

Date: September 23, 2017.

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 71st 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 71st Annual General Meeting of the Company held on Saturday, September 23, 2017 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**

KJ Desai

KHUSHBU DESAI
COMPANY SECRETARY & COMPLIANCE OFFICER.

Encl: as above.

WORKS :

UNIT NO. 2 : Factory : Plot No. 326/B, Opp. Govt. Bore Well, Sarsa-Kanera Road, Sarsa Patia,
Village : Kanera, Tal : Matar, Dist : Kheda-387540, • Phone : 9727748933 & 02694 - 304200



Summary of proceedings of 71st Annual General Meeting

The 71st Annual General Meeting (AGM) of the Members of Brady & Morris Engineering Company Limited was held on Saturday, September 23, 2017 at 11.00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai - 400001.

Mr. Pavan G. Morarka, Chairperson of the Company chaired the proceedings of the Meeting. Mr. K. D. Shah, Independent Director / Chairperson of the Audit Committee, Mr. Sumit Banerjee, Independent Director, Mr. Rajender Kumar Sharma, Director and Ms. Urvashi Shah, Women Director were present at the Meeting. As the requisite quorum in accordance with the Companies Act, 2013 was present the Chairperson commenced the proceedings of the Meeting. The Chairperson welcomed the members to the 71st AGM of the Company and called the meeting to order. Thereafter, Chairperson delivered his speech.

The Members were informed that the Company had provided the facility of Remote e-voting to the Members through Central Depository Services Limited (CDSL) in respect of all the items to be transacted at the AGM. The e-voting period commenced on September 20, 2017 at 9.00 a.m. and ended on September 22, 2017 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.

Ms. Sonia Chettiar, Partner, GMJ & Associates, Company Secretaries 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 August 21, 2017 were transacted at the Meeting:

WORKS :

UNIT NO. 2 : Factory : Plot No. 326/B, Opp. Govt. Bore Well, Sarsa-Kanera Road, Sarsa Patia,
Village : Kanera, Tal : Matar, Dist : Kheda-387540, • Phone : 9727748933 & 02694 - 304200

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, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rajender Kumar Sharma who retires from office by rotation and being eligible offers himself for re-appointment.
3. To Appoint Statutory Auditors, M/s. S. S. Rathi & Co ., Chartered Accountants in place of M/s. C. L. Dalal & Co., Chartered accountants, who retire at the ensuing Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. Resolution pertaining to 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 August 21, 2017.

The Chairperson authorised Ms. Khushbu Desai, Company Secretary to submit the Proceedings of the Meeting to the Stock Exchange.

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,
BRADY & MORRIS ENGINEERING COMPANY LIMITED
Brady House, 12-14 Veer Nariman Road,
Fort, Mumbai - 400001

Subject: 71st Annual General Meeting of the Shareholders of Brady & Morris Engineering Company Limited held on Saturday, September 23, 2017 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.

Dear Sir,

I, CS Sonia Chettiar, Company Secretary in Practice (ACS: 27582, COP No. 10130), Partner of M/s. GMJ & Associates, Company Secretaries 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 71st AGM of Equity Shareholders of M/s. Brady & Morris Engineering Company Limited at their Meeting held on Saturday, September 23, 2017 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 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 71st AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 71st 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 facility 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 Poll papers 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:

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and 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 | Nos. |
| E-voting | 56 | 2 | 56 | 100 | 0 | 0 | 0 | 0 |
| Poll/Ballot voting | 28397 | 28 | 28396 | 99.996 | 1 | 1 | 0.004 | 0 |
| Total | 28453 | 30 | 28452 | 99.996 | 1 | 1 | 0.004 | 0 |



ITEM NO. 2: ORDINARY RESOLUTION:

Re-Appointment of Mr. Rajender Kumar Sharma, Director of the Company, 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 | 56 | 2 | 56 | 100 | 0 | 0 | 0 | 0 |
| *Poll/Ballot voting | 27797 | 25 | 27796 | 99.996 | 1 | 1 | 0.004 | 0 |
| Total | 27853 | 27 | 27852 | 99.996 | 1 | 1 | 0.004 | 0 |

*Note: Mr. Rajendra Kumar Sharma, Member, being interested in the aforesaid resolution abstained from voting.

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of M/s S. S. Rathi & Co., Chartered Accountants as Statutory Auditor in place of M/s. C. L. Dalal & Co., Chartered Accountants 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 | 56 | 2 | 56 | 100 | 0 | 0 | 0 | 0 |
| Poll/Ballot voting | 28397 | 28 | 28396 | 99.996 | 1 | 1 | 0.004 | 0 |
| Total | 28453 | 30 | 28452 | 99.996 | 1 | 1 | 0.004 | 0 |



ITEM NO. 4: ORDINARY RESOLUTION:

Resolution pertaining to 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 | 56 | 2 | 56 | 100 | 0 | 0 | 0 | 0 |
| *Poll/Ballot voting | 4697 | 25 | 4696 | 99.98 | 1 | 1 | 0.02 | 0 |
| Total | 4753 | 27 | 4752 | 99.98 | 1 | 1 | 0.02 | 0 |

*Note: Mr. Pavan Morarka, Mrs. Rachna Morarka and Mr. Vaibhav Morarka, Members being interested in the aforesaid resolution abstained from voting.

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



Sonia Chettiar

[CS SONIA CHETTIAR]
PARTNER

ACS: 27582 ; COP: 10130

PLACE: MUMBAI

DATE: 23rd September, 2017