

BRADY & MORRIS ENGINEERING COMPANY LTD.

CIN NO. - L29150MH1946PLC004729

Regd. Office: "Brady House", 12-14, Veer Nariman Road, Fort, Mumbai - 400 001. (India) Tel.: (022) 22048361-65 • Fax: (022) - 22041855 E-mail: bradys@mtnl.net.in • bradymumbai@vsnl.com

Website: www.bradys.in

September 29, 2015.

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

Reg: Security Code No. 505690: BRADY & MORRIS ENG. CO. LTD.

Subject: Scrutinizer Report for Annual General Meeting:

Dear Sir,

As per the Listing Agreement, The Scrutinizer Report is attached herewith of 102nd Annual General Meeting of the Members of the Company held on Saturday, 26th September, 2015 at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001

Kindly acknowledge the same.

Thanking you,

Yours faithfully,

For BRADY & MORRIS ENGINEERING CO. LIMITED

[R. K. SHARMA]

COMPLIANCE OFFICER

Encl.: as above



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AN ISO 9001: 2008 CERTIFIED COMPANY



3rd & 4th Floor, Vaastu Darshan, 'B' Wing, Above Central Bank of India, Azad Road, Andheri (East), Mumbai- 400 069.

Tel. No.: 61919293 Email: cs@gmj.co.in

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To, The Chairperson, Brady and Morris Engineering Company Limited Brady House12-14, Veer Nariman Road, Fort, Mumbai- 400 001.

Subject: 69th Annual General Meeting of the Shareholders of M/s. Brady and Morris Engineering Company Limitedheld on Saturday, September 26, 2015 at 10.30 A.M. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K DubashMarg, Fort, Mumbai - 400 001.

Dear Sir,

I, CS Mahesh Kumar Soni, Company Secretary in Practice (FCS: 3706, CP No.2324), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of M/s. Brady and Morris Engineering Company Limitedat their Meeting held on August 13, 2015 as the Scrutinizer to scrutinize the Remote E-Voting Process and conduct Ballot Process/Poll at the Annual General Meeting pursuant to the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in compliance with the provisions of Clause 35B of the Listing Agreement entered with the Stock Exchange:

- 1. The Remote E-voting period commenced on 22nd September, 2015 at 9.00 a.m. and ended on 25th September, 2015 at 5.00 p.m.(both days inclusive).
- 2. The shareholders holding shares as on "cut off" date i.e. 19th September, 2015were entitled to vote on the proposed resolutions.
- 3. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of Central Depository Services (India) Limited (CDSL).



- 4. After closing of the Ballot Process as announced by the Chairperson, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
- 5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. And Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company.
- 6. Incomplete, invalid and/or defectiveBallot papers were rejected by me.
- 7. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of Ballot papers at the meeting was conducted in a fair and transparent manner and render a Consolidated Report of the total votes cast in favour and against to the Chairperson on the resolutions, based on the reports generated from the Remote E-voting system provided by Central Depository Services (India) Limited and the voting by use of Ballots at the meeting.
- 8. The Consolidated result of the BallotProcess held at the aforesaid Annual General Meeting as well as Remote E-voting is as under:

Resolution 1:

Adoption of the audited Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.

Votes in favour of the resolution: (i)

Type of	Number of Members	Number of voces	% of total number of valid votes cast
E -voting	who have voted	cast 119	-
E-voting	17	16,60,574	
Ballot	19	16,60,693	77.70
Total			

Votes against the resolution: (ii)

Type of	Number of Members	Number of votes	% of total number of valid votes cast
E -voting	who have voted	176	•
E-voting			0.02
Ballot	2	176	0.02
Total	2		



(iii) Abstain/Invalid:

ii) Abstain/Inva	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E -voting	Who have voces		
E-voting	-		
Ballot			•
Total			

Resolution 2:

Re-appointment of Mr. Rajender K. Sharma(DIN:01215327) who retires by rotation;

(i) Votes in favour of the resolution:

Type of	Number of Mellibers	Number of votes	% of total number of valid votes cast
E -voting	who have voted	119 16,59,929	
E-voting Ballot	16	46 60 048	99.96
Total	, 10		

Votes against the resolution: (ii)

Yotes again	Number of Members	Number of votes cast	% of total number of valid votes cast
E -voting	who have voted	176	-
E-voting			0.04
Ballot	2	176	
Total			

(iii) Abstain/Invalid:

Type of		Number of votes cast	% of total number of valid votes cast
E -voting	WIIO Have voca	-	-
E-voting	1	645	_
Ballot		645	
Total			pointment as Director

^{*}Note: We have not considered the Vote of Mr. R K Sharma for re-appointment as Director as he is interested in the resolution.

Resolution 3:

Appointment of M/s. C. L. Dalal& Co., Chartered Accountant as the Auditorsand fixing their remuneration.



