

July 06, 2020

To,
Deputy General Manger
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Security Code No. 505690

Sub: Intimation of Board Meeting to be held on Thursday, July 09, 2020

Dear Sir / Madam,

As required under Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice is hereby given that a Meeting of the Board of Directors of the Company will be held on **Thursday, July 09, 2020 through Audio Visual means** to consider the following agenda:

- 1) To consider and approve Audited Financial Results as recommended by the Audit Committee for the quarter & year ended 31st March, 2020.
- 2) Any other matter with the permission of the Chair.

In accordance with the Company's Code of Conduct to Regulate, Monitor and Report trading by Designated Persons and Immediate Relatives of Designated Persons pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, the trading window for dealing in the securities of the Company has been closed from April 01, 2020 and shall remain closed till 48 hours after the announcement of financials results till July 11, 2020.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

FOR BRADY & MORRIS ENGG. CO. LTD



KHUSHMEETA BAFNA
COMPANY SECRETARY & COMPLIANCE OFFICER

06th July 2020

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

Scrip Code: 505690

Dear Sir,

Sub: Prior intimation in accordance with Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the SEBI (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") with respect to the meeting of the Board of Directors of Brady & Morris Engineering Co. Limited ("Company") to be held on Thursday, July 9, 2020 to consider the proposal for voluntary delisting of equity shares of the Company.

1. We wish to inform you that the Company has received a letter dated 6th July 2020 (attached as Annexure 1) from one of the promoter entity of the Company ("Promoter") namely Shivum Holdings Private Limited. In the letter, the Promoter has expressed its intention to, either individually, or together with the one or more members of the promoter group including its subsidiaries ("Promoter Group"), acquire all 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"), the recognised stock exchanges where the Equity Shares are presently listed, in accordance with the Delisting Regulations ("Delisting Proposal").
2. As on March 31, 2020, the Promoter and Promoter Group together held 16,59,351 equity shares of the Company of a face value of INR 10 each ("Equity Shares") representing 73.75% of the paid-up equity share capital of the Company and the Public Shareholders held 5,90,649 Equity Shares representing 26.25% of the paid-up equity share capital of the Company.
3. Pursuant to the aforesaid letter, the Promoter has requested the board of directors of the Company inter-alia to: (a) Convene a meeting of the Board to consider and approve the Delisting Proposal, as required under the Delisting Regulations ; (b) Take all actions as may be required to be undertaken by the Company in terms of the Delisting Regulations including inter-alia ratifying the appointment of a merchant banker to undertake due diligence; (c) Take necessary steps to convene a meeting of the shareholders to approve the Delisting Proposal in accordance with the Delisting Regulations; and (d) Obtain in-principle approval from the Stock Exchange for the proposed delisting of Equity Shares.
4. In accordance with the Delisting Regulations, the Company shall be required to appoint a merchant banker registered with SEBI ("Merchant Banker") to carry out due diligence in accordance with the Delisting Regulations. Accordingly, we wish to inform you that subject to ratification by Board of Directors, M/s Kunvarji Finstock Private Ltd to been appointed as a merchant banker to carry out due diligence in accordance with Regulations 8(1A) and 8(1D) of the Delisting Regulations.



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 - 288 900

AN ISO 9001 : 2008 CERTIFIED COMPANY

5. In terms of Regulation 29 of the Listing Regulations and the Delisting Regulations, we wish to inform you that a meeting of the board of directors of the Company is being convened on Thursday, July 09, 2020 in order to inter-alia consider the following:
- To consider the proposal for voluntary delisting of the equity shares of the company received from Promoters and related matters incidental thereto including considering the due diligence report of the Merchant Banker;
 - Any other matters incidental thereto or required in terms of the Delisting Regulations.

Kindly take the above on record.

Thanking you.

Yours faithfully,

FOR BRADY & MORRIS ENGINEERING CO. LIMITED.



**KHUSHMEETA BAFNA
COMPANY SECRETARY**

Encl: A/a

SHIVUM HOLDINGS PVT. LTD.

