

FORM No. MGT-13**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson,
Brady and Morris Engineering Company Limited
Brady House 12-14,
Veer Nariman Road, Fort,
Mumbai- 400 001.

Subject: 69th Annual General Meeting of the Shareholders of M/s. Brady and Morris Engineering Company Limited held on Saturday, September 26, 2015 at 10.30 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 Mahesh Kumar Soni, Company Secretary in Practice (FCS: 3706, CP No.2324), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of M/s. Brady and Morris Engineering Company Limited at their Meeting held on August 13, 2015 as the Scrutinizer to scrutinize the Remote E-Voting Process and conduct Ballot Process/Poll at the Annual General Meeting 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 from time to time) and in compliance with the provisions of Clause 35B of the Listing Agreement entered with the Stock Exchange:

1. The Remote E-voting period commenced on 22nd September, 2015 at 9.00 a.m. and ended on 25th September, 2015 at 5.00 p.m. (both days inclusive).
2. The shareholders holding shares as on "cut off" date i.e. 19th September, 2015 were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of Central Depository Services (India) Limited (CDSL).



4. After closing of the Ballot Process as announced by the Chairperson, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. And Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company.
6. Incomplete, invalid and/or defective Ballot papers were rejected by me.
7. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of Ballot papers at the meeting was conducted in a fair and transparent manner and render a Consolidated Report of the total votes cast in favour and against to the Chairperson on the resolutions, based on the reports generated from the Remote E-voting system provided by Central Depository Services (India) Limited and the voting by use of Ballots at the meeting.
8. The Consolidated result of the Ballot Process held at the aforesaid Annual General Meeting as well as Remote E-voting is as under:

Resolution 1:

Adoption of the audited Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.

- (i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98

- (ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02



(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	--
Ballot	-	-	--
Total	-	-	--

Resolution 2:

Re-appointment of Mr. Rajender K. Sharma(DIN:01215327) who retires by rotation;

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	16	16,59,929	-
Total	18	16,60,048	99.96

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.04

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	645	-
Total	1	645	-

***Note:** We have not considered the Vote of Mr. R K Sharma for re-appointment as Director as he is interested in the resolution.

Resolution 3:

Appointment of M/s. C. L. Dalal & Co., Chartered Accountant as the Auditors and fixing their remuneration.



(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	--

Resolution 4:

Regularisation of Ms. Urvashi D. Shah as a Director of the Company.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02



(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution 5:

To increase the Authorized Share Capital of the Company from Rs. 15,00,00,000/- to Rs. 25,00,00,000/-.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution 6:

To alter the Memorandum of Association of the Company.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98



(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution 7:

To issue Preference Shares of the Company.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	--



Resolution 8:

To re-appoint Mr. Vaibhav Morarka as an Executive Director for a period of 3 years.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	14	16,36,874	-
Total	16	16,36,993	98.57

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	1.43

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	3	23700	-
Total	3	23700	--

***Note:** We have not considered the vote of Mr. Pavan Morarka, Mrs. Rachna Morarka and Mr. Vaibhav Morarka for re-appointment of Mr. Vaibhav Morarka as an Executive Director as they are interested in the resolution.

Resolution 9:

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

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98



(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	--

Resolution 10:

To adopt new set of Articles of Association of the Company.

(i) Votes in favour of the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	119	-
Ballot	17	16,60,574	-
Total	19	16,60,693	99.98

(ii) Votes against the resolution:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	2	176	-
Ballot	-	-	-
Total	2	176	0.02

(iii) Abstain/Invalid:

Type of E -voting	Number of Members who have voted	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-



9. Based on the foregoing, the resolution no (s) 1 to 10 shall be deemed to have been passed with requisite majority.
10. All the relevant records relating to the E-voting and Ballot Paper is under my safe custody and it will be handed over to the Chairperson for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,
For GMJ & ASSOCIATES
Company Secretaries


[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

PLACE: MUMBAI
DATE: SEPTEMBER 28, 2015.

To,
The Chairperson,
Brady and Morris Engineering Company Limited
Brady House 12-14,
Veer Nariman Road, Fort,
Mumbai- 400 001.

Dear Sir,

Sub: Summary of the Results of the Voting on the resolutions (including Remote E-voting and Ballot/ Poll Process at AGM) passed at the 69th Annual General Meeting of M/s. Brady and Morris Engineering Company Limited held on Saturday, September 26, 2015.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	19	16,60,693	99.98	2	176	0.02
2	18	16,60,048	99.96	2	176	0.04
3	19	16,60,693	99.98	2	176	0.02
4	19	16,60,693	99.98	2	176	0.02
5	19	16,60,693	99.98	2	176	0.02
6	19	16,60,693	99.98	2	176	0.02
7	19	16,60,693	99.98	2	176	0.02
8	16	16,36,993	98.57	2	176	1.43
9	19	16,60,693	99.98	2	176	0.02
10	19	16,60,693	99.98	2	176	0.02

For GMJ & ASSOCIATES
Company Secretaries


MUMBAI
[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

PLACE: MUMBAI
DATE: SEPTEMBER 28, 2015.