

September 24, 2022

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

**Scrp Code: 505690**

Dear Sir(s),

**Sub: Scrutinizer's Report of 76<sup>th</sup> Annual General Meeting (AGM)**

We submit the following with respect to 76<sup>th</sup> Annual General Meeting of the Company was held on Friday, September 23, 2022 at 11.45 a.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 BRADY & MORRIS ENGG. CO. LTD.



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



Encl: as above.

# HIMANK DESAI

B.Com, FCA, LLB (G)

CHARTERED ACCOUNTANT

2, GokulKunj, Opp Bank of India, Dandpada, Khar (West), Mumbai – 400052

Tel: (022) 26044382/26493998/26464977\*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,  
**BRADY & MORRIS ENGINEERING COMPANY LIMITED**  
Brady House, 4<sup>th</sup> Floor,  
12/14 Veer Nariman Road,  
Fort, Mumbai – 400 001

**Subject: 76th Annual General Meeting of the Members of Brady & Morris Engineering  
Company Limited held on Friday, September 23, 2022 at 11:45 a.m. (IST) through  
Video Conferencing (VC).**

Dear Sir,

I, Himank Krishnakumar Desai, Chartered Accountants, have been duly appointed by the Board of Directors of **Brady & Morris Engineering 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 Brady & Morris Engineering Company Limited at their Meeting held on Friday, September 23, 2022 at 11:45 a.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 16, 2022;
4. The period for remote e-voting commenced on September 20, 2022 and ended on September 22, 2022. 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 23, 2022 at 1:00 p.m. in the presence of two witnesses Mr. Mandeep Kumar Saini and Mr. Rakesh Rangrao 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.



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**Item No. 1: To approve, consider and adopt Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, along with the Reports of the Board of Directors and Auditor's thereon - 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	40	18,18,274	100.0000	0	0	0	0
Voting at AGM	1	9	100.0000	0	0	0	0
Total	41	18,18,283	100.0000	0	0	0	0

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	E-voting	16,59,351	16,59,351	100.0000	16,59,351	0	100.0000	0.0000
Public Institutions	E-voting	900	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	5,89,749	1,58,932	26.9491	1,58,932	0	100.0000	0.0000
TOTAL		22,50,000	18,18,283	80.8126	18,18,283	0	100.0000	0.0000

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 12, 2022 has been passed UNANIMOUSLY.

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**Item No. 2: To appoint a Director in place of Mr. Pavan G. Morarka (DIN: 00174796), 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	41	1818274	99.9759	1	439	0.0241	0
Voting at AGM	1	9	100.0000	0	0	0	0
<b>Total</b>	<b>42</b>	<b>1818283</b>	<b>99.9759</b>	<b>1</b>	<b>439</b>	<b>0.0241</b>	<b>0</b>

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	E-voting	16,59,351	16,59,351	100.0000	16,59,351	0	100.0000	0.0000
Public Institutions	E-voting	900	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	5,89,749	1,59,371	27.0235	1,58,932	439	99.7245	0.2755
<b>TOTAL</b>		<b>22,50,000</b>	<b>18,18,722</b>	<b>80.8321</b>	<b>18,18,283</b>	<b>439</b>	<b>99.9759</b>	<b>0.0241</b>

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 12, 2022 has been passed REQUISITE MAJORITY.

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**Item No. 3: To appoint Statutory Auditors, M/s. R. K. Doshi & Co. LLP, Chartered Accountants in place of M/s. S. S. Rathi & Co., Chartered Accountants, who retire at the ensuing Annual General Meeting and to fix their remuneration - 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	40	18,18,274	100.0000	0	0	0	0
Voting at AGM	1	9	100.0000	0	0	0	0
<b>Total</b>	<b>41</b>	<b>18,18,283</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

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	E-voting	16,59,351	16,59,351	100.0000	16,59,351	0	100.0000	0.0000
Public Institutions	E-voting	900	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	5,89,749	1,58,932	26.9491	1,58,932	0	100.0000	0.0000
<b>TOTAL</b>		<b>22,50,000</b>	<b>18,18,283</b>	<b>80.8126</b>	<b>18,18,283</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No.3 of the Notice of the AGM dated August 12, 2022 has been passed UNANIMOUSLY.



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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" for each resolution and all other relevant records will be handed over to the Company Secretary of the Board for safe keeping.



HIMANK KRISHNAKUMAR DESAI  
CHARTERED ACCOUNTANTS  
MRN.031602

PLACE: MUMBAI

DATE: SEPTEMBER 23, 2022.

UDIN: 22031602AVJACL7707

Countersigned by:  
For BRADY & MORRIS ENGG. CO. LTD.



RAJENDER KUMAR SHARMA  
DIRECTOR  
(DIN: 01215327)