

November 30, 2016.

CIN No.: L29150MH1946PLC004729

Department of Corporate Services

BSE Limited

P. J. Towers,

Dalal Street, Fort

Mumbai – 400 001

Scrip Code: 505690

Dear Sirs,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings relating to declaration of result of voting by postal ballot.

Further, we wish to inform you that the Special Resolution to give authority for sale or disposal of Vatva Unit has been approved by the Members of the Company by passing the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance from the Company’s Bankers, Financial Institutions, Lenders, Statutory authorities, if and wherever necessary, and as may be required, consent of the Members of the Company be and is hereby accorded for sale / transfer / disposal of or otherwise transfer to any other third party, the Company’s Manufacturing Unit situated at Vatva, Ahmedabad (“Undertaking”) together with movable and immovable properties attached thereto and all related assets and liabilities for such consideration as may be decided by the Board of Directors of the Company on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of Directors (which may include a Committee of Board of Directors that may be empowered or constituted for this purpose) of the Company may deem fit and appropriate in the interest of the Company and that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this Resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalize the manner and method of disposal/sale/transfer and to execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto, and to do all such acts and thing as may be deemed necessary and/or expedient in the interest of the Company including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem

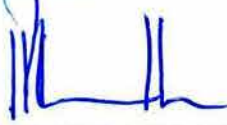
fit. and also to further delegate from time to time, all or any of the powers conferred herein to any Committee of the Board or individuals.”

This is for your information and records.

Thanking you,

Yours faithfully,

For **BRADY AND MORRIS ENGG. LIMITED**



PAVAN G. MORARKA
(DIN: 00174796)
CHAIRMAN

Encl. : Proceedings of Postal Ballot & Scrutinizers Report

WRITTEN RECORD RELATING TO THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT AS REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013 BY THE MEMBERS OF BRADY & MORRIS ENGG. COMPANY LIMITED ON NOVEMBER 30, 2016 AT 5 :00 P.M.

The Company, has at the Board Meeting held on October 22, 2016, decided to obtain consent of the Members pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 (including amendments thereunder) to give authority for sale or disposal of Vatva unit.

The Postal Ballot Notice dated October 22, 2016 was sent to the Members of the Company whose names appeared on the Register of Members / List of Beneficiaries as on October 21, 2016, and the dispatch of notice of postal ballot along with the postal ballot forms and postage prepaid business reply envelopes through speed post / courier was completed on October 28, 2016 to the Members of the Company.

As required under Rule 20 of the Companies (Management and Administration) Rules 2014 (including amendments thereunder), the Company has also made arrangement for voting by electronic means and availed the services of Central Depository Services (India) Limited (CDSL) to provide the facility to the members for voting by electronic means.

The Members were requested to return the physical ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the Scrutinizer before 5 P.M. IST on Monday, November 28, 2016. In case of electronic voting, Members were requested to cast their votes electronically upto 5 P.M. (IST) on November 28, 2016.

The Board of Directors at their meeting held on October 22, 2016, have appointed Mrs. Sonia Chettiar, Partner, M/s. GMJ & Associates, Company Secretaries, to receive and scrutinize the completed Postal Ballot Forms (both E-voting and Physical Postal Ballots) received from the Members and for conducting the Postal Ballot in a fair and transparent manner and to submit her Report on November 30, 2016 to the Chairperson of the Company.

The Postal Ballot / E-voting period remained open from October 29, 2016 (9:00a.m.) till November 28, 2016 (5:00p.m.). As stated in Sub-Rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereunder). An advertisement was published by the Company in "Free Press Journal", English Newspaper, and "Navshakti" Marathi edition Newspaper, on October 30, 2016, informing about the completion of dispatch of the Postal Ballot Notices, by Speed Post /Courier/ Email to the Members along with other related matters mentioned therein.

