

Date: August 13, 2016.

To,  
Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai- 400 001.

Scrip Code: 505690

Dear Sir(s),

Sub: Summary of proceedings of 70<sup>th</sup> Annual General Meeting

In terms of Regulation 30 Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the summary of proceedings of the 70<sup>th</sup> Annual General Meeting of the Company held on Friday, August 12, 2016 at 11.00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001. The Annual General Meeting concluded at 11:30 a.m.

Kindly take the above on record.

Thanking you,

Yours faithfully,  
For BRADY & MORRIS ENGINEERING COMPANY LIMITED

*K J Desai*



KHUSHBU DESAI  
COMPANY SECRETARY & COMPLIANCE OFFICER.

Encl: as above.



**Summary of proceedings of 70<sup>th</sup> Annual General Meeting**

The 70<sup>th</sup> Annual General Meeting (AGM) of the Members of Brady & Morris Engineering Company Limited was held on Friday, August 12, 2016 at 11.00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001.

Mr. Pavan G. Morarka, chaired the Meeting. All Directors were present except Mr. Vaibhav Morarka who could not attend due to personal reasons at the Meeting. As the requisite quorum in compliance with the Companies Act, 2013 was present, the Chairperson commenced the proceedings of the Meeting. The Chairperson welcomed the members to the 70<sup>th</sup> AGM of the Company and called the meeting to order. Thereafter, he introduced all the Directors, Company Secretary and the representative of the Auditors sitting on the dias. The Chairperson then delivered his speech.

The Members were informed that the Company had provided the facility of Remote e-voting to the Members through M/s. Big Share Services Private Limited in respect of all the items to be transacted at this AGM. The e-voting period commenced on August 9, 2016 at 9.00 a.m. and ended on August 11, 2016 at 5.00 p.m. In Remote e-voting, the shareholders have voting rights in proportion to their shares in the Paid-up Equity Capital and to maintain parity, Poll is called on all the Resolutions, instead of show of hands. Members, who have already voted through Remote e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in the meeting and the vote cast by him/her through Remote e-voting shall be treated as final.

Mr. Mahesh Soni, Practicing Company Secretary is appointed as Scrutinizer to conduct the Poll Process in a fair and transparent manner and report on the results of the Poll. The Consolidated results of the Remote e-voting and Poll will be declared within 48 hours of the AGM. The Results will be filed with the Stock Exchange and also uploaded on the website of the Company. In the usual course, the Members are requested to propose and second the Resolutions before the Poll is taken on all the Resolutions.

The following items of business as per the Notice of AGM dated May 20, 2016, were transacted at the Meeting:



Certificate No. 8793QMS001

**WORKS : 505, Phase IV, G.I.D.C., VATVA, AHMEDABAD - 382 445**

**Phone : Works (079) 25890546, 25830987, • FAX : (079) 25890549**

**E-mail : bmeworks@bradys.in • Website : www.bradys.in**

**AN ISO 9001 : 2008 CERTIFIED COMPANY**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Ms. Urvashi Shah who retires from office by rotation and being eligible offers herself for re-appointment.
3. Ratification of appointment of M/s. C. L. Dalal & Co., Chartered Accountant as the Auditors and fixing their remuneration.

**SPECIAL BUSINESS:**

4. To re-appoint Mr. Cyrus Vachha as an Independent Director.
5. To re-appoint Mr. Sumit Banerjee as an Independent Director.
6. Approval of Related Party Transaction under section 188 of the Companies Act 2013.

The Chairperson invited comments and questions from the Members. The queries raised by the Members were answered by the Chairperson.

Voting was conducted by Poll on all the Resolutions as set out in the Notice dated May 20, 2016.

After completion of the Poll, the meeting concluded with a vote of thanks to the Chair.

Based on the attached Scrutinizer's Report, all the Resolutions as set out in the Notice have been passed with requisite majority.

Yours faithfully,

For **BRADY & MORRIS ENGINEERING COMPANY LIMITED**

*KJ Desai*



**KHUSHBU DESAI**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl.: as above

FORM No. MGT-13

**Combined Report of Scrutinizer for Remote e-voting & Poll Process**

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairperson,  
M/s.Brady & Morris Engineering Company Limited  
Brady House, 12/14,  
Veer Nariman Road, Fort,  
Mumbai - 400001.

**Subject: 70<sup>th</sup>Annual General Meeting of the Members of M/s. Brady & Morris Engineering Company Limited held on 12<sup>th</sup>August, 2016 at 11:00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6<sup>th</sup> Floor, 12, K Dabush Marg, Fort, Mumbai 400001.**

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 70<sup>th</sup>AGM of Equity Shareholders of M/s. Brady & Morris Engineering Company Limited at their Meeting held on 12<sup>th</sup> August, 2016 at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6<sup>th</sup> Floor, 12, K Dabush Marg, Fort, Mumbai 400001.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 70<sup>th</sup>AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 70<sup>th</sup>AGM is restricted to make a



Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated below on the report generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facilities and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in our presence with due identification marks placed by us.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Pollpapers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

**ITEM NO. 1: ORDINARY RESOLUTION:**

Adoption of Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors and the Auditors thereon;

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
<b>Total</b>	<b>1659841</b>	<b>21</b>	<b>1659841</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**ITEM NO. 2: ORDINARY RESOLUTION:**

Re-appointment of Ms. Urvashi Shah, who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
<b>Total</b>	<b>1659841</b>	<b>21</b>	<b>1659841</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 3: ORDINARY RESOLUTION:**

Ratification of appointment of M/s. C. L. Dalal & Co., Chartered Accountants as the Statutory Auditors and fixing their remuneration.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
<b>Total</b>	<b>1659841</b>	<b>21</b>	<b>1659841</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 4: SPECIAL RESOLUTION:**

Re-appointment of Mr. Cyrus Vachhaas an Independent Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting	Nos.	% to total valid	No of ballot/e-voting	Nos.	% to total valid	



		entry			entry			
E-voting	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
<b>Total</b>	<b>1659841</b>	<b>21</b>	<b>1659841</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 5: SPECIAL RESOLUTION:**

Re-appointment of Mr. Sumit Banerjee as an Independent Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
<b>Total</b>	<b>1659841</b>	<b>21</b>	<b>1659841</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 6: ORDINARY RESOLUTION:**

Approval of Related Party Transaction under section 188 of the Companies Act 2013.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1636736	18	1636736	99.99%	-	-	-	-
<b>Total</b>	<b>1636741</b>	<b>19</b>	<b>1636741</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note: Mr. Pavan Morarka and Mr. Vaibhav Morarka were interested in the aforesaid resolution, hence abstained and did not vote.



All the resolutions voted through Remote e-voting and Poll Process were passed with Requisite Majority.

The Poll papers and all other relevant records were sealed and handed over to the Chairperson of the Company for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries



  
[CS MAHESH SONI]  
PARTNER  
FCS: 3706; COP: 2324

PLACE: MUMBAI  
DATE: AUGUST 12, 2016.