

September 29, 2018

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

Scrip Code: 505690

Dear Sir(s),

Sub: Summary of proceedings of 72<sup>nd</sup> Annual General Meeting

In terms of Regulation 30, Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the summary of proceedings of the 72<sup>nd</sup> Annual General Meeting of the Company held on Saturday, September 29, 2018 at 11.00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6<sup>th</sup> Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001. The Annual General Meeting concluded at 11:25 a.m.

Kindly take the above on record.

Thanking you,

Yours faithfully,  
For **BRADY & MORRIS ENGG. CO. LTD.**



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

Encl: as above.

### Summary of proceedings of 72<sup>nd</sup> Annual General Meeting

The 72<sup>nd</sup> Annual General Meeting (AGM) of the Members of **Brady & Morris Engineering Company Limited** was held on Saturday, September 29, 2018 at 11.00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6<sup>th</sup> Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001.

Mr. Pavan G. Morarka, chaired the Meeting. All Directors were present at the Meeting. As the requisite quorum in accordance with the Companies Act, 2013 was present the Chairman commenced the proceedings of the Meeting. The Chairman welcomed the members to the 72<sup>nd</sup> AGM of the Company and called the meeting to order. Thereafter, he introduced all the Directors, Company Secretary and the representative of the Auditors. The Chairman then delivered his speech.

The Members were informed that the Company had provided the facility of Remote e-voting to the Members through Central Depository Services Limited (CDSL) in respect of all the items to be transacted at the AGM. The e-voting period commenced on September 26, 2018 at 9.00 a.m. (IST) and ended on September 28, 2018 at 5.00 p.m. (IST). In Remote e-voting, the shareholders have voting rights in proportion to their shares in the Paid-up Equity Capital and to maintain parity; Poll is called on all the Resolutions, instead of show of hands. Members, who have already voted through Remote e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in the meeting and the vote cast by him/her through Remote e-voting shall be treated as final.

GMJ & Associates, Company Secretaries was appointed as Scrutinizer to conduct the Poll Process in a fair and transparent manner and report on the results of the Poll. The Consolidated results of the Remote e-voting and Poll will be declared within 48 hours of the AGM. The Results will be filed with the Stock Exchange and also uploaded on the website of the Company. In the usual course, the Members are requested to propose and second the Resolutions before the Poll is taken on all the Resolutions.

The following items of business as per the Notice of AGM dated August 03, 2018 were transacted at the Meeting:

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Certificate No. 8793QMS001

**WORKS :** Factory : Plot No. 326/B, Opp. Govt. Bore Well, Sarsa-Kanera Road, Sarsa Patia,  
Village : Kanera, Tal : Matar, Dist : Kheda-387540, • Phone : 9727748933 & 02694 - 299 800

**AN ISO 9001 : 2008 CERTIFIED COMPANY**



**: 2 :**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit and loss & Cash flow Statement for the year ended on the date together with the Reports of the Board of Directors and Auditors thereon.
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.

**SPECIAL BUSINESS:**

3. Re-appointment of Mr. Vaibhav P. Morarka (DIN: 01630306) as an Executive Director.
4. Approval of Related Party Transactions under Section 188 of the Companies Act 2013.
5. Authority to Company under Section 20 of the Companies Act, 2013 to charge for service of documents to members of the Company.

The Chairman invited comments and questions from the Members. The queries raised by the Members were answered by the Chairman.

Voting was conducted by Poll on all the Resolutions as set out in the Notice dated August 03, 2018.

The Chairman authorised Ms. Khushmeeta Bafna, Company Secretary to submit the Proceedings of the Meeting to the Stock Exchange.

After completion of the Poll, the meeting concluded with a vote of thanks to the Chair.

Based on the attached Scrutinizer's Report, all the Resolutions as set out in the Notice have been passed with requisite majority.

Yours faithfully,  
For **BRADY & MORRIS ENGG. CO. LTD.**



**KHUSHMEETA BAFNA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
Encl.: as above

**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]

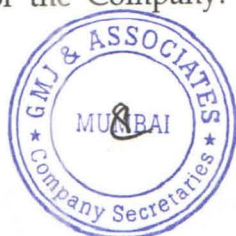
To,  
The Chairman,  
**BRADY & MORRIS ENGINEERING COMPANY LIMITED**  
Brady House, 12-14, Veer  
Nariman Road, Fort,  
Mumbai - 400001.

