



BRADY & MORRIS ENGINEERING COMPANY LIMITED

BRADY & MORRIS ENGINEERING COMPANY LIMITED

CIN: L29150MH1946PLC004729

BOARD OF DIRECTORS**MR. PAVAN G. MORARKA - CHAIRMAN****MR. KAUSHIK D. SHAH****MR. RAJIV KUMAR BAKSHI (APPOINTED W.E.F. FEBRUARY 11, 2023)****MR. VAIBHAV MORARKA - EXECUTIVE DIRECTOR****MR. RAJENDER KUMAR SHARMA - DIRECTOR & CHIEF FINANCIAL OFFICER****MS. MITA JHA****COMPANY SECRETARY & COMPLIANCE OFFICER****MS. KHUSHMEETA BAFNA****CHIEF OPERATING OFFICER****MR. RAJESH PRACHCHHAK****STATUTORY AUDITORS****M/S. R K DOSHI & CO. LLP,
CHARTERED ACCOUNTANTS****SECRETARIAL AUDITORS****M/S. GMJ & ASSOCIATES,
COMPANY SECRETARIES****BANKERS****UNION BANK OF INDIA, MUMBAI****REGISTERED OFFICE****BRADY HOUSE, 4TH FLOOR,
12/14, VEER NARIMAN ROAD,
FORT, MUMBAI 400001.****TEL: 022 22048361 FAX: 022 22041855****EMAIL: bradys@mtnl.net.in****WEBSITE: www.bradymorris.in****REGISTRAR & SHARE TRANSFER AGENTS****BIG SHARE SERVICES PVT. LTD.
S6-2, 6TH FLOOR PINNACLE BUSINESS PARK,
NEXT TO AHURA CENTRE,
MAHAKALI CAVES ROAD,
ANDHERI (E), MUMBAI - 400 093.
TEL: 022-6263 8205 / 6263 8268
EMAIL: investor@bigshareonline.com.****BRANCH AND SALES OFFICES****KOLKATA - COMMERCIAL POINT, 79, LENIN SARANI****CHENNAI - SABARI COMPLEX, KOLATHUR****BAREJA - 326B SARSA KANERA ROAD, GUJARAT**

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 77TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **BRADY & MORRIS ENGINEERING COMPANY LIMITED** WILL BE HELD ON FRIDAY, SEPTEMBER 22, 2023 AT 11.30 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT, WITH OR WITHOUT MODIFICATION(S) 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, 2023, including the Audited Balance Sheet as at March 31, 2023, 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. Rajender Kumar Sharma (DIN: 01215327), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Ms. Mita Jha (DIN: 07258314), as an Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Mita Jha (DIN: 07258314), who was appointed as an Independent Director at the 75th Annual General Meeting of the Company and who holds office up to March 29, 2024, be and is hereby appointed as an Independent Director of the Company for a period to hold office for a second term of five years commencing with effect from March 30, 2024 upto March 29, 2029 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **Appointment of Mr. Rajiv Kumar Bakshi (DIN: 00264007) as an Independent Director:**

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

“**RESOLVED THAT** Mr. Rajiv Kumar Bakshi (DIN: 00264007) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Rajiv Kumar Bakshi (DIN: 00264007) be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from September 22, 2023 till September 21, 2028, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Approval of Loans, Guarantee or Security Under Section 185 Of Companies Act, 2013:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which are subsidiaries/ associates/ other Companies (in which any director is deemed to be interested directly or indirectly) upto an aggregate sum of Rs. 300 Crores (Rupees Three Hundred Crores Only) in their absolute discretion and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

6. **To increase the limit of loans/ guarantees, providing of security and making of investments in securities under section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with the loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion may deem fit in the interest of the Company for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only), notwithstanding that any such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

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 11, 2023

For and on behalf of the Board
Brady & Morris Engineering Company Limited

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

NOTES:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OVAM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 77th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
6. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
7. In line with the aforesaid MCA Circulars, the Notice of the AGM along with the Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose e-mail addresses are registered with the RTA / Depositories.
Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: info@bigshareonline.com. Members can also update/register their email id directly at <https://www.bigshareonline.com/InvestorRegistration.aspx>.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
8. The Notice calling the AGM has been uploaded on the website of the Company and the Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
9. In all correspondence with the Company/RTA, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
11. Corporate members intending to authorize their representatives to participate and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting to the Company at www.bradymorris.in or upload on the VC portal /e-voting portal.
12. Additional information, pursuant to Regulation 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings/issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this AGM is furnished as an Annexure to the Notice. The Director has furnished the requisite consents / declarations for his re-appointment.

13. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.
14. The process and manner for e-voting and process of joining meeting through video conferencing alongwith other details also forms part of the Notice.
15. The Register of Members and the Share Transfer Books of the Company will remain closed from September 18, 2023 to September 22, 2023 (both days inclusive).
16. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company through email at cs@bradys.in at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
17. a. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

BIGSHARE SERVICES PRIVATE LIMITED

S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (E) Mumbai – 400093
Tel: 022 62638205/ 62638268
E-mail: info@bigshareonline.com
Website: www.bigshareonline.com

- b. Member holding shares in physical form can also update/register their email address, mobile number and bank details at <https://www.bigshareonline.com/InvestorRegistration.aspx>.
 - c. Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.
 - d. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the RTA's website at www.bigshareonline.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting your folio no.
18. 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.
 19. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
 20. SEBI vide circular dated 16th March, 2023 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st October, 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.bradymorris.com. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

21. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to cs@bradys.in.

22. VOTING THROUGH ELECTRONIC MEANS:

A. INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM:

i. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility. The detailed procedure to be followed in this regard has been given below. The members are requested to go through it carefully.

ii. The Board of Directors of the Company has appointed Mr. Himank Desai, Chartered Accountant, Membership No.: 031602 as Scrutiniser to scrutinize the votes cast through remote e-voting and during AGM in a fair and transparent manner.

iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

iv. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 15, 2023.

v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 15, 2023 only shall be entitled to avail the facility of e-voting / remote e-voting.

vi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 15, 2023, may obtain the User ID and password from BIGSHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agent of the Company).

vii. The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than two working days from the conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the CHAIRMAN. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company (i.e. www.bradymorris.in) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.

viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 22, 2023.

The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:

a. The voting period begins on September 18, 2023 at 9.00 a.m. (IST) and ends on September 21, 2023 at 5.00p.m. (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting.

c. Pursuant to SEBI Circular No. SEBI / HO / CFD/ CMD / CIR / P / 2020 / 242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on Login and New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1) Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 3) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5) Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1) Option to register is available at https://eservices.nsdl.com. 2) Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Please follow steps given in points 1-5.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. 2) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- e. Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than Individual holding in demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on Shareholders/Members.
 3. Now enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first time user follow the steps given below:

For Physical Shareholders and other than individual Shareholders holding shares in Demat:

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 sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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

After entering these details appropriately, click on "SUBMIT" tab.

7. 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.
8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the "BRADY & MORRIS ENGINEERING COMPANY LIMITED" on which you choose to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
15. 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.
16. 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.
17. Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only:
 - 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 in the 'Corporate' module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 under Section 113 of the Companies Act, 2013 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution under Section 113 of the Companies Act, 2013 / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: cs@bradys.in in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

- iii. Shareholders who have voted through Remote e-Voting will also be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bradys.in. The members who do not wish to speak during the AGM but have queries may send their queries in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bradys.in. These queries will be replied to by the company suitably by email.
- viii. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES / COMPANYY

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company - cs@bradys.in / RTA - info@bigshareonline.com.
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL, e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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 11, 2023

For and on behalf of the Board
Brady & Morris Engineering Company Limited

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY & SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****ITEM NO.: 03**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Ms. Mita Jha (DIN: 07258314) as an Independent Director, for a second term of five years from March 30, 2024 to March 29, 2029, not liable to retire by rotation. Ms. Mita Jha was appointed as Independent Director at the 75th Annual General Meeting ("AGM") of the Company and holds office up to March 29, 2024. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing her candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given her background, experience and contribution, the continued association of Ms. Mita Jha would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director.

The Company has received the following from Ms. Mita Jha:

- (i) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (ii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (iii) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- (iv) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, she fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. A copy of the draft letter for the appointment of Ms. Mita Jha as an Independent Director setting out the terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The detailed profile and specific areas of expertise of Ms. Mita Jha is provided in the annexure to this Notice.

Ms. Mita Jha has extensive knowledge in experience in HR domain, leadership development, change management and business excellence stream which will be extremely beneficial to the Company.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and other applicable SEBI Listing Regulations, the re-appointment of Ms. Mita Jha as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item no.3 of this Notice for approval of the Members.

Except Ms. Mita Jha and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No.3 of the Notice.

ITEM NO.: 04

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Rajiv Kumar Bakshi (DIN: 00264007) as Additional Director of the Company with effect from February 11, 2023. The Board proposes to appoint Mr. Rajiv Kumar Bakshi as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from September 22, 2023 to September 21, 2028, subject to approval of the Members.

Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Rajiv Kumar Bakshi shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

The Company has received the following from Mr. Rajiv Kumar Bakshi:

- (i) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (ii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- (v) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, he fulfills the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. A copy of the draft letter for the appointment of Mr. Rajiv Kumar Bakshi as an Independent Director setting out the terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The profile and specific areas of expertise of Mr. Rajiv Kumar Bakshi are provided in the annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Rajiv Kumar Bakshi as Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item no.4 of this Notice for approval of the Members.

Except Mr. Rajiv Kumar Bakshi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in anyway, concerned or interested, in the Resolution set out at Item no. 4 of the Notice.