Votes in favour of the resolution: (i)

Votes in fav	Number of Members	Number of votes	% of total number of valid votes cast
E -voting	who have voted	119	-
E-voting	17	16,60,574	
Ballot	19	16,60,693	99.70
Total			

Votes against the resolution: (ii)

i) Votes agains	St the resolution		% of total number
Type of	Number of Members	Number of votes cast	of valid votes cast
E -voting	who have voted	176	
E-voting		-	0.02
Ballot	2	176	0.02
Total			

(iii) Abstain/Invalid:

Type of	Number of Members	Number of votes	% of total number of valid votes cast
E -voting	who have voted	cast	-
E-voting		-	
Ballot			
Total			

Resolution 4:

Regularisation of Ms. Urvashi D. Shah as a Director of the Company.

Votes in favour of the resolution:

Votes in favor	ur of the resolution.		% of total number
Type of	Number of Members	Number of votes cast	of valid votes cast
E -voting	who have voted	119	•
E-voting	17	16,60,574	
Ballot	19	16,60,693	99.98
Total	17		

(ii) Votes against the resolution:

	st the resolution: Number of Members	Number of voces	% of total number of valid votes cast
Type of E -voting	who have voted	cast 176	or varia
E-voting		-	0.02
Ballot	2	176	0.02
Total			



(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting			-
Ballot	-	-	•
Total	-	-	-

Resolution 5:

To increase the Authorized Share Capital of the Company form Rs. 15,00,00,000/- to Rs. 25,00,00,000/-.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	
Ballot	17	16,60,574	
Total	19	16,60,693	99.98

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	
Ballot	-	-	
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	•	•
Ballot	•	-	-
Total	-	-	-

Resolution 6:

To alter the Memorandum of Association of the Company.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	•
Ballot	17	16,60,574	=
Total	19	16,60,693	99.98



(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
	WIIO Have votes	176	-
E-voting	Z	170	
Ballot	-	477	0.02
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	
		-	-
Ballot		-	-
Total			

Resolution 7:

To issue Preference Shares of the Company.

(i) Votes in favour of the resolution:

Type of	Number of Members who have voted	Number of votes	% of total number of valid votes cast
E -voting	Wild Have voted	119	-
E-voting	17	16,60,574	
Ballot	17	16,60,693	
Total	19	10,00,073	

(ii) Votes against the resolution:

Type of	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E -voting	2	176	
E-voting			
Ballot	2	176	0.02
Total			

(iii) Abstain/Invalid:

Type of	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E -voting	WITO HAVE VOCCU		-
E-voting		-	
Ballot			
Total		•	



Resolution 8:

To re-appoint Mr. Vaibhav Morarka as an Executive Director for a period of 3 years.

(i) Votes in favour of the resolution:

cast	of valid votes cast
119	-
16,36,874	-
16.36,993	98.57
	16,36,993

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	
	-		
Ballot	2	176	1.43
Total			

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
	-	~	-
E-voting Ballot	3	23700	
Total	3	23700	

*Note: We have not considered the vote of Mr. Pavan Morarka, Mrs. Rachna Morarka and Mr. Vaibhav Morarka for re-appointment of Mr. Vaibhav Morarka as an Executive Director as they are interested in the resolution.

Resolution 9:

Special Resolution pertaining to Related Party Transaction under Section 188 of the Companies Act, 2013.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
	17	16,60,574	
Ballot	19	16,60,693	99.98
Total	17	,0,00,00	



(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	×
Ballot		-	-
Total	-	-	

Resolution 10:

To adopt new set of Articles of Association of the Company.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-		-
Ballot	-		
Total	-		-





- 9. Based on the foregoing, the resolution no (s) 1 to 10 shall be deemed to have been passed with requisite majority.
- 10. All the relevant records relating to the E-voting and Ballot Paper is under my safe custody and it will be handed over to the Chairperson for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking you,

ASSO

Yours faithfully, For GMJ & ASSOCIATES Company Secretaries

[CS MAHESH SONI]

FCS: 3706; COP: 2324

PLACE: MUMBAI

DATE: SEPTEMBER 28, 2015.



To, The Chairperson, Brady and Morris Engineering Company Limited Brady House12-14, Veer Nariman Road, Fort, Mumbai- 400 001.

Dear Sir,

Sub: Summary of the Results of the Voting on the resolutions (including Remote E-voting and Ballot/ Poll Process at AGM) passed at the 69^{th} Annual General Meeting of M/s. Brady and Morris Engineering Company Limited held on Saturday, September 26, 2015.

Item	Votes in favour of the resolution		Votes against the resolution			
no. of Notice	Nu	mbers	% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	19	16,60,693	99.98	2	176	0.02
2	18	16,60,048	99.96	2	176	0.04
3	19	16,60,693	99.98	2	176	0.02
4	19	16,60,693	99.98	2	176	0.02
5	19	16,60,693	99.98	2	176	0.02
6	19	16,60,693	99.98	2	176	0.02
7	19	16,60,693	99.98	2	176	0.02
8	16	16,36,993	98.57	2	176	1.43
9	19	16,60,693	99.98	2	176	0.02
10	19	16,60,693	99.98	2	176	0.02

For GMJ & ASSOCIATES Company Secretaries

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PLACE: MUMBAI

DATE: SEPTEMBER28, 2015.