

14th August 2020.

To,
The Chairman
Brady & Morris Engineering Company Limited
Brady House,
12-14, Veer Nariman Road, Fort,
Mumbai - 400 001.

Dear Sir,

Subject: Report of Scrutinizer on passing of Special Resolution through Postal Ballot (remote e-voting)

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner (Membership No. FCS 3706; COP 2324) have been duly appointed by the Board of Directors of Brady & Morris Engineering Company Limited (CIN: L29150MH1946PLC004729) at their meeting held on July 09, 2020 as the Scrutinizer to conduct the postal ballot voting process through remote e-voting only for passing Special Resolution as set out in the Notice dated July 15, 2020 in a fair and transparent manner.

Consequently, I have undertaken the assignment of scrutinizing the entire records and I hereby submit my report:

1. The Company is in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules'), and General Circulars Nos. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 in relation to 'Clarification on passing of ordinary/special resolutions under the Companies Act and rules made thereunder on account of the threat posed by COVID-19' issued by the Ministry of Corporate Affairs ("MCA Circulars").



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2. On account of threat posed by COVID-19 pandemic and as permitted by MCA Circulars mentioned above, the Company served the requisite notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act read with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 ("Delisting Regulations") in electronic format only to the shareholders whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Transfer Agent (RTA) i.e. Bigshare Services Private Limited, and whose names appear in the Register of Members/list of Beneficial Owners received from the National Securities and Depository Limited and Central Depository Services (India) Limited as on July 10, 2020, being the cut-off date ("**Cut-off Date**") which will be considered for the purposes of remote e-voting.
3. The hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Hence, the communication of the assent or dissent by the Members took place through the remote e-voting system only.
4. Accordingly, in compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 ("Listing Regulations"), the Company extended only remote e-voting facility to its members to enable them to cast their votes electronically instead of postal ballot form.
5. The Company has appointed and availed the services of Central Depository Services (India) Limited, to facilitate e-voting by the members through their online e-voting system. The instructions for remote e-voting were part of the Postal Ballot Notice communicated to the members.



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6. The Company has in view of the MCA Circulars, offered a facility to the members who have not registered their email address and in consequence could not receive the remote e-voting notice to temporarily get their email address registered with the Registrar & Transfer Agents, Bigshare Services Private Limited by clicking the link: www.bigshareonline.com/ForInvestor.aspx and follow the registration process as guided thereafter. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot.
7. As stated in sub-rule 4 of rule 20 as well as rule 22 of the Companies (Management and Administration) Rules, 2014, and as provided in the MCA Circular mentioned above, a public notice by way of an advertisement was published in two newspapers i.e. Free Press Journal in English and Navshakti in Marathi respectively, on July 17, 2020 regarding completion of dispatch of Notice by Email and containing all the matters as required under the Companies Act, 2013 and relevant rules. Suitable mention was also made therein regarding the procedure to be followed by members whose email ids were not registered with the company.
8. The Postal Ballot Notice along with the Explanatory Statement was uploaded on the website of the Company i.e. <http://bradymorris.in/> and RTA www.bigshareonline.com and on the website of stock exchange i.e. www.bseindia.com. The results of the Postal Ballot through remote e-voting alongwith scrutinizer's report will also be made available on these websites and on the website of the depositories. The results will also be displayed at the registered office of the Company.
9. The Company has offered remote e-voting facility through Central Depository Services (India) Limited and our report contains the details of voting through remote e-voting only.
10. Summary of remote e-voting is given below:



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ITEM NO.1: SPECIAL RESOLUTION

Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited.

Sr. No.	Particulars	Particulars		
		Number of holders	Number of Shares	Percentage (%)
1	Total number of shareholders as on cut off date of 10 July 2020	912		
2	Number of Notice sent through email on 15 July 2020	570		
3	Remote E-Voting: Commencement End	Thursday, July 16, 2020 at 09:00 a.m. (IST) Friday, August 14, 2020 at 05:00 p.m. (IST).		
4	Unblocking of E-Voting: Date Witness	August 14, 2020 at 5:03 p.m. Mrs. Sonia Chettiar and Ms. Priyanka Gupta who were not in the employment of the Company.		
5	a) Number of Responses received from Promoter / Promoter Group	5	1659351	89.09
	b) Number of Responses received from Public	35	203120	10.91
	Total	40	1862471	100



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6	a) Number of Votes cast "in favour of the resolution" by Promoter / Promoter Group	5	1659351	89.09
	b) Number of Votes cast "in favour of the resolution" by Public	20	183549	9.85
	Total Number of Votes cast in favour of the resolution (I)	25	1842900	98.94
7	a) Number of Votes cast "against the resolution" by Promoter / Promoter Group	0	0	0
	b) Number of Votes cast "against the resolution" by Public	15	19571	1.06
	Total Number of Votes cast against the resolution (II)	15	19571	1.06
8	Total number of valid votes cast "in favour / against the resolution" (I+II)	40	1862471	100
9	Number of invalid/abstained/less votes	0	0	0

11. Looking to the above results, the votes cast by the members in favour of the resolution is more than 75% of the total votes cast, the proposed Resolution may be declared **PASSED** as "Special Resolution" under the Companies Act, 2013.



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12. Voting results as per Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

Category	Mode of Voting	No of Shares held (1)	% of Listed Capital	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Public Institutions	E-voting	900	0.04	0	0	0	0	0	0
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
Public Non-Institutions	E-voting	589749	26.21	203120	34.44	183549	19571	90.36	9.64
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-

13. The votes cast by the Public Shareholders in favour of the resolution is more than the two times of the number of votes casted as against by the Public shareholders. Therefore, the proposed resolution may be declared as **PASSED** as Special Resolution under Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

14. Related papers / registers and records were handed over to Ms. Khushmeeta Bafna, Company Secretary & Compliance officer for safe custody.



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15. You may accordingly declare the results of the voting.

Thanking You,

For, GMJ & Associates,
Company Secretaries



CS MAHESH SONI
PARTNER
FCS No. 3706; COP No. 2324
UDIN: F003706B000581327

PLACE: MUMBAI
DATE: 14th August, 2020.

