

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 72nd ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF BRADY & MORRIS ENGINEERING COMPANY LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 29, 2018 AT 11.00 A.M. AT MAHARASHTRA CHAMBER OF COMMERCE TRUST, BABASAHEB DHANUKAR SABHAGRIHA, ORICON HOUSE, 6TH FLOOR, 12, K DUBHASH MARG, FORT, MUMBAI - 400 001 TO TRANSACT 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, 2018, including the Audited Balance Sheet as at March 31, 2018, 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 P. Morarka (DIN : 01630306) as an Executive Director**

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

"RESOLVED THAT on the recommendation of the Nomination and Remuneration committee and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be prescribed or imposed by any of the authorities while granting such approvals, consents and sanctions, consent of the Company be and is hereby accorded to the re-appointment of Mr. Vaibhav P. Morarka (DIN : 01630306) as an Executive Director of the Company for a period of three years w.e.f. October 1, 2018, on such terms and conditions including the remuneration payable to him, as an Executive Director of the Company as specified in the statement pursuant to Section 102(1) of the Companies Act, 2013 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 payable to him shall not exceed the limits specified in the Schedule V, Part II, Section II read with other applicable provisions, if any, of the Companies Act, 2013, or any amendments thereto or enactments thereof from time to time.

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. Material Related Party Transactions

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter called "the Listing Regulations") and Section 188 of the Companies Act, 2013 (hereinafter called "the Act") if and to the extent

applicable and other applicable provisions of the Act read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Company be and is hereby accorded to the Board of Directors to enter into any and all transactions/contracts/arrangements with W. H. Brady & Co. Ltd., Holding Company and a 'related party' as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of goods and materials, on such terms and conditions as the Board in its absolute discretion may deem fit. Provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into by the Company with W. H. Brady & Co. Ltd. shall not exceed ₹ 100 Crores (Rupees One Hundred Crores) during a financial year.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegation of such authority as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

5. Authority to Company under Section 20 of the Companies Act, 2013 to charge for service of documents to members of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member(s) by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member(s) the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member(s) for delivery of such document to him/her, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the member(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to this resolution."

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 3, 2018.

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

PAVAN G. MORARKA

Chairman
(DIN: 00174796)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Members/Proxies/ Representatives are requested to:
 - a) bring the Attendance Slip enclosed in the Annual Report duly completed and signed for attending the meeting.
 - b) to quote their respective folio numbers or Client ID and DP ID numbers for easy identification of their attendance at the meeting.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. The Company's Registrar & Transfer Agents for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited having their office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059.
6. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 25, 2018 till Saturday, September 29, 2018 (both days inclusive).
7. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Bigshare Services Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their DEMAT accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
9. Pursuant to the provisions of Sections 101 and 136 of the Act read with the Companies (Accounts) Rules, 2014, electronic copy of the Annual Report for the financial year 2017-18 is being sent to those members whose email IDs are registered with their respective Depository Participants (DPs), the Company or its Registrars & Share Transfer Agents, viz., Bigshare Services Private Limited for communication purposes unless any member has requested for a hard copy of the same. Members, who have not registered their email addresses so far, are requested to promptly intimate the same to their respective DPs or with the Company/its Registrars & Share Transfer Agents, as the case may be. Physical copies of the Annual Report for the financial year 2017-18 will be sent through the permitted mode in cases where the email addresses are not registered with the Company.
10. Electronic copy of the Notice convening the 72nd Annual General Meeting of the Company inter alia indicating the process

and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialised mode and whose email IDs are registered with their respective DPs. Those members who have not registered their email address, physical copies of the said Notice, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.

11. Members may also note that the Annual Report for the financial year 2017-18 including the Notice convening the 72nd Annual General Meeting will also be available on the Company's website viz., www.bradymorris.in which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection on all the working days (except Saturdays, Sundays and Public Holidays) during business hours upto the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such documents in physical form, upon making a request for the same. The members may also send their requests to the Company's investor email id: bradys@mtnl.net.in requesting for documents.
12. Members are requested to:
 - a) intimate to the Company's Registrar and Transfer Agents, Bigshare Services Private Limited, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
 - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
 - c) quote their folio numbers/ Client ID/ DP ID in all correspondence; and
 - d) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
13. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
14. M/s. GMJ & Associates, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Shares of the Company are listed on BSE Limited. The Company has paid the annual listing fees for the financial year 2018-19 to BSE Limited.
16. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.

19. PROCEDURE FOR REMOTE E-VOTING

- I. In compliance with 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 provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their right to vote electronically, through the e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice, through remote e-voting.
- II. Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail the facility at his/ her discretion, as per the instructions provided herein:

Instructions:

The remote e-voting period commences on Wednesday, September 26, 2018, (9:00 a.m. IST) and ends on Friday, September 28, 2018, (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 of Saturday, September 22, 2018, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- A. In case a Member receives an e-mail from Bigshare Services Private Limited [for members whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Sequence Number (EVSN), USER ID and password:
- (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on Shareholders / Members
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:
 - (vii) After entering these details appropriately, click on "SUBMIT" tab.

