

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,
M/s.Brady & Morris Engineering Company Limited
Brady House, 12/14,
Veer Nariman Road, Fort,
Mumbai - 400001.

Subject: 70thAnnual General Meeting of the Members of M/s. Brady & Morris Engineering Company Limited held on 12thAugust, 2016 at 11:00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dabush Marg, Fort, Mumbai 400001.

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner 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 70thAGM of Equity Shareholders of M/s. Brady & Morris Engineering Company Limited at their Meeting held on 12th August, 2016 at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dabush Marg, Fort, Mumbai 400001.

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 70thAGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 70thAGM 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 facilities 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 Pollpapers 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:

Adoption of Audited Financial Statements for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and the 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	
E-voting	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
Total	1659841	21	1659841	100%	-	-	-	-



ITEM NO. 2: ORDINARY RESOLUTION:

Re-appointment of Ms. Urvashi Shah, 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	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
Total	1659841	21	1659841	100%	-	-	-	-

ITEM NO. 3: ORDINARY RESOLUTION:

Ratification of appointment of M/s. C. L. Dalal & Co., Chartered Accountants as the Statutory Auditors 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	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
Total	1659841	21	1659841	100%	-	-	-	-

ITEM NO. 4: SPECIAL RESOLUTION:

Re-appointment of Mr. Cyrus Vachhaas an Independent Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting	Nos.	% to total valid	No of ballot/e-voting	Nos.	% to total valid	

		entry			entry			
E-voting	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
Total	1659841	21	1659841	100%	-	-	-	-

ITEM NO. 5: SPECIAL RESOLUTION:

Re-appointment of Mr. Sumit Banerjee as an Independent Director of the Company.

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	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1659836	20	1659836	99.99%	-	-	-	-
Total	1659841	21	1659841	100%	-	-	-	-

ITEM NO. 6: ORDINARY RESOLUTION:

Approval of 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	5	1	5	0.01%	-	-	-	-
Poll/Ballot voting	1636736	18	1636736	99.99%	-	-	-	-
Total	1636741	19	1636741	100%	-	-	-	-

Note: Mr. Pavan Morarka and Mr. Vaibhav Morarka were interested in the aforesaid resolution, hence abstained and did not vote.



All the resolutions voted through Remote e-voting and Poll Process were passed with Requisite Majority.

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




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

PLACE: MUMBAI
DATE: AUGUST 12, 2016.