

September 02, 2024

To,
BSE Limited,
Deputy General Manager,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Security Code No.: 505690

Sub: 78th Annual General Meeting

Dear Sir/Madam,

We are enclosing herewith Notice for the 78th Annual General Meeting of the Company for the Financial Year 2023-24 to be held on Saturday, September 28, 2024 at 11.30 a.m. **through Audio Visual means** at the Registered Office of the Company at Brady House, 4th Floor, 12/14 Veer Nariman Road, Fort, Mumbai - 400 001.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

FOR BRADY & MORRIS ENGINEERING COMPANY LIMITED



KHUSHMEETA BAFNA
COMPANY SECRETARY & COMPLIANCE OFFICER



Encl: A/a.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 78TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **BRADY & MORRIS ENGINEERING COMPANY LIMITED** WILL BE HELD ON SATURDAY, SEPTEMBER 28, 2024 AT 11.15 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, including the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pavan G. Morarka (DIN: 00174796), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Vaibhav Morarka (DIN: 01630306) as an Executive Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded as recommended by the Nomination and Remuneration Committee to re-appoint Mr. Vaibhav Morarka (DIN : 01630306) as an Executive Director of the Company for a period of three years w.e.f. November 1, 2024, on such terms and conditions including the remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration and as may be acceptable to Mr. Vaibhav Morarka, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time.”

4. **Appointment of Mr. Pinaki Misra (DIN: 00568348) as an Independent Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** Mr. Pinaki Misra (DIN: 00568348) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 14, 2024 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Pinaki Misra (DIN: 00568348) be and is hereby appointed as an Independent Director of the Company for a first term of 5 (Five) years from September 28, 2024 till September 27, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Mr. Yash Shah (DIN: 02155636) as an Independent Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Yash Shah (DIN: 02155636) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 10, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Yash Shah (DIN: 02155636) be and is hereby appointed as an Independent Director of the Company for a first tenure of 5 (Five) years from August 10, 2024 till August 09, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Reclassification of Authorised Share Capital & consequent amendment to the Capital Clause in the Memorandum of Association of the Company.**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”), and the Articles of Association of the Company (AOA), as agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to reclassify the existing Authorized Share Capital of the Company being Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) consisting of 50,00,000 (Fifty Lakhs) equity shares of Rs.10/- each (Rupees Ten each) and 2,00,00,000 (Two Crores) Preference Shares of Rs. 10/- each TO Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) consisting of 2,00,00,000 (Two Crores) equity shares of Rs.10/- each (Rupees Ten each) and 50,00,000 (Fifty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten each).

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) consisting of 2,00,00,000 (Two Crores) equity shares of Rs.10/- each (Rupees Ten each) and 50,00,000 (Fifty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten each).”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Executive Director, the Chief Financial Officer and the Company Secretary are severally, on behalf of the Company, be and are hereby authorized to sign, execute, amend, deliver all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns and/or reports in Form SH-7, Form MGT-14 or such other document as applicable or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board, as the case may be.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any Director or Company Secretary of the Company be furnished to such persons and be filed with the Registrar of Companies, as may be deemed necessary."

Registered Office:

Brady House, 4th Floor,
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
CIN: L29150MH1946PLC004729
Tel: +91 22 2204 8361;
Fax: +91 22 2204 1855
Email: bradys@mtnl.net.in;
Website: www.bradymorris.in
August 10, 2024.

For and on behalf of the Board
Brady & Morris Engg. Co. Ltd.

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

NOTES:

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
5. Corporate members intending to authorize their representatives to participate and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting to the Company at www.bradymorris.in or upload on the VC portal /e-voting portal.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice is annexed hereto. Further, the relevant details with respect to Item Nos. 2 to 5 pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") in respect of director/s seeking appointment / re-appointment at this AGM are annexed.
7. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to cs@bradys.in.
8. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
9. In line with the aforesaid MCA Circulars, the Notice of the AGM along with the Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose e-mail addresses are registered with the RTA / Depositories.

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.

For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: info@bigshareonline.com. Members can also update/register their email id directly at <https://www.bigshareonline.com/InvestorRegistration.aspx>.

