



# 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

Date: September 23, 2017.

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

Scrip Code: 501391

Dear Sir(s),

Sub: Summary of proceedings of 104<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 104<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 23, 2017 at 11.45 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 12.05 p.m.

Kindly take the above on record.

Thanking you,

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

*KJDesai*

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

Encl: as above.

: BRANCHES :

• AHMEDABAD : Tel.: 02694-304200 • Email : bmeworks@bradys.in • CHENNAI : Tel.: 044-24310618 • Email : saleschennai@bradys.in  
• KOLKATA : Tel.: (033) 22272089 • Email : saleskol@bradys.in • NEW DELHI : Tel.: (011) 23314934 • Email : salesdel@bradys.in

**Summary of proceedings of 104<sup>th</sup> Annual General Meeting**

The 104<sup>th</sup> Annual General Meeting (AGM) of the Members of **W. H. Brady & Company Limited** was held on Saturday, September 23, 2017 at 11.45 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 Morarka, Chiarman & Managing Director & Mr. K. D. Shah, Independent Director (Chiarperson of Audit Committee) were present at the Annual General Meeting & Mr. Pavan Morarka chaired 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 104<sup>th</sup> AGM of the Company and called the meeting to order. Thereafter Mr. Pavan Morarka delivered the Chairman's 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 4, 2017, were transacted at the Meeting:

**Contd...2..**

**: BRANCHES :**

● **AHMEDABAD** : Tel.: 02694-304200 • Email : bmeworks@bradys.in ● **CHENNAI** : Tel.: 044-24310618 • Email : saleschennai@bradys.in  
● **KOLKATA** : Tel.: (033) 22272089 • Email : saleskol@bradys.in ● **NEW DELHI** : Tel.: (011) 23314934 • Email : salesdel@bradys.in

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements for the Financial Year ended 31st March, 2017, including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2017, including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss & Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Vaibhav Morarka, 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. 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 August 04, 2017.

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

Contd...3...

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 **W. H. BRADY & 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,  
**W H BRADY AND COMPANY LIMITED**  
Brady House, 12/14 Veer Nariman Road,  
Fort, Mumbai-400001.

**Subject: 104<sup>th</sup> Annual General Meeting of the Shareholders of W H Brady and Company Limited held on Saturday, September 23, 2017 at 11:45 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 104<sup>th</sup> AGM of Equity Shareholders of M/s. W H Brady And Company Limited at their Meeting held on Saturday, September 23, 2017 at 11:45 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 104<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 104<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 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 -

- (a) The Audited Standalone Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 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, 2017 together with the Report of 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	2000	1	2000	100	0	0	0	0
Poll/Ballot voting	886749	34	886749	100	0	0	0	760
<b>Total</b>	<b>888749</b>	<b>35</b>	<b>888749</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>760</b>



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

Re-appointment of Mr. Vaibhav Morarka, Director 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	2000	1	2000	100	0	0	0	0
*Poll/Ballot voting	12259	31	12259	100	0	0	0	760
<b>Total</b>	<b>14259</b>	<b>32</b>	<b>14259</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>760</b>

\*Note: Mrs. Rachna Morarka, Mr. Vaibhav Morarka and Mr. Pavan Morarka, Members 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 Auditors 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	2000	1	2000	100	0	0	0	0
Poll/Ballot voting	886749	34	886749	100	0	0	0	760
<b>Total</b>	<b>888749</b>	<b>35</b>	<b>888749</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>760</b>



**ITEM NO. 4: ORDINARY RESOLUTION:**

Resolution pertaining to Related Party Transaction under 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	2000	1	2000	100	0	0	0	0
*Poll/Ballot voting	7654	30	7654	100	0	0	0	760
<b>Total</b>	<b>9654</b>	<b>31</b>	<b>9654</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>760</b>

\*Note: Mrs. Rachna Morarka, Mr. Vaibhav Morarka, Mr. Kaushik Shah and Mr. Pavan 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



*[Signature]*  
[Sonia Chettiar]  
PARTNER  
ACS: 27582 ; COP: 10130

PLACE: MUMBAI  
DATE: 23<sup>rd</sup> September, 2017