

September 23, 2019

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

Scrip Code: 501391

Dear Sir(s),

Sub: 106th Annual General Meeting (AGM)

We submit the following with respect to 106th Annual General Meeting of the Company was held on Saturday, September 21, 2019 at 11:45 a.m. at Maharashtra Chamber of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubhash Marg, Fort, Mumbai - 400 001.

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. All the resolutions for approval at the 106th Annual General Meeting as set out in the Notice dated August 9, 2019 have been passed by the Members with requisite majority.

Kindly take the same in your record and acknowledge.

Yours faithfully,
For W. H. BRADY & CO. LTD.



RAJENDER KUMAR SHARMA
CHIEF FINANCIAL OFFICER

Encl: as above

: BRANCHES :

FORM No. MGT-13**Combined Report of Scrutinizer for Remote e-voting & Poll Process**

[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, 12/14,
Veer Nariman Road, Fort,
Mumbai - 400 001

Subject: 106th Annual General Meeting of the Shareholders of W H Brady and Company Limited held on Saturday, September 21, 2019 at 11:45 a.m. at Maharashtra Chamber of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubhash Marg, Fort, Mumbai - 400 001.

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner 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 under 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 106th AGM of Equity Shareholders of **W H Brady and Company Limited** at their Meeting held on Saturday, September 21, 2019 at 11:45 a.m. at Maharashtra Chamber of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubhash Marg, Fort, Mumbai - 400 001.

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 voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 106th AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 106th AGM is restricted to make a Consolidated Scrutinizer's



Report of the Votes Cast "in favour" or "against" the Resolutions as stated below for voting by Poll at the venue of AGM.

None of the Shareholders of the Company have availed the facility of remote e-voting due to non-activation of EVSN.

After the time fixed for closing of Poll by the Chairman, Ballot box kept for polling was locked in our presence with due identification marks placed by us. The locked Ballot box was subsequently opened by us in the presence of Ms. Falak Mody and Ms. Divya Asawa who are not in employment of the Company and who have signed below as Witness:

Falak Mody

Divya Asawa

Office Address: 3rd & 4th Floor, Vaastu darshan, B Wing, Above Central Bank of India, Azad Road, Andheri East, Mumbai- 400 069.

Thereafter, the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/the Company. Duplicate, incomplete and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Audited Financial Statements (i.e. Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2019, along with the Reports of the Board of Directors' and Auditor's thereon.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	1888316	25	1888308	99.99	1	8	0.01	*61
Total	1888316	25	1888308	--	1	8		61



** Vote cast for 61 Shares by poll were considered invalid due to Signature not found and Mismatch.*

ITEM NO. 2: ORDINARY RESOLUTION:

Appointment of a Director in place of Mr. Vaibhav P. Morarka, who retires by rotation and being eligible, offers himself for re-appointment.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	7447	20	7439	99.89	1	8	0.11	*1880930
Total	7447	20	7439		1	8		1880930

** Vote cast for 61 Shares by poll were considered invalid due to Signature not found and Mismatch, Vote Cast by Mr. Pavan Morarka for 782443 Shares and Mr. Vaibhav Morarka for 750 Shares were considered invalid since they are interested and Vote cast by Mr. Rajender Kumar Sharma as a proxy on behalf of Gunjan Properties Pvt. Ltd. for 629 Shares, Shivum Holdings Pvt. Ltd. for 1005750 Shares and Mrs. Rachna Morarka for 91297 Shares were considered invalid since he is interested.*

ITEM NO. 3: SPECIAL RESOLUTION:

Appointment of Ms. Chitrallekha Hiremath as a Woman Director, who was previously appointed as Additional Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	1888316	25	1888308	99.99	1	8	0.01	*61
Total	1888316	25	1888308	--	1	8		61

** Vote cast for 61 Shares by poll were considered invalid due to Signature not found and Mismatch.*



All the resolutions voted through Poll Process were passed with **REQUISITE MAJORITY**. The Poll/Ballot papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries




[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

For W. H. BRADY & CO. LTD.




R. K. SHARMA
AUTHORISED SIGNATORY

PLACE: MUMBAI

DATE: SEPTEMBER 21, 2019.