For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

10. The Notice calling the AGM has been uploaded on the website of the Company at www.bradymorris.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
 11. In all correspondence with the Company/RTA, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
 12. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
 13. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 18. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.
 14. The Register of Members and the Share Transfer Books of the Company will remain closed from September 24, 2024 to September 28, 2024 (both days inclusive).
 15. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company through email at cs@bradys.in at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
 16. a. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below in the prescribed Form ISR-1 and other forms AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.
BIGSHARE SERVICES PRIVATE LIMITED
S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (E) Mumbai – 400093
Tel: 022 62638205/ 62638268
E-mail: info@bigshareonline.com, Website: www.bigshareonline.com
 - b. Member holding shares in physical form can also update/register their email address, mobile number and bank details directly at <https://www.bigshareonline.com/InvestorRegistration.aspx>.
 - c. Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.
 - d. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the RTA's website at www.bigshareonline.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting your folio no.
17. Attention of Members is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 which mandates that listed companies issue securities only in dematerialized form while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/

folios; transmission and transposition. Members are therefore requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available under Investor Information on the Company's website <https://www.bradymorris.in/investors-information/> and on the website of the Company's RTA, at <https://www.bigshareonline.com/Resources.aspx>. It may be noted that any service request will be processed only after the related folio is KYC compliant. Members may also note that the above referred circular also stipulates crediting of the shares to Suspense Escrow Demat Account, in case concerned shareholder fails to submit demat request within the prescribed timelines.

18. VOTING THROUGH ELECTRONIC MEANS:

A. INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM:

- i. Pursuant to 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility. The detailed procedure to be followed in this regard has been given below. The members are requested to go through it carefully.

- ii. The Board of Directors of the Company has appointed Mr. Himank Desai, Chartered Accountant, Membership No.: 031602 as Scrutinizer to scrutinize the votes cast through remote e-voting and during AGM in a fair and transparent manner.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 21, 2024.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 21, 2024 only shall be entitled to avail the facility of e-voting / remote e-voting.
- vi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 21, 2024, may obtain the User ID and password from BIGSHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agent of the Company).
- vii. The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than two working days from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the CHAIRMAN. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (i.e. www.bradymorris.in) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
- viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 28, 2024.

The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:

- a. The voting period begins on September 24, 2024 at 9.00 a.m. (IST) and ends on September 27, 2024 at 5.00 p.m. (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting.
- c. Pursuant to SEBI Circular No. SEBI / HO / CFD/ CMD / CIR / P / 2020 / 242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

In order to increase the efficiency of the voting process, Demat account holders would now be able to cast their vote by way of a single login credential, through their respective Demat accounts / websites of Depositories / Depository

Participants, without having to register again with the E-voting Service Providers (“ESPs”).

Process for Login for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on Login and New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1) visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. 3) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5) Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1) Option to register is available at https://eservices.nsdl.com. 2) Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Please follow steps given in points 1-5.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. 2) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: +91 22 48867000 and +91 22 24997000.

B. Process and manner of Login for e-Voting and joining virtual meeting for Shareholders Holding Shares in Physical Mode and other than Individual Shareholders Holding Shares in Demat mode:

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders/Members.
- Now enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form.

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

After entering these details appropriately, click on "SUBMIT" tab.

- Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the "BRADY & MORRIS ENGINEERING COMPANY LIMITED" on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
15. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. **Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only:**
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the ‘Corporate’ module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution under Section 113 of the Companies Act, 2013 and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution under Section 113 of the Companies Act, 2013 / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@bradys.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Shareholders who have voted through Remote e-Voting will also be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bradys.in. The members who do not wish to speak during the AGM but have queries may send their queries in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bradys.in. These queries will be replied to by the company suitably by email.
- viii. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders

have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

D. PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES / COMPANY.

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company - cs@bradys.in / RTA - info@bigshareonline.com.
- ii. For Demat shareholders -Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- iii. For individual Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL, e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Registered Office:

Brady House, 4th Floor,
12-14, Veer Nariman Road, Fort,
Mumbai - 400 001.
CIN: L17110MH1913PLC000367
Tel: +91 22 2204 8361;
Fax: +91 22 2204 1855
Email: bradys@mtnl.net.in; Website: www.whbrady.in

For and on behalf of the Board
Brady & Morris Engineering Company Limited

PAVAN G. MORARKA
Chairman
(DIN:00174796)

August 10, 2024

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY & SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO.: 03

Mr. Vaibhav Morarka, was appointed as Executive Director of the Company at the Extraordinary General Meeting held on November 25, 2021 for a term of 3 years which concludes on October 31, 2024. Mr. Vaibhav Morarka is on the Board of the Company since 2012 and has attained the age of 39 years and has an experience of over 16 years to his credit. He looks after the Operations, Marketing & Business Development of the Company. Your Board of Directors at their Meeting held on August 10, 2024 recommended to re-appoint Mr. Vaibhav Morarka as an Executive Director of the Company w.e.f. November 1, 2024 subject to approval of the members. The terms of his re-appointment including remuneration, commission, perquisites etc. have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:

The details of remuneration payable to Mr. Vaibhav Morarka and terms and conditions of the re-appointment are as follows:-

- a) Consolidated Salary: Not exceeding Rs. 500 Lakhs p.a. (with such increments as may be determined by the Board of Directors of the Company from time to time).
- b) Benefits, Perquisites and Allowance:
 - Gratuity payable at a rate of half month's salary for each completed year of service.
 - Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
 - Leave unavailed will be allowed to be encashed at the end of the tenure as per Company's Rules/Policies.
 - Leave Travel Concession for self and family once a year incurred in accordance with the policies of the Company.
- c) Commission: Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Vaibhav Morarka as an Executive Director for a period of 3 years commencing from November 1, 2024. Details of Mr. Vaibhav Morarka are provided below as required under Section II of Part II of Schedule V to the Companies Act, 2013.

