

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]

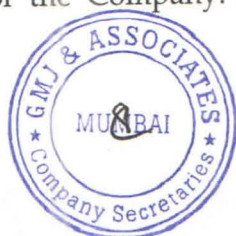
To,
The Chairman,
BRADY & MORRIS ENGINEERING COMPANY LIMITED
Brady House, 12-14, Veer
Nariman Road, Fort,
Mumbai - 400001.

Subject: 72nd Annual General Meeting of the Shareholders of Brady & Morris Engineering Company Limited held on Saturday, September 29, 2018 at 11:00a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubash Marg, Fort, Mumbai 400 001.

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 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 72nd AGM of Equity Shareholders of Brady & Morris Engineering Company Limited at their Meeting held on Saturday, September 29, 2018 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 72nd AGM of the Members of the Company. Our responsibility as a Scrutinizer for the



Remote e-voting process and for the Poll at the 72ndAGM 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 Chairman, 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. Duplicate, 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 the Audited Financial Statements for the financial year ended 31st March, 2018 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	
E-voting	127	1	5	3.94	2	122	96.06	-
Poll/Ballot voting	1660210	20	1660210	100	-	-	-	-
Total	1660337	21	1660215	-	2	122	-	-



ITEM NO. 2: ORDINARY RESOLUTION:

Appointment of a director in place of Mr.Pavan G. Morarka (DIN:00174796) who retires from office by rotation and being eligible, offers himself for reappointment.

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	127	1	5	3.93	2	122	96.06	-
*Poll/Ballot voting	859	15	859	100	-	-	-	-
Total	986	16	864	-	2	122	-	-

*Note: Mr Vaibhav P. Morarka, Mr Pavan G. Morarka, Mrs Rachna Morarka, W. H. Brady & Co. Ltd. and Shivum Holdings Private Limited being interested in the aforesaid resolution abstained from voting.

ITEM NO. 3: SPECIAL RESOLUTION:

Re-appointment of Mr Vaibhav P. Morarka (DIN:01630306) as an Executive Director

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	127	1	5	3.93	2	122	96.06	-
Poll/Ballot voting	859	15	859	100	-	-	-	-
Total	986	16	864	-	2	122	-	-

*Note: Mr Vaibhav P. Morarka, Mr Pavan G. Morarka, Mrs Rachna Morarka, W. H. Brady & Co. Ltd. and Shivum Holdings Private Limited being interested in the aforesaid resolution abstained from voting.



ITEM NO. 4: ORDINARY RESOLUTION:

Approval for Material Related Party Transactions u/s 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	127	1	5	3.93	2	122	96.06	-
*Poll/Ballot voting	259	14	259	100	-	-	-	-
Total	386	15	264	-	2	122	-	-

*Note: Mr Pavan Morarka, Mr Vaibhav Morarka, Mrs Rachna Morarka and Mr. R.K Sharma, W.H Brady & Co.Ltd and Shivum Holdings Private Limited, being interested in the aforesaid resolution abstained from voting.

ITEM NO. 5: ORDINARY RESOLUTION:

Authority to Company under Section 20 of the Companies Act, 2013 to charge for services of documents to members 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	127	1	5	3.94	2	122	96.06	-
Poll/Ballot voting	1660210	20	1660210	100	-	-	-	-
Total	1660337	21	1660215	-	2	122	-	-



All the resolutions voted through Remote e-voting and Poll processes were passed with REQUISITE MAJORITY. The Poll papers and all other relevant records were sealed and handed over to the Chairman of the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries



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

R.K. Sharma
[R.K. SHARMA]
AUTHORISED SIGNATORY

PLACE: MUMBAI
DATE: SEPTEMBER 29, 2018.