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DIVIDEND BANK DETAILS OR DATE OF BIRTH (DOB)	<ul style="list-style-type: none"> 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).

- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **"BRADY & MORRIS ENGINEERING COMPANY LIMITED"**.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non Individual Shareholders and Custodians

- a. 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 as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. 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.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. 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.

(xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case a member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participant(s)]:

- (i) EVSN, User ID and Initial Password is provided in the Attendance Slip.
- (ii) Please follow all steps from Sl. No. (i) to (xix) above to cast vote by electronic means.

III. OTHER INSTRUCTIONS:

- (i) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (ii) The voting rights of Members shall be in proportion to their share in the paid-up equity Share Capital of the Company as on Saturday, September 22, 2018, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- (iii) In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the cut-off date for E-voting i.e., Saturday, September 22, 2018, he/she/it may obtain the User ID and password from Bigshare Services Private Limited (Registrar & Transfer Agents of the Company).
- (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.

(v) Once the vote on a resolution is cast by the member, through e-voting such member shall not be allowed to change it subsequently.

(vi) A person who is not a member as on cut-off date should treat this Notice for information purpose only.

IV. VOTING AT THE AGM:

The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM venue. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the AGM through ballot paper. Members who have already cast their votes by Remote e-voting are eligible to attend the AGM; however these Members are not entitled to cast their vote again in the AGM.

A member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.

- V. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz., www.bradymorris.in and on the website of CDSL, viz., <https://www.evotingindia.com> immediately after the declaration of the result by the Chairman or by a person, duly authorized for the purpose. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.
- VII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM, held on Saturday, September 29, 2018.

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 3, 2018.

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

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Members at the 69th Annual General Meeting held on Saturday, September 26, 2015 had vide Special Resolution No. 8 approved the re-appointment of Mr. Vaibhav P. Morarka, as an Executive Director of the Company for a period commencing from October 1, 2015 to September 30, 2018, including the terms of remuneration payable to him.

The Board of Directors of the Company at its Meeting held on August 3, 2018 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members at the ensuing Annual General Meeting of the Company, approved the re-appointment of Mr. Vaibhav P. Morarka, as an Executive Director for a period of three years with effect from October 1, 2018 upto and including September 30, 2021 and approved his remuneration.

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

- a) **Consolidated Salary:** Not exceeding ₹ 168 Lakhs per annum.
- b) **Perquisites:**
 - i. Gratuity payable at a rate of half month's salary for each completed year of service.
 - ii. 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.
 - iii. Leave unavailed will be allowed to be encashed at the end of the tenure as per Company's Rules/Policies.
 - iv. Leave Travel Concession for self and family once a year incurred in accordance with the rules of the Company.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

Details of Mr. Vaibhav P. Morarka are provided in the "Annexure A" to the Explanatory Statement pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Pursuant to Sections 196 and 197 and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Act, the re-appointment of and remuneration payable to Mr. Vaibhav P. Morarka is now being placed before the Members at the Annual General Meeting for their approval by way of Special Resolution.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

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:

(₹ in Lakhs)

Particulars	2017-2018	2016-2017
Revenue from Operations (Gross)	2604.67	4365.24
Profit/ (Loss) for the period	(113.37)	5.93

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 Director	Mr. Vaibhav P. Morarka
Background details	Mr. Vaibhav P. Morarka is 33 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 10 years in Marketing & Business Development of the Company.
Past remuneration	₹ 36,00,000/- p.a.
Recognition or Awards	NIL
Job profile and his suitability	Mr. Vaibhav P. 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	₹ 1,68,00,000/- 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 P. 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 P. Morarka being related to Mr. Pavan G. Morarka as a Son.

III. OTHER INFORMATION:

- Reason of loss or inadequate profits:

The performance of the Company during the year has not been satisfactory. These are several reasons including the shifting of Unit from Vatwa to Bareja and thereafter streamlining the operations. These acts had taken the toll both in terms of sales & profitability in quarter I & II of the year.

- Steps taken or proposed to be taken for improvement and

- Expected increase in productivity and profits in measurement terms:

The Company has taken exhaustive steps to improve its operations and in quarter III & IV sales improved and the company also made profit.

IV. DISCLOSURES:

Mr. Vaibhav P. 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 appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

Mr. Vaibhav P. Morarka is interested in the resolution as it relates to his re-appointment, Mr. Pavan G. Morarka and Mrs. Rachna Morarka being related to Mr. Vaibhav P. Morarka are deemed to be concerned and interested in the resolution set out at Item No. 3.