ITEM NO.: 05

Since, there is a good potential for Group/Associate/Subsidiary Companies to expand and grow, the Company proposes to render support to these Companies from time to time for their business requirements.

The Company has proposed a Special resolution for approval of the Shareholders.

The Board of Directors would evaluate all such proposals to provide Loan, Guarantee, Security to the Group/ Associates/ Subsidiary Companies ensuring that it is in the best interest of all concerned.

The Board of Directors recommend the Special Resolution for approval by the members. Except Mr. Pavan G. Morarka and Mr. Vaibhav Morarka, none of the other Directors, KMP's and their relatives are in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

ITEM NO.: 06

As the Company is expecting that the Business would grow and the availability of funds would also increase, the Company wants to make optimum use of the funds available by making investments in Bonds, Fixed Deposits, Government securities, Stocks/ Securities and Mutual Funds from time to time and also grants loans, provide guarantees and/or securities to such other persons and body corporates as and when the opportunity arises. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

The Shareholders of the Company had approved a limit of Rs.200 crores under Section 372A of the Companies Act, 1956 at the Annual General Meeting of the company held on September 29, 2001.

To enable the Company to invest, give loans (as per RBI interest rate), provide guarantee or security, the Company proposes to increase the limit to Rs. 500 crores and seek approval under Section 186 of the Companies Act, 2013 from the Shareholders by way of special resolution, as proposed in the Notice.

Due to various changes in the Act and Regulations this resolution is required to be again approved under the new Companies Act, 2013.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

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 11, 2023

For and on behalf of the Board
Brady & Morris Engineering Company Limited

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

ANNEXURE TO THE EXPLANATORY STATEMENT:

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE 77TH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 2, 3, 4 OF THIS NOTICE, 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, 2023)

Name of the Director	Mr. Rajender Kumar Sharma	Ms. Mita Jha	Mr. Rajiv Kumar Bakshi
Date of Birth	01/02/1964	01/02/1968	21/10/1952
Date of first Appointment	26/07/2013	21/05/2019	11/02/2023
Qualifications	Masters in Management, LL.B (Gen.), and Diploma in IR & PM.	MBA from Hull University, UK Master's Degree in Industrial Relations & Personnel Management (MIRPM) Nagpur University, India and B.A Hons. (Political Science), Patna University, India	M.Sc., CAIIB, DBM
Brief resume & Nature of expertise in specific functional areas	He has over 36 years of experience in the Industry in different capacities. He is actively involved in the development and growth of the Company.	Proven leadership experience at senior level in diverse industries viz. mining & metals, packaging, healthcare, advertising, financial services and steel. Been a board member having 24+ years of experience in HR domain, leadership development, change management and business excellence	He has been a professional banker with over 37 years of experience in India and overseas
Terms and conditions of Re-appointment	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.	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on September 22, 2023 read with explanatory statement thereto	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on September 22, 2023 read with explanatory statement thereto
Directorships of other Listed Companies as on March 31, 2023	Nil	Responsive Industries Limited Starlog Enterprises Limited Asian Hotels (North) Limit	A. K. Capital Finance Limited N R Agarwal Industries Limited
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2023	Nil	Responsive Industries Limited <ul style="list-style-type: none"> Audit Committee - Member 	N R Agarwal Industries Limited <ul style="list-style-type: none"> Audit Committee - Member Stakeholders Relationship Committee - Member A. K. Capital Finance Limited <ul style="list-style-type: none"> Stakeholders Relationship Committee - Chairman Audit Committee - Member
Shareholding in the Company as on March 31, 2023	600 Equity Shares	Nil	Nil

Relationship with other Directors / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year 2022-23	4 (Four)	4 (Four)	1 (One)

In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships / Chairmanships in any two committees viz. Audit committee and Stakeholders Relationship Committee (known by whichever name) are considered.

DIRECTORS' REPORT

To
The Members,

The Board of Directors are pleased to present the Company's 77th Annual Report together with the Annual Audited Financial Statements for the financial year ended March 31, 2023.

1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the year ended March 31, 2023 is summarized below:

(Rs. In Lakhs except EPS)

PARTICULARS	2022-23	2021- 2022
Gross Income	6101.93	4735.65
Profit before Depreciation, Finance Costs, Exceptional Items and Taxation	802.73	557.79
Less: Depreciation and Amortization expense	57.94	55.22
Profit before Finance Costs, Exceptional Items and Taxation	744.79	502.57
Less: Finance costs	54.57	50.63
Profit/(Loss) before Exceptional items and Taxation	690.22	451.94
Add: Exceptional Items	-	-
Profit before Taxation	690.22	451.94
Less: Tax Expense	186.24	74.18
Less: Deferred tax liability / (Assets)	(1.50)	58.45
Profit/(Loss) for the year	505.48	319.31
Other comprehensive income/(loss)	(1.81)	(4.48)
Total Other comprehensive income/(loss) for the year	503.67	314.83
Earnings per share (in Rs.):		
Basic / Diluted from Continuing Operation	22.47	14.19
Basic / Diluted from Discontinued Operation	-	-
Basic / Diluted from Continued and Discontinued Operation	22.47	14.19

2. FINANCIAL PERFORMANCE

The gross turnover of the Company was Rs. 6101.93 Lakhs for the year ended March 31, 2023 as against Rs. 4735.65 Lakhs for the year ended March 31, 2023. Company made a net profit before tax of Rs. 690.22 Lakhs as against Rs. 451.94 Lakhs in the previous financial year, which was a jump of approximately 53%.

