

**FORM No. MGT-13**

**Combined Report of Scrutinizer for Remote e-voting & Poll Process**  
[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of  
the Companies (Management and Administration) Rules, 2014 (as amended)]

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

**Subject: 71<sup>st</sup> Annual General Meeting of the Shareholders of Brady & Morris Engineering Company Limited held on Saturday, September 23, 2017 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.**

Dear Sir,

I, CS Sonia Chettiar, Company Secretary in Practice (ACS: 27582, COP No. 10130), Partner of M/s. GMJ & Associates, Company Secretaries have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 71<sup>st</sup> AGM of Equity Shareholders of M/s. Brady & Morris Engineering Company Limited at their Meeting held on Saturday, September 23, 2017 at 11:00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubash Marg, Fort, Mumbai 400 001.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 71<sup>st</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 71<sup>st</sup> AGM is restricted to make a



Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated below on the report generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facility and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in our presence with due identification marks placed by us.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

**ITEM NO. 1: ORDINARY RESOLUTION:**

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon;

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	56	2	56	100	0	0	0	0
Poll/Ballot voting	28397	28	28396	99.996	1	1	0.004	0
<b>Total</b>	<b>28453</b>	<b>30</b>	<b>28452</b>	<b>99.996</b>	<b>1</b>	<b>1</b>	<b>0.004</b>	<b>0</b>



**ITEM NO. 2: ORDINARY RESOLUTION:**

Re-Appointment of Mr. Rajender Kumar Sharma, Director of the Company, who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	56	2	56	100	0	0	0	0
*Poll/Ballot voting	27797	25	27796	99.996	1	1	0.004	0
<b>Total</b>	<b>27853</b>	<b>27</b>	<b>27852</b>	<b>99.996</b>	<b>1</b>	<b>1</b>	<b>0.004</b>	<b>0</b>

\*Note: Mr. Rajendra Kumar Sharma, Member, being interested in the aforesaid resolution abstained from voting.

**ITEM NO. 3: ORDINARY RESOLUTION:**

Appointment of M/s S. S. Rathi & Co., Chartered Accountants as Statutory Auditor in place of M/s. C. L. Dalal & Co., Chartered Accountants and fixing their remuneration.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	56	2	56	100	0	0	0	0
Poll/Ballot voting	28397	28	28396	99.996	1	1	0.004	0
<b>Total</b>	<b>28453</b>	<b>30</b>	<b>28452</b>	<b>99.996</b>	<b>1</b>	<b>1</b>	<b>0.004</b>	<b>0</b>



**ITEM NO. 4: ORDINARY RESOLUTION:**

Resolution pertaining to Related Party Transaction under section 188 of the Companies Act, 2013.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	56	2	56	100	0	0	0	0
*Poll/Ballot voting	4697	25	4696	99.98	1	1	0.02	0
<b>Total</b>	<b>4753</b>	<b>27</b>	<b>4752</b>	<b>99.98</b>	<b>1</b>	<b>1</b>	<b>0.02</b>	<b>0</b>

\*Note: Mr. Pavan Morarka, Mrs. Rachna Morarka and Mr. Vaibhav Morarka, Members being interested in the aforesaid resolution abstained from voting.

The Poll papers and all other relevant records were sealed and handed over to the Chairperson of the Company for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries



*Sonia Chettiar*

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

PLACE: MUMBAI  
DATE: 23<sup>rd</sup> September, 2017