000	2113696	82.8900	2087469	26227	98.7592	1.2408

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated August 10, 2024 has been passed with REQUISITE MAJORITY.

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Item No. 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. -AS AN ORDINARY RESOLUTION.

A.

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	43	2087409	98.7592	1	26227	1.2408	2113636
e-voting at AGM	2	60	100	0	0	0	60
Total	45	2087469	98.7592	1	26227	1.2408	2113696

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	1880869	1880869	100.0000	1880869	0	100.0000	0.0000
Public Institutions	E-voting	3613	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665518	232767	34.9753	206540	26227	88.7325	11.2675
	E-voting at AGM		60	0.0090	60	0	100.0000	0.0000
T O T A L		2550000	2113696	82.8900	2087469	26227	98.7592	1.2408

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated August 10, 2024 has been passed with REQUISITE MAJORITY.

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Item No. 3: Re-appointment of Mr. Pavan G. Morarka (DIN: 00174796) as Chairman and Managing Director of the Company- AS A SPECIAL RESOLUTION.

A.

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	43	2087409	98.7592	1	26227	1.2408	2113636
e-voting at AGM	2	60	100	0	0	0	60
Total	45	2087469	98.7592	1	26227	1.2408	2113696

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	1880869	1880869	100.0000	1880869	0	100.0000	0.0000
Public Institutions	E-voting	3613	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665518	232767	34.9753	206540	26227	88.7325	11.2675
	E-voting at AGM		60	0.0090	60	0	100.0000	0.0000
T O T A L		2550000	2113696	82.8900	2087469	26227	98.7592	1.2408

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 3 of the Notice of the AGM dated August 10, 2024 has been passed with **REQUISITE MAJORITY**.

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Item No. 4 : Appointment of Mr. Ravindra Joshi (DIN: 10565320) as an Independent Director of the Company- AS A SPECIAL RESOLUTION.

A.

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	43	2087409	98.7592	1	26227	1.2408	2113636
e-voting at AGM	2	60	100	0	0	0	60
Total	45	2087469	98.7592	1	26227	1.2408	2113696

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	1880869	1880869	100.0000	1880869	0	100.0000	0.0000
Public Institutions	E-voting	3613	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665518	232767	34.9753	206540	26227	88.7325	11.2675
	E-voting at AGM		60	0.0090	60	0	100.0000	0.0000
T O T A L		2550000	2113696	82.8900	2087469	26227	98.7592	1.2408

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated August 10, 2024 has been passed with REQUISITE MAJORITY.

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Item No. 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- AS A SPECIAL RESOLUTION.

A.

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	43	2087409	98.7592	1	26227	1.2408	2113636
e-voting at AGM	2	60	100	0	0	0	60
Total	45	2087469	98.7592	1	26227	1.2408	2113696

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	1880869	1880869	100.0000	1880869	0	100.0000	0.0000
Public Institutions	E-voting	3613	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665518	232767	34.9753	206540	26227	88.7325	11.2675
	E-voting at AGM		60	0.0090	60	0	100.0000	0.0000
T O T A L		2550000	2113696	82.8900	2087469	26227	98.7592	1.2408

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 5 of the Notice of the AGM dated August 10, 2024 has been passed with **REQUISITE MAJORITY**.

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Item No. 6 : Appointment of Mr. Pinaki Misra as a Non-Executive Director of the Company- AS A ORDINARY RESOLUTION.

A.

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	43	2087409	98.7592	1	26227	1.2408	2113636
e-voting at AGM	2	60	100	0	0	0	60
Total	45	2087469	98.7592	1	26227	1.2408	2113696

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	1880869	1880869	100.0000	1880869	0	100.0000	0.0000
Public Institutions	E-voting	3613	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665518	232767	34.9753	206540	26227	88.7325	11.2675
	E-voting at AGM		60	0.0090	60	0	100.0000	0.0000
T O T A L		2550000	2113696	82.8900	2087469	26227	98.7592	1.2408

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 6 of the Notice of the AGM dated August 10, 2024 has been passed with REQUISITE MAJORITY.

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All the resolutions voted through remote e-voting and e-voting at the AGM were passed **with REQUISITE MAJORITY**. The e-voting reports containing a list of Members who voted "FOR" and "AGAINST" each resolution and all other relevant records will be sealed and handed over to the Company for safe keeping.

**For Himank Desai & Co.
Chartered Accountants
FRN : 103670W**

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**HIMANK KRISHNAKUMAR DESAI
PROPRIETOR
MRN.031602**

**UDIN: 24031602BKDFAT2495
PLACE: MUMBAI
DATE: SEPTEMBER 28, 2024.**

**Countersigned by:
For W. H. BRADY & COMPANY LIMITED**

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**RAJENDER KUMAR SHARMA
Chief Financial Officer**