3. WORKING RESULTS

The Company showed an improved performance in the year 2022-23 as against the previous year and even the net profit before tax was higher by 53% as compared to the previous year. Overall, the performance has been satisfactory.

4. FUTURE OUTLOOK

The Company hopes to do better in the financial year 2023-2024. Efforts are being made to improve productivity, revenue and profits; however challenges remain with respect to inflation and supply chain disruptions. Management is hopeful that the Company's performance in the current financial year would be better.

5. DIVIDEND

In order to conserve the resources of the Company for future operations, your Directors regret their inability to recommend dividend for the year under review.

6. TRANSFER TO RESERVES

Your company has not proposed any amount to be transferred to Reserves out of the profits earned during the Financial Year 2022-2023.

7. SHARE CAPITAL OF THE COMPANY

The Authorized Capital of the Company as at March 31, 2023 was Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs.10/- each and 2,00,00,000 (Two Crores) 7% Redeemable Non-Cumulative Non-Convertible Preference Shares of Rs. 10/- each.

The issued, subscribed and paid-up Share Capital of the Company stood at Rs. 12,25,00,000/- as at March 31, 2023 comprising of 22,50,000 Equity Shares of Rs. 10/- each fully paid-up and 1,00,00,000 7% Redeemable Non-Cumulative Non-Convertible Preference Shares of Rs. 10/- each fully paid-up.

During the year under review, Company has partially redeemed 40,00,000 7% Non-Convertible Non-Cumulative Preference Shares of Rs. 10/- each at par held by W. H. Brady & Company Limited out of free reserves.

During the year under review, the Company has not issued any convertible securities with differential voting rights nor granted any stock options or sweat equity or warrants.

8. HOLDING, SUBSIDIARIES, ASSOCIATES & JOINT VENTURES

W. H. Brady & Co. Limited, Holding Company; is carrying on the business of renting of space in building and trading of material handling equipment's. W. H. Brady & Co. Limited holds 72.50% of the Equity Share Capital and 100% of the 7% Redeemable Non-Cumulative Non-Convertible Preference Shares of your Company's Capital as on March 31, 2023.

The Company does not have any Subsidiary, Associate Company and Joint Venture.

9. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Inductions to the Board

On the recommendations of the Nomination and Remuneration Committee, the Board appointed Mr. Rajiv Kumar Bakshi as an Additional Director with effect from February 11, 2023. Your Board proposes to regularize his appointment under Section 161 (1) of the Act and appoint him as an Independent Director for a term of Five (5) years.

Pursuant to the provisions of the Companies Act, 2013, Ms. Mita Jha was appointed as Independent Director to hold office for three consecutive years upto March 29, 2024 at the 75th Annual General Meeting held on September 29, 2021. Ms. Mita Jha is eligible for re-appointment as Independent Director for a second term of Five (5) consecutive years from March 30, 2024 to March 29, 2029 subject to the approval of the Members through a Special Resolution at the ensuing Annual General Meeting.

B. Re-appointment

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajender Kumar Sharma, Director of the Company, liable to retire by rotation and, being eligible, offers himself for reappointment at the 77th Annual General Meeting of the Company scheduled to be held on September 22, 2023.

C. Key Managerial Personnel

Pursuant to provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Key Managerial Personnel of your Company are as below:

Sr. No.	Name of the Key Managerial Personnel as on March 31, 2023	Designation
1.	Mr. Pavan G. Morarka	Chairman
2.	Mr. Vaibhav Morarka	Executive Director
3.	Mr. Rajender Kumar Sharma	Chief Financial Officer
4.	Ms. Khushmeeta Bafna	Company Secretary & Compliance Officer

There was no change in the Key Managerial personnel during the year under review.

10. DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Further, the Board after taking these declarations/disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

In the Board's opinion, the Independent Directors are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields.

11. BOARD MEETINGS

The Board of Directors met Four (4) times during the financial year 2022-23. Particulars of meetings of the Board are detailed in the Voluntary Corporate Governance Report, which forms part of this Report.

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act is available on Company's website <https://www.bradymorris.in/wp-content/uploads/2021/02/Remuneration-Policy.pdf>.

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

13. BOARD COMMITTEES

As on March 31, 2023, the Board had three Committees, listed as below:

1. Audit Committee ("AC")
2. Stakeholders' Relationship Committee ("SRC")
3. Nomination and Remuneration Committee ("NRC")

Details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in Voluntary Corporate Governance Report.