A brief summary of the calendar of events for voting by postal ballot is as below:

Sr. No.	Particulars	Date
1.	Benpose Date for Sending Notice to shareholders	October 21, 2016

2.	Date of completion of dispatch of notice of Meeting in which the business will be transacted.	October 28, 2016
3.	Cut off Date determining list of Members for E- voting (7 days prior to date of AGM/EGM) [Not required for Postal Ballot]	N.A.
4.	Period for which E-voting facility is available and open to Members of the Company.	Start Dt: 29/10/2016 Start Time: 09:00 a.m. End Dt : 28/11/2016 End Time : 5:00 p.m.
5.	Date of declaration of the result by the Chairman	November 30, 2016
6.	AGM/EGM Date & Time	N.A.
7.	Book Closure Date	N.A.
8.	Paid-up Share Capital	Rs. 22,25,00,000/-

The Scrutinizer carried out the scrutiny of the Postal Ballot Forms received physically and the votes polled electronically upto November 28, 2016, and the Scrutinizer submitted her report dated November 30, 2016 to the undersigned.

Summary of E-voting & Physical Postal Ballots was as follows:

Resolution Title	Votes in favour of the resolution		Votes against the resolution		PERCENTAGE	
	No. of Members	No. of Equity Shares	No. of Members	No. of Equity Shares	For	Against
Postal Ballot + Evoting						
Item No.1 – To give authority for sale & disposal of Vatva Unit	54	1820039	1	400	99.978	0.022

On the basis of the report the Scrutinizer, I hereby record that the following resolutions were passed by the Members of the Company with requisite majority.

TO GIVE AUTHORITY FOR SALE OR DISPOSAL OF VATVA UNIT:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance from the Company's Bankers, Financial Institutions, Lenders, Statutory authorities, if and wherever necessary, and as may be required, consent of the Members of the Company be and is hereby accorded for sale / transfer / disposal of or otherwise transfer to any other third party, the Company's Manufacturing Unit situated at Vatva, Ahmedabad ("Undertaking") together with movable and immovable properties attached thereto and all related assets and liabilities for such consideration as may be decided by the Board of Directors of the Company on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of Directors (which may include a Committee of Board of Directors that may be empowered or constituted for this purpose) of the Company may deem fit and appropriate in the interest of the Company and that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this Resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalize the manner and method of disposal/sale/transfer and to execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto, and to do all such acts and thing as may be deemed necessary and/or expedient in the interest of the Company including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and also to further delegate from time to time, all or any of the powers conferred herein to any Committee of the Board or individuals."

(i) Votes in favour of the Resolution:

Number of Members voted through E-voting	Number of votes cast (shares) E-voting	Number of Members voted by Postal Ballot	Number of votes cast (shares) Postal Ballot	Total Number of votes cast by E-voting and Postal Ballot	% of Total number of valid votes
-	-	54	1820039	1820039	99.978%

(ii) Votes against the Resolution:

Number of Members voted through E-voting	Number of votes cast (shares) E-voting	Number of Members voted by Postal Ballot	Number of votes cast (shares) Postal Ballot	Total Number of votes cast by E-voting and Postal Ballot	% of Total number of valid votes
-	-	1	400	400	0.022%

(iii) Invalid and rejected votes:

Number of Members voted through E-voting	Number of votes cast (shares) E-voting	Number of Members voted by Postal Ballot	Number of votes cast (shares) Postal Ballot	Total Number of votes cast through E-voting and Postal Ballot
-	-	-	-	-

RESULT

As the Number of votes casted in favour of the Resolution i.e. 99.978% is more than 3 times the number of vote cast against i.e. 0.022%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including amendment thereunder), as set out in the Notice of Postal Ballot dated October 22, 2016 has been passed by the Members with requisite majority.

DATE : NOVEMBER 30, 2016.

PLACE: MUMBAI



CHAIRPERSON

Report of Scrutinizer on E-voting and Postal Ballot Process

[Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules made there under as amended from time to time]

November 30, 2016.

The Chairperson,
Brady & Morris Engg. Co. Ltd.
Brady House, 12-14, Veer Nariman Road,
Fort, Mumbai 400 001.

Sub: Scrutinizer's Report on E-voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules made there under as amended from time to time:

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Ms. Sonia Chettiar, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Postal Ballot Process in physical and e-voting under the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rules made thereunder as amended from time to time, in a fair and transparent manner in respect of the following Resolution contained in the Postal Ballot Notice dated October 22, 2016 to the Equity Shareholders of M/s. Brady & Morris Engg. Co. Ltd.

- TO GIVE AUTHORITY FOR SALE OR DISPOSAL OF THE VATVA UNIT
- 1. We have scrutinized the physical ballot forms and e-voting and the votes rendered therein are maintained electronically and entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended from time to time).