'Brady House' 4th Floor, 12-14, Veer Nariman Road, Fort, Mumbai - 400 001.

Te'. No. 22048361-5 • Fax No. 22041855

Email : bradys@mtnl.net.in

6th July 2020

To
Board of Directors
Brady & Morris Engineering Company Limited
'Brady House',
12-14 Veer Nariman Road,
Fort, Mumbai 400001

Dear Sir/ Madam,

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

1. We, M/s Shivum Holdings Private Ltd ("Promoter") and the Promoter Group together hold 16,59,351 equity shares of the Company of a face value of INR 10 each ("Equity Shares") representing 73.75% of the paid-up equity share capital of the Company and the Public Shareholders hold 5,90,649 Equity Shares representing 26.25% of the paid-up equity share capital of the Company.
2. The Promoter, either individually, or along with one or more members of the Promoter Group, including its subsidiaries, ("Promoter Group"), are desirous of:
 - a) Acquiring the Equity Shares that are held by the public shareholders of the Company, as defined under the Delisting Regulations, ("Public Shareholders"); and
 - b) Consequently, voluntarily delist the Equity Shares from BSE Limited by making a delisting offer in accordance with the Delisting Regulations ("Delisting Proposal").
3. As on March 31, 2020, the Public Shareholders held 5,90,649 Equity Shares representing 26.25% of the paid-up equity share capital of the Company.
4. Objective of the Delisting Proposal:
 - a) The main objective of the Delisting Proposal is for the Promoter/ Promoter Group to obtain full ownership of the Company which will in turn provide increased financial flexibility to support the Company's business and financial needs, including but not limited to exploring new financing structures including financial support from the Promoter Group.
 - b) The delisting will help in cost savings and allow the management to dedicate more time and focus on the Company's business;

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- c) The Delisting Proposal will provide the Public Shareholders an opportunity to realize immediate and certain value for their Equity Shares at a time of depressed market conditions on account of COVID -19; and
 - d) The Delisting Proposal will provide Public Shareholders an opportunity to exit/liquidate/realise certain value for their Equity shares as otherwise the trading volume of the shares is very thin over the recognised stock exchange
5. In terms of the Delisting Regulations, in order to proceed with the Delisting Proposal, it is *inter-alia* necessary to obtain:
 - a) Approval of the Board of directors of the Company ("Board");
 - b) Approval of the shareholders of the Company by way of a special resolution through postal ballot, in which the votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against the Delisting Proposal; and
 - c) the post offer promoter shareholding (along with the persons acting in concert with the promoter) taken together with the shares accepted through eligible bids at the final price, reaches ninety per cent of the total issued shares of the Company.
6. The exit offer price will be determined through the reverse book building process as specified in the Delisting Regulations, after determining the floor price in accordance with Regulation 15 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 Promoters/promoter group, however, has the sole discretion to accept or reject the price discovered in terms of the Delisting Regulations or provide a counter-offer to the Public Shareholders in terms of the Delisting Regulations.
7. Considering the aforesaid, we request the Board to expeditiously: (a) Convene a meeting of the Board to consider and approve the Delisting Proposal, as required under the Delisting Regulations; (b) Take all actions as may be required to be undertaken by the Company in terms of the Delisting Regulations including *inter-alia* ratifying the appointment of a merchant banker to undertake due diligence and provide necessary information for the due diligence as well as submitting a report on the valuation of the Company under the delisting regulations. ; (c) Take necessary steps to convene a meeting of shareholders to approve the Delisting Proposal in accordance with the Delisting Regulations; and (d) Obtain in-principle approval from the Stock Exchanges for the proposed delisting of Equity Shares.
8. Any acquisition of Equity Shares pursuant to the Delisting Proposal will be subject to applicable regulatory approvals and exit offer price will be determined pursuant to the Delisting Regulations.

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Email : bradys@mtnl.net.in

9. Kindly take the above on record.

For and on behalf of Shivum Holding Private Limited
(Promoters Group Entity)



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Directors

Date: 6th July 2020

CC: W. H Brady & Co Ltd