**Subject: 72<sup>nd</sup> Annual General Meeting of the Shareholders of Brady & Morris Engineering Company Limited held on Saturday, September 29, 2018 at 11:00a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubash Marg, Fort, Mumbai 400 001.**

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Ms. Sonia Chettiar, Partner have been duly appointed by the Board of Directors 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 72<sup>nd</sup> AGM of Equity Shareholders of Brady & Morris Engineering Company Limited at their Meeting held on Saturday, September 29, 2018 at 11:00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubash 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 72<sup>nd</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer for the





Remote e-voting process and for the Poll at the 72<sup>nd</sup> AGM 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 system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facilities and the Report generated electronically for voting by Poll at the venue of AGM.

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 two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Duplicate, incomplete, invalid 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 the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors 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	127	1	5	3.94	2	122	96.06	-
Poll/Ballot voting	1660210	20	1660210	100	-	-	-	-
<b>Total</b>	<b>1660337</b>	<b>21</b>	<b>1660215</b>	<b>-</b>	<b>2</b>	<b>122</b>	<b>-</b>	<b>-</b>



**ITEM NO. 2: ORDINARY RESOLUTION:**

Appointment of a director in place of Mr.Pavan G. Morarka (DIN:00174796) who retires from office by rotation and being eligible, offers himself for reappointment.

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	127	1	5	3.93	2	122	96.06	-
*Poll/Ballot voting	859	15	859	100	-	-	-	-
<b>Total</b>	<b>986</b>	<b>16</b>	<b>864</b>	<b>-</b>	<b>2</b>	<b>122</b>	<b>-</b>	<b>-</b>

\*Note: Mr Vaibhav P. Morarka, Mr Pavan G. Morarka, Mrs Rachna Morarka, W. H. Brady & Co. Ltd. and Shivum Holdings Private Limited being interested in the aforesaid resolution abstained from voting.

**ITEM NO. 3: SPECIAL RESOLUTION:**

Re-appointment of Mr Vaibhav P. Morarka (DIN:01630306) as an Executive Director

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	127	1	5	3.93	2	122	96.06	-
Poll/Ballot voting	859	15	859	100	-	-	-	-
<b>Total</b>	<b>986</b>	<b>16</b>	<b>864</b>	<b>-</b>	<b>2</b>	<b>122</b>	<b>-</b>	<b>-</b>

\*Note: Mr Vaibhav P. Morarka, Mr Pavan G. Morarka, Mrs Rachna Morarka, W. H. Brady & Co. Ltd. and Shivum Holdings Private Limited being interested in the aforesaid resolution abstained from voting.





**ITEM NO. 4: ORDINARY RESOLUTION:**

Approval for Material Related Party Transactions u/s 188 of the Companies Act, 2013.

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	127	1	5	3.93	2	122	96.06	-
*Poll/Ballot voting	259	14	259	100	-	-	-	-
<b>Total</b>	<b>386</b>	<b>15</b>	<b>264</b>	<b>-</b>	<b>2</b>	<b>122</b>	<b>-</b>	<b>-</b>

\*Note: Mr Pavan Morarka, Mr Vaibhav Morarka, Mrs Rachna Morarka and Mr. R.K Sharma, W.H Brady & Co.Ltd and Shivum Holdings Private Limited, being interested in the aforesaid resolution abstained from voting.

**ITEM NO. 5: ORDINARY RESOLUTION:**

Authority to Company under Section 20 of the Companies Act, 2013 to charge for services of documents to members 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	127	1	5	3.94	2	122	96.06	-
Poll/Ballot voting	1660210	20	1660210	100	-	-	-	-
<b>Total</b>	<b>1660337</b>	<b>21</b>	<b>1660215</b>	<b>-</b>	<b>2</b>	<b>122</b>	<b>-</b>	<b>-</b>



All the resolutions voted through Remote e-voting and Poll processes were passed with REQUISITE MAJORITY. The Poll papers and all other relevant records were sealed and handed over to the Chairman of the Company for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries



*Sonia Chettiar*  
[CS SONIA CHETTIAR]  
PARTNER  
ACS: 27582; COP: 10130

*R.K. Sharma*  
[R.K. SHARMA]  
AUTHORISED SIGNATORY

PLACE: MUMBAI  
DATE: SEPTEMBER 29, 2018.