

September 24, 2022

To,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code: 501391**

Dear Sir(s),

**Sub: Summary of proceedings of the 109<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 and Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith summary of proceedings of the 109<sup>th</sup> Annual General Meeting of the Company held on Friday, September 23, 2022 at 12.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Kindly take the above on your record.

Thanking you,

Yours faithfully,

FOR W. H. BRADY & CO. LTD.



**KHUSHMEETA BAFNA  
COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: a/a

BRANCHES:

**SUMMARY OF PROCEEDINGS OF 109<sup>th</sup> ANNUAL GENERAL MEETING OF W. H. BRADY & COMPANY LIMITED HELD ON FRIDAY, SEPTEMBER 23, 2022 AT 12.30 P.M. IST THROUGH TWO-WAY VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM")**

**A. DATE, TIME AND VENUE OF THE MEETING:**

In terms of the General Circular Nos. Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/ HO/CFD/CMD1/ CIR /P/2020/79, SEBI/HO/CFD/CMD 2/CIR/P/2021/11 and SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the 109<sup>th</sup> Annual General Meeting (AGM) of the Members of **W. H. Brady & Company Limited** was held on Friday, September 23, 2022 at 12.30 p.m. (IST) through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Total 27 members attended the meeting as per the records of attendance.

**B. PROCEEDINGS IN BRIEF:**

After ascertaining that the requisite number of members were present through two-way VC/OAVM, Mr. Pavan G. Morarka, Chairman & Managing Director of the Company presided over the Meeting and welcomed all the members.

The Chairman informed that in view of the continuing social distancing norms due to COVID - 19, the AGM was held through VC/ OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. He further informed that the Company had tied up with CDSL to provide facility for Remote e-voting, e-voting during the AGM and participation at the AGM through VC/ OAVM.

The Chairman confirmed that as required under Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013, the Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 are made available for inspection in electronic mode to every member who had made specific request for inspection by sending an email to the Company

The Chairman introduced all the Directors present, Chief Financial Officer, Company Secretary and the representatives of the Statutory & Secretarial Auditors. Mr. Pinaki Misra and Ms. Chitrlekha Hiremath, Directors had communicated to the Board their inability to attend the AGM.

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Mr. Kaushik D. Shah, Director & Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee had communicated to the Board his inability to attend the AGM and authorized Mr. Cyrus Vachha, Director to attend the AGM on his behalf.

The Chairman informed to the members that:

In accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Members have been provided the facility to exercise their right to vote by electronic means, either through remote e-voting or by e-voting at the AGM.

Members joining the meeting through video conferencing, who have not cast their vote by remote e-voting, may vote through e-voting facility provided by CDSL at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM shall not be entitled to cast their vote again.

Thereafter, Mr. Pavan G. Morarka delivered the Chairman's speech to the members.

Further, with the permission of the members, the Chairman declared that the Notice convening the AGM and the Directors' Report, were taken as read. The Auditors' Report and Secretarial Audit Report did not contain any qualifications / adverse remarks, were taken as read.

On the invitation of the Chairman, Members who had registered themselves as speakers, addressed the meeting through VC/ OAVM and sought clarifications on the Company's accounts, business and gave their opinions and suggestions. The Chairman responded to the questions/queries raised by the members and provided clarifications.

Thereafter the Chairman read out each item of business as per the Notice of AGM dated August 12, 2022:

**ORDINARY BUSINESS:**

1. **As an Ordinary Resolution**

a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, including the Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and

BRANCHES:

b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, including the Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Auditor's Report thereon.

2. **As an Ordinary Resolution** - Appointment of Ms. Chitrlekha Hiremath (DIN: 02113981), who retires by rotation and, being eligible, offers herself for re-appointment as the Director of the Company.
3. **As an Ordinary Resolution** - To appoint Statutory Auditors, M/s. J G Verma & Co., 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.

#### **SPECIAL BUSINESS:**

4. **As a Special Resolution** - To continue the Appointment of Mr. Kaushik D. Shah (DIN: 00024305) as an Independent Director

The Chairman communicated to the members the following information:

- i. The remote e-voting period commenced on September 20, 2022 at 9.00 a.m. (IST) and ended on September 22, 2022 at 5.00 p.m. (IST).
- ii. The Company had provided a facility to the members to cast their votes electronically. Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically during the AGM and a time period of 15 minutes was available for voting after which the meeting was closed.
- iii. The Company had appointed Mr. Himank Desai, Chartered Accountant, Membership No.: 031602, as Scrutinizer to conduct the process in a fair and transparent manner.

Thereafter, the Chairman announced that all the business set out in the Notice of the AGM had been conducted. The voting results along with the Scrutinizer's Report will be made available on the Company's website at [www.whbrady.in](http://www.whbrady.in) and will be simultaneously communicated to BSE within 2 (two) working days from the conclusion of the AGM.

The Chairman on behalf of the Board thanked the members for attending and participating at the AGM.

#### BRANCHES:





# W.H. BRADY & Co. LTD.

CIN No. - L17110MH1913PLC000367

Regd. Office : BRADY HOUSE, 12-14, VEER NARIMAN ROAD, FORT, MUMBAI - 400001. INDIA

TEL.: (022) - 22048361-65 • E-mail : bradys@mtnl.net.in • Website : www.bradys.in

The 109<sup>th</sup> Annual General Meeting of the Company concluded at 12:50 p.m. (IST).

FOR W. H. BRADY & CO. LTD.

**PAVAN G. MORARKA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**(DIN: 00174796)**

#### BRANCHES:

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| • <b>AHMEDABAD</b> Tel.: 02694 - 288900 • Email : bmeworks@bradys.in | • <b>CHENNAI</b> Tel.: 044-24310618 • Email : saleschennai@bradys.in |
| • <b>KOLKATA</b> Tel.: (033) 22272089 • Email : saleskol@bradys.in   | • <b>NEW DELHI</b> Tel.: (011) 23314934 • Email : salesdel@bradys.in |