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2. We hereby submit our Report on the result of voting by Postal Ballot in physical and e-voting in respect of the said Resolution:

- 2.1. The Company completed dispatch of Postal Ballot forms on October 28, 2016 alongwith postage prepaid business reply envelopes to the Members of the Company, whose e-mail ID's were not registered with the Depositories/ Company and sent an email to those members, whose e-mail ID's were registered in the Register of Members/ Beneficiary Owners as on October 21, 2016.
- 2.2. Particulars of the Postal Ballot forms received from the Members have been entered in the register separately maintained for that purpose.
- 2.3. Few Envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be destroyed by the Company after announcement of the results.
- 2.4. The Postal Ballot forms were kept under our safe custody in sealed and tamper proof ballot box, before commencing the scrutiny of such postal ballot forms.
- 2.5. The ballot box was opened on November 29, 2016 in my presence and scrutinized. The compilation of the Register, in respect of the Postal Ballots containing the number of votes exercised, votes in favour, votes against and votes which were invalid and rejected was matched/ confirmed with the Register of Members of the Company/list of Beneficial Owners received from the Depositories as on October 21, 2016.

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- 2.6. All Postal Ballot forms received upto the close of working hours i.e. 5.00 p.m. (IST) on November 28, 2016, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny. Envelopes containing postal ballot forms which were received after November 28, 2016, 5.00 p.m. IST were not considered for scrutiny. We have directed the Company to keep them separately, unopened. We did not find any defaced or mutilated ballot papers.
- 2.7. We have downloaded the E-voting Report from Central Depository Services (India) Limited (CDSL) website by using the Scrutinizer's Login ID and Password on November 29, 2016. None of the Shareholders of the Company have availed the facility of e-voting on the Website of CDSL upto the close of working hours i.e. 5.00 p.m. (IST) on November 28, 2016, the last date and time fixed by the Company for receipt of the forms.
- 2.8. At the end of the e-voting period, the votes were unblocked electronically in the presence of two witnesses not in the employment of the Company.

3. The results of the Postal Ballot are as under:

ITEM NO. 1: SPECIAL RESOLUTION: TO GIVE AUTHORITY FOR SALE OR DISPOSAL OF VATVA UNIT:

(i) Votes in favour of the Resolution:

<u>Number of Members voted through E-voting</u>	<u>Number of votes cast (shares) E-voting</u>	<u>Number of Members voted by Postal Ballot</u>	<u>Number of votes cast (shares) Postal Ballot</u>	<u>Total Number of votes cast by E-voting and Postal Ballot</u>	<u>% of Total number of valid votes</u>
-	-	54	1820039	54	99.978%

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(ii) Votes against the Resolution:

<u>Number of Members voted through E-voting</u>	<u>Number of votes cast (shares) E-voting</u>	<u>Number of Members voted by Postal Ballot</u>	<u>Number of votes cast (shares) Postal Ballot</u>	<u>Total Number of votes cast by E-voting and Postal Ballot</u>	<u>% of Total number of valid votes</u>
-	-	1	400	1	0.022%

(iii) Invalid and rejected votes:

<u>Number of Members voted through E-voting</u>	<u>Number of votes cast (shares) E-voting</u>	<u>Number of Members voted by Postal Ballot</u>	<u>Number of votes cast (shares) Postal Ballot</u>	<u>Total Number of votes cast through E-voting and Postal Ballot</u>
-	-	-	-	-

- The Registers, Postal ballot papers and other related documents are in our safe custody which will be handed over to the Company Secretary / Chairperson after declaration of votes and noting in the Minutes.
- Accordingly, the above Resolution as set out in the Notice of the Postal Ballot dated October 22, 2016 stands **APPROVED** by the Members with requisite majority.
- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for the Special Resolution is enclosed.

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7. You may accordingly declare the result of the voting by Postal Ballot Process.

We are thankful to you for the opportunity given to us to act as a Scrutinizer for the Postal Ballot Process, and also thank the officers of the Company and the RTA, for extending their wholehearted support and co-operation in carrying out the POSTAL BALLOT PROCESS successfully.

**For GMJ & ASSOCIATES
COMPANY SECRETARIES**




[CS SONIA CHETTIAR]
PARTNER
ACS: 27582; COP: 10130

PLACE: MUMBAI
DATE: NOVEMBER 30, 2016.