14. BOARD EVALUATION

The annual evaluation process of the Board of Directors ("Board"), Committees and individual Directors was carried out in the manner prescribed in the provisions of the Act, Guidance Note on Board Evaluation issued by Securities and Exchange Board of India on January 5, 2017 and as per the Corporate Governance requirements prescribed by SEBI Listing Regulations.

The performance of the Board, Committees and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The Board reviewed the performance, of the individual Directors seeking inputs from all the Directors. A separate meeting of Independent Directors was also held on February 11, 2023 to review the performance of Non-Independent Directors; performance of the Board as a whole and performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors (excluding the director being evaluated). The Board of Directors at their meeting held on February 11, 2023 discussed the performance of the Board, its Committees and individual Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning, etc. The criteria for performance evaluation of Committees of the Board included aspects like composition and structure of the Committees, functioning of Committee meetings, contribution to decision of the Board, etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, integrity etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Outcome of evaluation process

Based on inputs received from the members, it emerged that the Board had a good mix of competency, experience, qualifications and diversity. Each Board member contributed in his/her own manner to the collective wisdom of the Board, keeping in mind his/her own background and experience. There was active participation and adequate time was given for discussing strategy. Overall, the Board was functioning very well in a cohesive and interactive manner.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) read with Section 134(5) of the Act with respect to Directors' Responsibility Statement, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made in following the same;
- (b) appropriate accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of Act have been taken for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, if any;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. AUDITORS AND AUDIT REPORTS

A. STATUTORY AUDITORS

In accordance with Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Members of the Company in its 76th Annual General Meeting held on September 23, 2022 approved the appointment of M/s. R K Doshi & Co LLP, Chartered Accountants (Firm Registration No. 102745W) as the Statutory Auditors of the Company for a consecutive term of five years i.e. from the conclusion of 76th Annual General Meeting till the conclusion of 81st Annual General Meeting of the Company.

During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under Companies Act, 2013 and Code of Ethics issued by Institute of Chartered Accountants of India.

The Auditors' Report for financial year 2022-2023 on the financial statements forms part of this Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. The Auditors have also confirmed that they satisfy the independence criteria required under Companies Act, 2013 and Code of Ethics issued by Institute of Chartered Accountants of India. The Auditors attended the last Annual General meeting of the Company.

B. COST AUDIT

As per the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 amended from time to time, maintenance of Cost Audit / Records is not applicable to the Company during the FY 2022-23.

C. INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board of Directors on recommendation of the Audit Committee re-appointed M/s. Rajesh Dudhara & Co., Chartered Accountants as Internal Auditors to conduct Internal Audit of the functions and activities of the Company for the financial year 2023-24.

D. SECRETARIAL AUDITORS

The Secretarial Audit was carried out by M/s. GMJ & Associates, Company Secretaries for the Financial Year 2023-2024. The Report given by the Secretarial Auditors is annexed as **Annexure "A"** and forms an integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

In terms of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors on recommendation of the Audit Committee have appointed M/s. GMJ & Associates, Company Secretaries as the Secretarial Auditors to conduct Secretarial Audit of records and documents of the Company for the financial year 2023-24. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed there under.

E. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

17. PUBLIC DEPOSITS

During the year under review, the Company has not accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has not given any loans, or made investments or issued any guarantee or provided any security covered under Section 185 & 186 of the Companies Act, 2013 during the year under review.

19. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

All contracts/ arrangements/ transactions entered by the Company during the financial year with Related Parties were on an arm's length basis and in the ordinary course of business. Thus, disclosure in Form AOC-2 in terms of Section 134 and 188 of the Companies Act, 2013 for material related party transaction is annexed as **Annexure "B"** and forms an integral part of this report. All related party transactions are mentioned in the Notes to the Financial Statements.

All Related Party Transactions are placed before the Audit Committee. Omnibus approval has been obtained for transactions which are of repetitive nature. A statement giving details of all Related Party Transactions are placed before the Audit Committee for review and approval on a quarterly basis.

The policy on Related Party Transactions as approved by the Board of Directors is available on the website of the Company viz. <https://www.bradymorris.in/wp-content/uploads/2021/02/Policy-on-Materiality-of-Related-Party-Transactions-and-on-Dealing-with-Related-Party-Transaction.pdf>.

20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

21. CORPORATE GOVERNANCE

Pursuant to the Regulation 15(2) of the SEBI Listing Regulations, corporate governance provisions are not applicable to your Company as the Company's paid up Equity Share Capital does not exceed Rs.10 Crores and net worth does not exceed Rs.25 Crores as on March 31, 2023.

A Voluntary Report on Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations forms part of this Annual Report.