I. GENERAL INFORMATION:

1. Nature of Industry: The Company is engaged in the business of manufacturing, marketing & trading of Engineering Products.
2. Date or expected date of commencement of commercial production: The Company was incorporated on January 7, 1946 and Commencement of Business Certificate was granted on January 7, 1946. The Company had since commenced its business.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Revenue from Operations	7580.67	6101.93
Profit/ (Loss) for the period	841.48	505.48

5. Foreign Investments or collaborations, if any: The Company has not entered into any foreign collaboration and no direct capital investment has been made by the Company.

II. INFORMATION ABOUT THE APPOINTEE:

Name of the Director	Mr. Vaibhav Morarka
Background details	Mr. Vaibhav Morarka is 39 years of age and Bachelor of Science in Business Administration from the School of Management, Boston University in the year 2006. Thereafter he did his Masters in Business Administration from Wharton Business School, University of Pennsylvania, having an experience of more than 16 years in Marketing & Business Development of the Company.
Past remuneration	Rs. 192.76 Lakhs p.a.
Recognition or Awards	NIL
Job profile and his suitability	Mr. Vaibhav Morarka was first inducted on the Board of the Company on August 4, 2012. He took over as Executive Director of the Company in the year 2012. Taking into consideration his qualification and expertise, the Executive Director is best suited for the responsibilities currently assigned to him.
Remuneration proposed	Rs. 500 Lakhs p.a. (This is proposed remuneration and actual will be decided by the Board from time to time within the overall ceilings)
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Vaibhav Morarka, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other Companies
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Besides the remuneration proposed to be paid to him, the Executive Director does not have any other pecuniary relationship with the Company. Mr. Vaibhav Morarka being related to Mr. Pavan G. Morarka as Son.

III. OTHER INFORMATION:

- (1) Reasons of loss or inadequate profits: N.A.
- (2) Steps taken or proposed to be taken for improvement: N.A.
- (3) Expected increase in productivity and profits in measurable terms: N.A.

IV. DISCLOSURES:

Mr. Vaibhav Morarka satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as an Executive Director in terms of section 164 of the Act.

Mr. Vaibhav Morarka is interested in the resolution as it relates to his re-appointment, Mr. Pavan G. Morarka and Mrs. Rachana Morarka being related to Mr. Vaibhav Morarka are deemed to be concerned and interested in the resolution set out at Item No. 3. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO.: 04

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Pinaki Misra as Additional Director of the Company with effect from February 14, 2024. The Board proposes to appoint Mr. Pinaki Misra as an Independent Director, not liable to retire by rotation, for a first term of 5 years i.e. from September 28, 2024 to September 27, 2029, subject to approval of the Members.

Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Pinaki Misra shall hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

The Company has received the following from Mr. Pinaki Misra:

- (i) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (ii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (iii) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (iv) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. A copy of the draft letter for the appointment of Mr. Pinaki Misra as an Independent Director setting out the terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The detailed profile and specific areas of expertise of Mr. Pinaki Misra provided in the annexure to this Notice.

Mr. Pinaki Misra has extensive knowledge in the stream of Corporate Law, Foreign Exchange, Customs Law and Constitutional Law which will be extremely beneficial to the Company.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and other applicable SEBI Listing Regulations, the appointment of Mr. Pinaki Misra as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item no.4 of this Notice for approval of the Members.

Except Mr. Pinaki Misra and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No.4 of the Notice.

ITEM NO.: 05

Pursuant to the recommendations of Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Yash Shah as Additional Independent Director of the Company with effect from August 10, 2024, not liable to retire by rotation, for a first term of 5 years i.e. from August 10, 2024 to August 09, 2029, subject to approval of the Members.

As per the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Yash Shah shall hold office up to the date of the ensuing AGM and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

The Company has received the following from Mr. Yash Shah:

- (i) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (ii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (iii) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;

(iv) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. A copy of the draft letter for the appointment of Mr. Yash Shah as an Independent Director setting out the terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The detailed profile and specific areas of expertise of Mr. Yash Shah provided in the annexure to this Notice.