W. H. Brady & Co. Ltd. and Shivum Holdings Private Limited, Body Corporates are interested in the resolution set out at Item No. 3, as Mr. Vaibhav P. Morarka is a director/member in both the Companies.

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 commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

Pursuant to the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed company through a resolution and the concerned related parties shall abstain from voting on such resolution. Additionally, as per the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, all related party transactions beyond the thresholds mentioned in sub-rule (3)(a) of the said Rule 15, shall require prior approval of the members at a general meeting.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a listed Company as per its last audited financial statements. The annual turnover of the Company for the financial year 2016-17 is 36.13 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding 3.6 Crores (10% of the Company's annual turnover) shall be considered as material transaction and hence, prior approval of the Members will be required for the same.

In view of the above, it is proposed to obtain the members' approval for the following transactions which may be entered into by the Company with its related parties from time to time:

Name of the Related Party	W. H. Brady & Co. Ltd.
Nature of Relationship	Holding Company
Nature of Transactions	Sale of Goods & Materials
Material terms of the Contracts /Arrangement / Transactions	The transactions are in the ordinary course of business and on arm's length basis.
Duration of these Related Party Transactions	These transactions are on-going depending upon the needs of business.
Value of Related Party Transactions annually	Aggregate amount of ₹ 100 Crores.

The above transactions, which are enabling in nature, have been approved by the Audit Committee of the Company at its Meeting held on May 30, 2018, in terms of the requirements of Regulation 23(4) of the Listing Regulations.

Mr. Pavan G. Morarka, Chairman, Mr. Vaibhav P. Morarka, Director, Mrs. Rachna Morarka (being related to Mr. Pavan G. Morarka & Mr. Vaibhav P. Morarka) and Mr. R. K. Sharma, Chief Financial Officer are interested in the above transactions between the Company and W. H. Brady & Co. Ltd.

W. H. Brady & Co. Ltd. and Shivum Holdings Private Limited, Body Corporates are interested in the resolution set out at Item No.4, as Mr. Pavan G. Morarka is a director/member and holds more than 2% of the paid up Share Capital of both the Companies and Mr. Vaibhav P. Morarka is a director/member in both the Companies.

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 commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his registered office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting; the Board accordingly commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

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 3, 2018.

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

PAVAN G. MORARKA

Chairman
(DIN: 00174796)

ANNEXURE “A” TO THE EXPLANATORY STATEMENT:

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT 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, 2018)

Name of the Director	Mr. Vaibhav P. Morarka	Mr. Pavan G. Morarka
Date of Birth	16/01/1985	02/09/1955
Date of first Appointment	04/08/2012	27/02/1985
Qualifications	Master's in Business Administration	Commerce Graduate (HON)
Brief resume & Nature of expertise in specific functional areas	He is associated with the Company since 2012 as an Executive Director of the Company and has experience of about 10 years in his credit. He looks after the Operations, Marketing & Business Development of the Company.	He is associated with the Company since 1989 as a Director of the Company and has experience of about 30 years in his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company.
Terms and conditions of Re-appointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on September 29, 2018 read with explanatory statement thereto.	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.
Directorships of other Boards as on March 31, 2018	<ol style="list-style-type: none"> 1. Global Tradecracker Private Limited 2. Brady Air Private Limited 3. Shivum Holdings Private Limited 4. Keppel Brady Services Private Limited 5. Brady Services Private Limited 6. Brady Estates Private Limited 7. W. H. Brady & Company Limited 	<ol style="list-style-type: none"> 1. Pawan Dynamics Private Limited 2. M G M International Private Limited 3. W. H. Brady & Company Limited 4. Brady Telesoft Private Limited 5. Gunjan Properties Private Limited 6. Brady Air Private Limited 7. Brady Services Private Limited 8. Brady Estates Private Limited 9. Shivum Holdings Private Limited 10. Global Tradecracker Private Limited 11. Keppel Brady Services Private Limited 12. Perfect Vacations Private Limited
Membership/ Chairmanship of Committees of other Boards as on March 31, 2018	W. H. Brady & Company Limited <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Member 	W. H. Brady & Company Limited <ul style="list-style-type: none"> • Audit Committee - Member
Shareholding in the Company as on March 31, 2018	600 Shares	782443 Shares
Relationship with other Directors / Key Managerial Personnel	Mr. Vaibhav P. Morarka being related to Mr. Pavan G. Morarka as a Son.	Mr. Pavan G. Morarka being related to Mr. Vaibhav P. Morarka as a Father.
Number of meetings of the Board attended during the Financial Year 2017-18	5 (Five)	7 (Seven)

BRADY & MORRIS ENGINEERING COMPANY LIMITED

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

CIN : L29150MH1946PLC004729

72nd Annual General Meeting to be held on 29th September, 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.

