**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies

(Management and Administration) Rules, 2014]

**Dear Member(s),**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“Act”), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the Resolution appended below is proposed to be passed by the Members through postal ballot/electronic voting (e voting).

The explanatory statement pertaining to the aforesaid Resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mrs.Sonia Chettiar, Partner of GMJ & Associates, Company Secretaries (Membership No.ACS - 27582), as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the Postal Ballot Form by post. E-voting is optional and all Members (whether holding shares in demat form or in physical form) may vote either by completing and dispatching the Postal Ballot Form by post, or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on 28th November, 2016. If any Postal Ballot is received after the said date, it will be considered that no reply from such Member has been received and such Postal Ballot would not be considered.

Members desiring to exercise their vote by using E-voting facility are requested to carefully follow the instructions in the Notes under the Section ‘Voting through electronic means’ in this Notice.

The Scrutinizer will submit the report to the Chairperson of the Company after the completion of the scrutiny of the Postal Ballots (including E voting). The result of the Postal Ballot shall be declared on or before Wednesday, 30th November, 2016 and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company’s website, [www.bradys.in](http://www.bradys.in)

**TO GIVE AUTHORITY FOR SALE OR DISPOSAL OF VATVA UNIT:**

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

“**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.”

**Registered Office:** **For and on behalf of the Board**

Brady House12-14, **BRADY & MORRIS ENGINEERING COMPANY LIMITED**

Veer Nariman Road,

Fort,Mumbai - 400 001

**PAVAN G. MORARKA**

Place: Mumbai **(DIN: 00174796)**

Date: October 22,2016. **CHAIRPERSON**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) as on October 21, 2016 (End of Day), being the ‘cut-off’ date. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant / the Company’s Registrar and Share Transfer Agents. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date i.e. October 21, 2016 (End of Day) will be considered for the purpose of voting. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Board of Directors has appointed Mrs.Sonia Chettiar, Partner of GMJ & Associates, Company Secretaries (Membership No. ACS - 27582), as the Scrutinizer to conduct the Postal Ballot process including e-voting process in a fair and transparent manner.
6. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members holding equity shares as on the cut-off date i.e. October 21, 2016 (End of Day), to exercise votes through electronic voting system (‘remote e-voting’) on the e-voting platform provided by Central Depository Services (India) Limited (CDSL).
7. The Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
8. In case a Member wishes to obtain a printed Postal Ballot Form or duplicate, he or she may send an email to [bradys@mtnl.net.in](mailto:bradys@mtnl.net.in). The Registrar and Transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date, i.e.October 21, 2016 (End of Day).
10. The material documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the notice until the last date for receipt of votes by postal ballot/e-voting.
11. The postal ballot/ e-voting period commences on October 29, 2016 (9:00 a.m. IST) and ends on November 28, 2016 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. October 21, 2016 (End of Day), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on November 28, 2016 at 5.00 p.m. IST. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
12. The vote on postal ballot cannot be exercised through proxy.
13. Members voting in physical form are requested to carefully read the instructions printed in the postal ballot form and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before November 28, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any postal ballot form received after the said date and time period shall be treated as if the reply from the Member has not been received.
14. The Scrutinizer will submit the report to the Chairperson or any other Director after the completion of scrutiny of the postal ballots including e-votes submitted. The results of the postal ballot including e-voting will be announced on or before Wednesday, November 30, 2016 at the registered office of the Company and will also be displayed on the website of Company (www.bradys.in), and communicated to the Stock Exchange, Depository, Registrar and Share transfer agent on the said date.
15. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
16. **Voting through electronic means:**

In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The instructions for shareholders voting electronically are as under:

1. The voting period begins on 9.00 a.m. (IST) on October 29, 2016 and ends on 5.00 p.m.(IST) on November 28, 2016. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. October 21, 2016 (End of Day)may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
3. Click on Shareholders.
4. Now Enter your User ID
   1. For CDSL: 16 digits beneficiary ID,
   2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

|  |  |
| --- | --- |
|  | For Members holding shares in Demat Form 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)   * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. * In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| 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.   * 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 (iv). |

1. After entering these details appropriately, click on “SUBMIT” tab.
2. 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.
3. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
4. Click on the EVSN for the relevant ‘BRADY & MORRIS ENGINEERING COMPANY LIMITED’ on which you choose to vote.
5. 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.
6. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
7. 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.
8. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
9. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
10. 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.
11. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
12. Note for Non – Individual Shareholders and Custodians:
    * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 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.
13. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013**

Your Company has two manufacturing units in Ahmedabad at different locations, i.e. 505, Phase IV, G.I.D.C., Vatva, Ahmedabad – 382 445 and Plot No. 326/B, Opp. Govt. Borewell, Sarsa- Kanera Road, Sarsa Patia, Bareja Kheda - 387540. Your Company has larger areas in Bareja. To maximize productivity, bring down costs and improve efficiency, and for optimum utilization of area, a plan for shifting the Vatva unit at Bareja has been set up. The process of shifting has already started, subsequent to the shifting Vatva Unit would have no activity. Hence, it is in the best interest of the Company to dispose off the Vatva Unit.

The Board of Directors of the Company, at its meeting held on 22nd October, 2016 have recommended that the Company do consider disposing off the Manufacturing Unit situated at Vatva, Ahmedabad as an “Undertaking”. By disposing off the Vatva unit, the Company would be able to reduce some of its liabilities including partial redemption of Preference Shares issued to the Parent Company (i.e W. H. Brady & Co. Ltd).

The transaction is being considered actively on priority basis.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanyingNotice is now being placed before the members for their approval. Your Directors recommend the passing of theresolution as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned orinterested in the said Special Resolution.

**Registered Office:** **For and on behalf of the Board**

Brady House12-14, **BRADY & MORRIS ENGINEERING COMPANY LIMITED**

Veer Nariman Road,

Fort,Mumbai - 400 001

**PAVAN G. MORARKA**

Place: Mumbai **(DIN: 00174796)**

Date: October 22, 2016. **CHAIRPERSON**