

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 505690

Dear Sir,

Subject: Intimation regarding voluntarily delisting of the equity shares of Brady & Morris Engineering Co. Limited ("the Company" or "BME") in accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations")

1. This is with reference to the captioned subject and in continuation of our intimation dated 9th July 2020 ("intimation") with respect to approval by Board of Directors for the proposal to voluntarily delist the equity shares from the recognized stock exchanges where the equity shares are presently listed i.e. BSE Limited ("BSE") in accordance with the Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Proposal").
2. That the floor price of the Delisting Proposal is **INR 61.04** (Rupees Sixty One and Four Paise) per Equity Share which is determined in accordance with Regulation 15(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The same was approved by the board basis certificate dated 9th July 2020 issued by R K Doshi & Co LLP, Chartered Accountants
3. We wish to further inform you that the Company has received a letter (as annexed) dt. 14th July 2020 from M/s W.H Brady & Co Limited ("WHB"), wherein WHB has informed us about its willingness to accept all the Equity Shares of the Company tendered in the delisting offer, at a price of **INR 80 (Rupees Eighty) ("Indicative Offer Price")**.
4. However, the final offer price for the Delisting Proposal will be determined in accordance with the reverse book building mechanism set out in Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations"). Thus, any acquisition of Equity Shares pursuant to the Delisting Proposal will be subject to applicable regulatory approvals including determination of exit offer price pursuant to the Delisting Regulations.
5. The indicative offer price should in no way be construed as:
 - a. A ceiling or minimum price for the purpose of the reverse book building process and the Public shareholders are free to tender their equity shares at any price irrespective of the Indicative Offer Price, in accordance with the Delisting Regulations

- b. A commitment by Acquirer to accept the equity shares tendered in Delisting Offer, if the Discovered Price (*final delisting price as determined in accordance with the reverse book building process as set out in the Delisting Regulations*) is less than the Indicative Offer Price; or
- c. An obligation on the Acquirer to pay the Indicative Offer Price in the event the discovered Price is lower than the Indicative Offer Price or

Kindly take the above on record.

Yours faithfully,
For Brady & Morris Engineering Co. Limited.



Kushmeeta Bafna
Company Secretary

14th July 2020

To
Board of Directors
M/s Brady & Morris Engineering Co. Limited
'Brady House',
12-14 Veer Nariman Road,
Fort, Mumbai 400001

Dear Sir/ Madam,

Subject: Proposal to voluntarily delist the equity shares of M/s Brady & Morris Engineering Co. Limited ("BME" or "the Company") in accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations")

1. This is in continuation of our letter dated 09th July 2020 regarding willingness to participate, alongwith the Promoter Group of the Company, in acquisition of fully paid up equity shares of the Company ("Equity Shares") that are held by the public shareholders of the Company, as defined in the Delisting Regulations ("Public Shareholders") and consequently voluntarily delist the Equity Shares from BSE Limited ("BSE" or "Stock Exchange") in accordance with the Delisting Regulations ("Delisting Proposal").
2. Further, we understand that the floor price for the Delisting Proposal is INR 61.04 (Rupees Sixty One and Four Paise) per Equity Share ("**Indicative Offer Price**") per Equity Share which is determined in accordance with Regulation 15(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 which determined and supported by, certificate dated 9th July 2020 issued by R K Doshi & Co LLP, Chartered Accountants.
3. In view of the above, our board has decided to accept the Equity Shares tendered in the Delisting Offer at **INR 80 (Indian Rupee Eighty Only)** ("**Indicative Offer Price**").
4. However, the indicative offer price should in no way be construed as:
 - a. A ceiling or minimum price for the purpose of the reverse book building process and the Public shareholders are free to tender their equity shares at any price irrespective of the Indicative Offer Price, in accordance with the Delisting Regulations
 - b. A commitment by Acquirer(s) to accept the equity shares tendered in Delisting Offer, if the Discovered Price (*final delisting price as determined in accordance with the reverse book building process as set out in the Delisting Regulations*) is less than the Indicative Offer Price; or

- c. An obligation on the Acquirer(s) to pay the Indicative Offer Price in the event the discovered Price is lower than the Indicative Offer Price or
 - d. Any restriction on the ability of the Acquirer(s) to acquire equity shares at a price higher or lower than the Indicative Offer Price
5. Kindly take the above on record.

For Promoter

For and on behalf of W. H. Brady & Co. Limited

(Promoters Group Entity)



Director

Date: 14 July 2020