ATTENDANCE SLIP

DP ID*		Registered Folio No.	
Client ID*		No. of Share(s)	

Name & Address of Shareholder:

I/We hereby record my / our presence at the 72nd Annual General Meeting at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001 on Saturday, the 29th September, 2018 at 11:00 a.m.

*Applicable for investors holdings shares in electronic form.

Signature of Shareholder / Proxy

FORM NO. MGT-11

PROXY FORM

[Pursuant to the section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L29150MH1946PLC004729**
Name of the Company : **BRADY & MORRIS ENGINEERING COMPANY LIMITED**
Registered Office : **Brady House, 4th Floor, 12/14 Veer Nariman Road, Fort, Mumbai - 400001.**
Website: www.bradymorris.in; .Email Id: bradys@mtnl.net.in

Name of the Member(s) :
Registered address :
E-Mail Id :
Folio No./Client Id/DP Id :

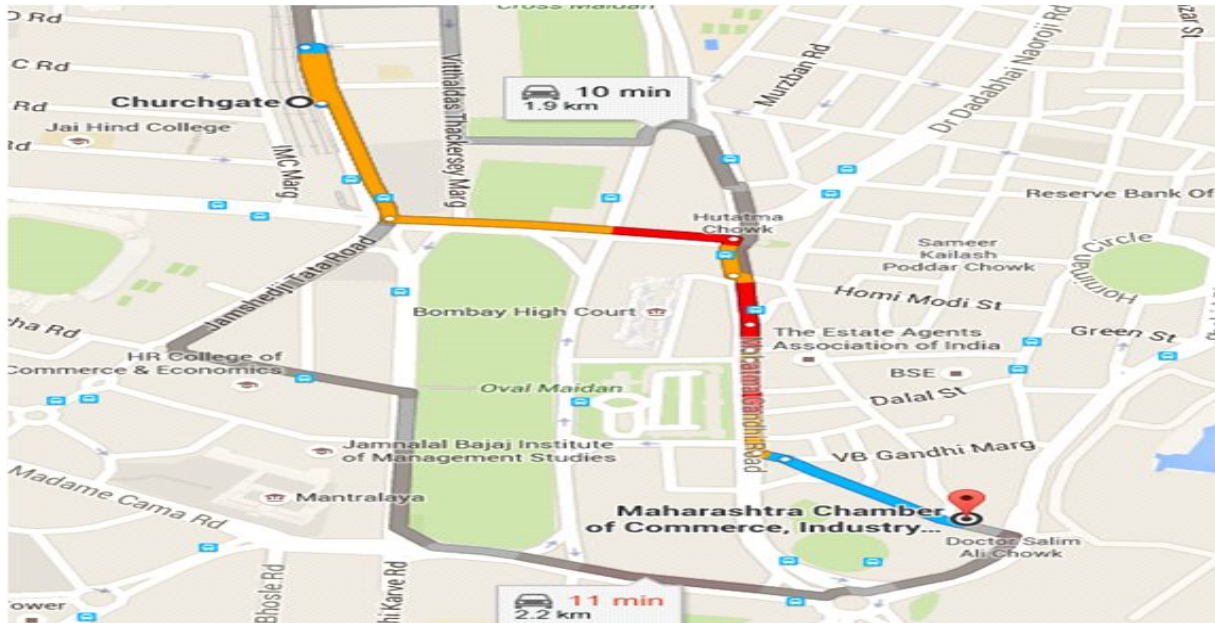
I/We being the member(s) of shares of Brady & Morris Engineering Company Limited, hereby appoint:

- Name: E-mail Id:
Address:or failing him
- Name: E-mail Id:
Address:or failing him
- Name: E-mail Id:
Address:or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 72nd Annual General Meeting of the Company, to be held on Saturday, the 29th September, 2018 at 11.00 a.m. Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001, and at any adjournment thereof in respect of such resolution as are indicated below.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

Location : Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha,
Oricon House, 6th Floor, 12, K Dubash Marg, Fort, Mumbai - 400 001.



** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Description	Optional	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, 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	Re-appointment of Mr. Pavan G. Morarka, who retires by rotation.		
Special Business			
3	Re-appointment of Mr. Vaibhav P. Morarka as an Executive Director.		
4	Approval of Material Related Party Transactions under section 188 of the Companies Act 2013.		
5	Authority to Company under Section 20 of the Companies Act, 2013 to charge for service of documents to members of the Company.		

Signed this..... day of2018.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp of
₹ 1

Note:

- This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.
- For the resolution, Explanatory Statement and Notes, please refer to Notice of the 72nd Annual General Meeting.
- ** (3) This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box.
- Please complete all details including details of Member(s) in above box before Submission.