22. VIGIL MECHANISM

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the SEBI Listing Regulations is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

Whistle Blower Policy of your Company is available on the Company's website <https://www.bradymorris.in/wp-content/uploads/2021/02/Vigil-Mechanism-and-Whistle-Blower-Policy.pdf>. Further details are available in the Voluntary Corporate Governance Report that forms part of this Report.

During the financial year 2022-23, no cases under this mechanism were reported to the Company.

23. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

During the financial year 2022-23, no cases in the nature of sexual harassment were reported at any workplace of the Company.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The net profit of the Company for the financial year 2022-23 is Rs.690.22 Lakhs, hence the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder are applicable to the Company for the financial year 2023-24. The Company is in the process of framing and approving the Corporate Social Responsibility ('CSR') policy of the Company.

25. RISK MANAGEMENT

The Company has a well-defined risk management framework in place with the objective to formalize the process of Identification of Potential risk and adopt appropriate risk mitigation measures. The Policy is a step by the Company towards strengthening the existing internal controls and updating the same as may be required from time to time.

The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report.

26. INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board of Directors.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the results of such assessments carried out by internal audit function, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed. Nonetheless your Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

27. CODE OF CONDUCT

The Company has adopted the Code of Conduct for Non-Executive Directors which includes details as laid down in Schedule IV to the Act. The Company has also adopted a Code of Conduct for all its employees including Executive Director(s). The above codes can be accessed on the Company's website at https://www.bradymorris.in/wp-content/uploads/2021/02/Code-of-Conduct_BRADY-AND-MORRIS-ENGINEERING-COMPANY-LIMITED.pdf. All the Board Members and Senior Management Personnel comply with the Code.

28. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. All the Promoters, Directors, Employees of the Company, who are Designated Persons, and their Immediate Relatives and other Connected Persons such as auditors, consultants, bankers, etc., who could have access to the unpublished price sensitive information of the Company, are governed under this Code.

Ms. Khushmeeta Bafna, Company Secretary of the Company is the 'Compliance Officer' in terms of this Code.

29. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report. Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forms part of this Report. Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection by the members at the registered office of the Company during working hours on working days upto the date of the Annual General Meeting and if any member is interested in obtaining as copy thereof, such member may write to the Company Secretary.

30. ANNUAL RETURN

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended March 31, 2023 can be accessed on the Company's website at <https://www.bradymorris.in/financial-reports/>.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached herewith as **Annexure "C"** and forms part of this Report.

32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

33. INSURANCE

All the properties of the Company including Factory Building, Plant & Machinery, Stocks, etc. are adequately insured.

34. SAFETY, HEALTH AND ENVIRONMENTAL PERFORMANCE

Your Company's commitment towards safety, health and environment is being continuously enhanced and persons working at all locations are given adequate training on safety and health. The requirements relating to various environmental legislations and environment protection have been duly complied with by your Company.

35. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

During the financial year 2022-23, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

36. AFFIRMATION ON COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors of the Company has affirmed compliance with Secretarial Standards 1 & 2 issued by Institute of Company Secretaries of India.

37. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year under review, no such application or proceeding has been initiated or pending against the Company.

38. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

No such transaction is done by the Company during the year under review.

39. ACKNOWLEDGEMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the Company's Bankers, valuable Customers and others concerned with the Company. Your involvement as shareholders is greatly valued and your Board looks forward to your continued support.

Registered Office:

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Fax: +91 22 2204 1855
Email: bradys@mtnl.net.in;
Website: www.bradymorris.in
August 11, 2023

For and on behalf of the Board
Brady & Morris Engineering Company Limited

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

ANNEXURE 'A' TO THE BOARDS' REPORT

Form No.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,
The Members,

BRADY AND MORRIS ENGINEERING COMPANY LIMITED

Brady House,
12/14 Veer Nariman Road,
Fort, Mumbai - 400001.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Brady and Morris Engineering Company Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2023** complied with the statutory provisions of the applicable Acts listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Brady and Morris Engineering Company Limited** for the financial year ended on March 31, 2023, according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the review period)
- iii. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- iv. The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the review period);
 - (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period);
 - (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the review period);
 - (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the review period);
 - (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the review period).

- i. We have also examined compliance with the applicable clauses of the following:
 - a) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
 - b) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company being engaged in material handling equipment, there are no specific laws applicable to the Company, which require approvals or compliances under any Act or Regulations.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We report having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by us the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that the Compliance by the Company of applicable financial laws, like direct, indirect tax laws and Goods and Service Tax Act, has not been reviewed in this Audit since the same has been subject to review by statutory auditor and other designated professionals.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.
2. That there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
3. Adequate notices are given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions are carried through while the dissenting members' views, if any, are captured and recorded as part of Minutes.

We further report that during the audit period, the Company has partially redeemed 40,00,000 7% Redeemable Non-Cumulative Non-Convertible Preference shares of Rs. 10/- each at par held by W. H. Brady & Company Limited out of surplus profits of the Company in various tranches and complied with the provisions of the Act.

