

*Proceedings of the 102<sup>nd</sup> Annual General Meeting (AGM) Of the Members of W. H. Brady & Company Limited held on Saturday, 26<sup>th</sup> September, 2015 at 11.30 a.m.*

As per the Notice dated 13<sup>th</sup> August, 2015, the 102<sup>nd</sup> Annual General Meeting (AGM) of the Company was held on Saturday, 26<sup>th</sup> September, 2015 at 11.30 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, Chairman & Managing Director of the Company presided over the Meeting and welcomed the Members to the 102<sup>nd</sup> AGM of the Company:

A total of 28 Members attended the 102<sup>nd</sup> AGM in person as per the Members Attendance Register. The representatives of the Secretarial Auditors were also present at the AGM.

The Chairperson introduced the Board of Directors to the Members of the Company and with the permission of the Members the Notice of the AGM being already circulated was taken as read.

The Chairperson then addressed the Members and gave an overview of the financial performance of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and its future outlook. Further, he announced that the Board of Directors at their Meeting held on 9<sup>th</sup> May, 2015, had subject to the approval of the Members of the Company, recommended a dividend of Rs.1/- i.e. 10% per equity share.

The Chairperson informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the Stock Exchanges, the Company had extended the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 102<sup>nd</sup> AGM. The remote e-voting period had commenced on 22<sup>nd</sup> September, 2015 at 9.00 a.m. and ended on 25<sup>th</sup> September, 2015 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairperson further informed that the Board of Directors have appointed Mr. Mahesh Soni (FCS No. 3706), Partner of M/S. GMJ & Associates, Company Secretaries, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote E-voting and voting process through Ballot Papers at the AGM), for the resolutions included in the Notice of the 102<sup>nd</sup> AGM.

The Chairperson then invited participation of the Members of the Company for discussing the Audited Financial Accounts for the Financial Year ended 31<sup>st</sup> March 2015 along with Auditors and Directors Report thereon.

Thereafter, several Members of the Company gave their suggestions and asked certain queries on the Financial Statements and operations of the Company. The Chairperson responded to all the queries to the satisfaction of the Members.

The Chairperson moved Item No 1, to be passed as an **Ordinary Resolution**, relating to consideration and adoption of

- a) the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2015 together with the Report of the Auditors thereon,
- the same was proposed and seconded by the Members.

The Chairperson moved Item No. 2, to be passed as an **Ordinary Resolution**, relating to confirmation of the payment of Dividend at the rate of 10% i.e.Rs.1 per share on the equity shares, the same was proposed and seconded by the Members.

Being interested in the resolution, the Chairperson vacated the Chair and requested Mr. Kaushik Shah to move the forgoing resolution. Then, Mr. Kaushik Shah moved the **Ordinary Resolution** at Item No. 3, relating to appointment of a Director in place of Mr. Vaibhav Morarka, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment, the same was proposed and seconded by the Members.

Thereafter, Mr. Kaushik Shah vacated the Chair and requested the Chairperson to conduct the meeting for the remaining items on the agenda. Then, the Chairperson moved the **Ordinary Resolution** at Item No. 4, relating to ratification for appointment of Statutory Auditors of the Company, the same was proposed and seconded by the Members.

The Chairperson moved Item No. 5, to be passed as an **Ordinary Resolution**, relating to re-appointment of Ms. Paramita Mahapatra, as the Director of the Company, the same was proposed and seconded by the Members.

Being interested in the resolution, the Chairperson vacated the Chair and requested Mr. Kaushik Shah to move the forgoing two resolutions. Then, Mr. Kaushik Shah moved the **Ordinary Resolution** at Item No. 6, relating to approval

for Related Party Transactions under section 188 of the Companies Act 2013, the same was proposed and seconded by the Members.

Mr. Kaushik Shah moved Item No. 7, to be passed as a **Special Resolution**, relating to Re-appointment of Mr. Pavan G. Morarka as Chairman and Managing Director of the Company for a period of 3 Years w.e.f January 1, 2016, the same was proposed and seconded by the Members.

Thereafter, Mr. Kaushik Shah vacated the Chair and requested the Chairperson to conduct the meeting for the remaining items on the agenda. Then, the Chairperson moved the **Special Resolution** at Item No. 8, relating to adoption of new set of Articles of Association as per provisions of Section 5 and 14 of Companies Act, 2013, the same was proposed and seconded by the Members.

The Chairperson then ordered for Poll on all the agenda items as stated in Notice of 102<sup>nd</sup> AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Papers and to drop it in the Ballot Box as kept at the Venue.

He then requested Mr. Mahesh Soni, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot Box to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairperson announced that the results of voting i.e. Remote E-voting and results Physical Voting done at the AGM along with the consolidated Scrutinizers Report shall be announced on 28<sup>th</sup> September, 2015 at the registered Office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and would be available at the Registered Office of the Company.

The Chairperson thanked all the Members for their presence and support, after the Members present cast their votes, the Meeting terminated with a Vote of Thanks to the Chair.

Yours faithfully,  
For W. H. BRADY & COMPANY LIMITED



[R K SHARMA]  
COMPLIANCE OFFICER

Date: 26<sup>th</sup> September, 2015  
Place: Mumbai