Mr. Yash Shah has extensive knowledge in the stream of Mergers & Acquisitions, IPO's, Valuations, Compliances and other Regulatory Laws. He is a fellow member of Institute of Chartered Accountants of India (ICAI). His expertise will be extremely beneficial to the Company.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and other applicable SEBI Listing Regulations, the appointment of Mr. Yash Shah as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item no.5 of this Notice for approval of the Members.

Except Mr. Yash Shah and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No.5 of the Notice.

ITEM NO.: 06

During the last couple of years, the Board of Directors have approved the redemption of Preference shares out of the profits available with the Company, and are hopeful of redeeming the entire Preference shares during the current financial year 2024-25. Keeping in mind the future expansion plans and growth prospects of the Company, your Board of Directors propose to reclassify a portion of the redeemed Preference shares into Equity shares.

In view of above, it is proposed that the Authorised Share Capital of the Company be reclassified as mentioned in the resolution set out in Item no. 6 of this Notice. The Articles of Association of the Company, permits the Company to alter its Authorised Share Capital. The proposed change of capital clause requires the approval of shareholders through Special Resolution pursuant to the applicable provisions of the Companies Act, 2013. The Board at its meeting held on August 10, 2024, considered and approved the reclassification of the Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company, subject to the approval of the shareholders.

As required by Section 102(3) of the Companies Act, 2013, the copy of the proposed Memorandum of Association shall be available for inspection at the Registered Office of the Company during the normal business hours on any working day (except Saturday) till the conclusion of the AGM.

The Board of Directors recommends passing of the resolution as set out at item no. 6 of this Notice as Special Resolution. None of the Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

Registered Office:

Brady House, 4th Floor,
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
CIN: L29150MH1946PLC004729
Tel: +91 22 2204 8361;
Fax: +91 22 2204 1855
Email: bradys@mtnl.net.in;
Website: www.bradymorris.in
August 10, 2024.

For and on behalf of the Board
Brady & Morris Engg. Co. Ltd.

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

ANNEXURE TO THE EXPLANATORY STATEMENT:

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE 78TH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 2, 3, 4 & 5 OF THIS NOTICE, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (INFORMATION AS ON MARCH 31, 2024)

Name of the Director	Mr. Pavan G. Morarka	Mr. Pinaki Misra	Mr. Yash Shah	Mr. Vaibhav Morarka
Date of Birth	02/09/1955	23/10/1959	22/03/1984	16/01/1985
Date of first Appointment	27/02/1985	14/02/2024	-	04/08/2012
Qualifications	Commerce Graduate (HON)	Advocate	Chartered Accountant	Master's in Business Administration from Wharton Business School, University of Pennsylvania.
Brief resume & Nature of expertise in specific functional areas	He is associated with the Company since 1989 as a Director of the Company and has experience of about 34 years in his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company.	He Specializes in Corporate Law, Foreign Exchange, Customs Law and Constitutional Laws.	He is a fellow member of Institute of Chartered Accountants of India (ICAI). He is a chartered accountant since 2005 and is in field of consulting/practice for nearly 20 years. His prime area of focus and expertise is providing consultation to clients in the fields of Transactions such as Mergers & Acquisitions, IPO's, Valuations, Compliances and other regulatory laws.	He is associated with the Company since 2012 as an Executive Director of the Company and has experience of about 16 years in his credit. He looks after the Operations, Marketing & Business Development of the Company.
Terms and conditions of Re-appointment	Re-appointment as a Non-executive Director of the Company liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on September 28, 2024 read with explanatory statement thereto.	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on September 28, 2024 read with explanatory statement thereto.	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on September 28, 2024 read with explanatory statement thereto.
Directorships of other Listed Companies as on March 31, 2024	W H Brady & Company Limited	-	<ul style="list-style-type: none"> • Restile Ceramics Limited • Arman Financial Services Limited 	W. H. Brady & Company Limited

Name of the Director	Mr. Pavan G. Morarka	Mr. Pinaki Misra	Mr. Yash Shah	Mr. Vaibhav Morarka
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2024	W H Brady & Company Limited <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders Relationship Committee - Member 	-	Restile Ceramics Limited <ul style="list-style-type: none"> • Audit Committee - Member Arman Financial Services Limited <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders Relationship Committee - Member 	W. H. Brady & Company Limited <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Member
Shareholding in the Company as on March 31, 2024	22,500 Equity Shares	-	-	600 Shares
Relationship with other Directors / Key Managerial Personnel	Mr. Pavan G. Morarka being related to Mr. Vaibhav Morarka as a Father.	-	-	Mr. Vaibhav Morarka Being related to Mr. Pavan G. Morarka as a Son.
Number of meetings of the Board attended during the Financial Year 2023-24	4(Four)	-	-	4(Four)

In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships / Chairmanships in any two committees viz. Audit committee and Stakeholders Relationship Committee (known by whichever name) are considered.