As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

For GMJ & ASSOCIATES

Company Secretaries

ICSI Unique Code P2011MH023200

CS MAHESH SONI

PARTNER

Membership No: F3706

Certificate of Practice No.: 2324

UDIN: F003706E000822931

Peer Review Certificate No.: 647/2019

Place: Mumbai

Date: August 11, 2023.

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

ANNEXURE A

To,
The Members,

BRADY AND MORRIS ENGINEERING COMPANY LIMITED

Brady House,
12/14 Veer Nariman Road,
Fort, Mumbai - 400001.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For GMJ & ASSOCIATES

Company Secretaries
ICSI Unique Code P2011MH023200

CS MAHESH SONI

PARTNER

Membership No: F3706

Certificate of Practice No.: 2324

UDIN: F003706E000822931

Peer Review Certificate No.: 647/2019

Place: Mumbai

Date: August 11, 2023.

ANNEXURE 'B' TO THE BOARDS' REPORT

Form No. AOC-2 Particulars of contracts/arrangements made with related parties

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 as on March 31, 2023]

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2023, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

The details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2023 are as follows:

Sr. No.	Name(s) of the related party & Nature of relationship	Nature of transactions	Transactions Value (Rs. in Lakhs)	Duration of transactions	Salient terms of transactions	Date of approval by the Board	Amount paid in advance
1.	W. H. Brady & Company Limited (WHB) (Holding Company)	Sale of Goods & Material	1132.66	For the Financial Year 2022-2023	The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis.	Board Meeting dated August 03, 2018 and Audit Committee dated February 11, 2022.	Not Applicable
		Purchase of Goods & Material	67.92				
		Commission paid	26.07				
		Other expenses including reimbursements (WHB)	0.24				
		Redemption of Shares	400.00				

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Fax: +91 22 2204 1855
Email: bradys@mtnl.net.in;
Website: www.bradymorris.in
August 11, 2023

For and on behalf of the Board
Brady & Morris Engineering Company Limited

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

ANNEXURE 'C' TO THE BOARDS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

Information as per Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year 2022-23.

A. CONSERVATION OF ENERGY: NOT APPLICABLE

- (i) the steps taken or impact on conservation of energy:
- (ii) the steps taken by the Company for utilising alternate sources of energy:
- (iii) the capital investment on energy conservation equipment's:

B. TECHNOLOGY ABSORPTION: NOT APPLICABLE

- (i) the efforts made towards technology absorption during the year under review are:
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution:
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):
 - (a) the details of technology imported
 - (b) the year of import
 - (c) whether the technology been fully absorbed;
- (iv) During the year Company has incurred R&D Expenditure:

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

Particulars	March 31, 2023
Foreign Exchange outgo	1.53 Lakhs (INR)
Foreign Exchange earned	65.06 Lakhs (INR)

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 Website: www.bradymorris.in
 August 11, 2023

For and on behalf of the Board
Brady & Morris Engineering Company Limited

PAVAN G. MORARKA
 Chairman
 (DIN: 00174796)

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

Brady & Morris Engineering Company Limited is a subsidiary of W. H. Brady & Company Limited and started operations in 1946. Considered India's premier manufacturer of Material Handling Equipment it has been bringing value to landscape of the country's infrastructure. We represent leading Global its investors for over 70 years. The Company has a Pan India network of sales offices and dealers. Its Registered Office is in Mumbai and factory is in Bareja, Gujarat. This Pan India presence allows the Company to service every corner of the country.

OPPORTUNITIES AND THREATS

While risk continues to dominate the business agenda, competition is becoming just as dominant a feature. Market volatility, pricing pressure, variations in market performance, demanding stakeholders all have contributed to a global economy that encourages competitive drive. The new policies being framed by the government of India for boosting the manufacturing sector, have certainly boosted our confidence however the result will take time to show up and shall see gradual progress.

The Company's strength lies in providing a complete Material Handling Solution and is involved in multiple projects in industries as varied as Steel, Cement, Power, Sugar, Chemicals, Paper, Mining, Water & Sewage Treatment and Defence.

The domestic market continued to be affected by, Macro economic problems, high inflation, petroleum product prices, interest rates and poor consumer sentiments, volatility in foreign exchange rates, challenging market environment, slowing consumer demand, COVID-19 disruption. In spite of all this, your company was able to sustain its market share.

OUTLOOK

The Company hopes to do better in the financial year 2023-2024. Efforts are being made to improve productivity, revenue and profits; however challenges remain with respect to inflation and supply chain disruptions. Management is hopeful that the Company's performance in the current financial year would be better.

RISKS & CONCERNS

The Company's business is exposed to many internal and external risks and it has consequently put in place robust systems and processes, along with appropriate review mechanisms to actively monitor, manage and mitigate these risks.

The risks that may affect us include, but are not limited to:

- Economic Conditions.
- Inflation pressures and other factors affecting demand for our products.
- Increasing cost of Raw Material, transport and storage.
- Supplier and distributor relationships and retention of distribution channels.
- Competitive market conditions and new entrants to the market.
- Labour shortages and attrition of Key Staff.
- Compliance and regulatory pressure including changes to tax laws.
- Natural Calamity risks.

The Company is committed to manufacture and deliver quality products strictly as per requirement of the customers by ensuring safety and well-being of employees throughout the pandemic. Constant feedback from the customers is received and all efforts are made for continuous improvement in process performance and product quality wherever required. With established production, the Company is in a position to maintain production and supply of quality products smoothly. The Company has benefit of its long standing with its customers and can match the prices suitably as and when required. For the above reasons, no major threat is overseen and the Company is confident to face any threat from the competition.

Your Company maintains adequate Internal Control Systems commensurate with the nature of its business, size and complexity of its operations. The internal audit functions of the company are carried out by a firm of Chartered Accountants. The scope and authority of the Internal Audit function is defined by the Audit Committee. To ensure independence, the internal audit function has a reporting line to the Audit Committee of the Board. The Internal Auditors monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Audit Committee of the Board reviews the performance of the audit and the adequacy of internal control systems and compliance with regulatory guidelines. Significant deviations are brought to the notice of the Audit Committee of the Board of the respective companies and corrective measures are recommended for implementation. The Audit Committee of Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken. This system enables us to achieve efficiency and effectiveness of operations, reliability and completeness of financial and management information and compliance with applicable laws and regulations.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Particulars	2022-23	2021-22	yoy growth
Net Turnover	6101.93	4735.65	28.85%
Operational Profit (EBITDA)	802.73	557.79	43.91%
Profit before Tax	690.22	451.94	52.72%
Profit after Tax for the year	505.48	319.31	58.30%

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

Your Company has focused on identifying internal talent and nurture them through the culture of continuous learning and development, thereby building capabilities for creating future leaders.

Talent is our most valuable asset and we believe that the ultimate identity and success of our Company lies in the excellent quality of our people and their commitment towards attaining our Organizational goal.

The Company's various employee engagement platforms and initiatives have resulted in a vibrant, productive and enjoyable work environment. A structured approach to career development, leadership development, internal job rotations, and mentoring helps employees grow their careers and realize their potential.

FINANCIAL PERFORMANCE

The highlights of financial performance of the Company for the year under review are as under:

- Revenue from operations increased by 29.01 % to Rs. 6036.84 Lakhs from Rs. 4679.15 Lakhs.
- The Net profit after tax for the year increased by 58.30 % to Rs. 505.48 Lakhs from Rs. 319.31 Lakhs.
- The Working capital (Net of Current assets) increased by 71.65 Lakhs i.e. from Rs. 1525.88 lakhs to Rs. 1597.53 Lakhs.
- Key Financial Ratios:

Ratio	FY. 2022-2023	FY. 2021-2022
Debtors turnover (days)	85 Days	91 Days
Inventory turnover (days)	118 Days	132 Days
Interest Coverage Ratio	13.65:1	9.92:1
Current Ratio	2.07:1	1.88:1
Debt : Equity Ratio	1.97:1	1.80:1
Operating profit margin (%)	11.43%	9.54%
Net profit margin (%)	8.28%	6.74%
Return on total Equity (ROE)	0.34	0.32

- Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof: The return on net worth increased to 49.16 % in FY 2022-23 as against 46.75 % in FY 2021-22.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objective, projections, and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied due to various risk factors and uncertainties. These risk factors and uncertainties include the economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations and policies that may impact our businesses as well as ability to implement our strategies. We are under no obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events and assume no liability for any action taken by anyone on the basis of any information contained herein.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a process and structure by which the business and affairs of the company are directed and managed in order to enhance long term shareholder value through enhancing corporate performance and accountability, while taking into account the interests of other stakeholders.

To implement the Corporate Governance practice, the Company has a well-defined policy consisting of the following:

- Ensure that the Quality and frequency of Financial and Managerial Information's, which the Management shares with the Board, fully placed before the Board Members in control of the Company's affairs.
- Ensure that the Board exercises its Fiduciary responsibilities towards Shareholders and Creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committees thereof.
- Ensure that the Board, Management, Employees and all the other stakeholders are fully committed to maximizing long-term value to the shareholders and the Company.
- Ensure that the core values of the Company are protected.

We are committed to follow the prescribed corporate governance practices embodied in various legislations viz., Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), the Companies Act, 2013 (hereinafter referred to as 'the Act') and other applicable rules & regulations.

In accordance with the corporate governance provisions prescribed under the Listing Regulations, we are providing the following disclosures:

II. BOARD OF DIRECTORS

The Board of Directors of the Company chaired by Mr. Pavan G. Morarka comprises of eminent persons with high credentials of considerable professional experience and expertise in diverse fields. The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and provide effective leadership to the management, thereby assisting them to adhere to high standards of ethics, transparency and disclosures even as they pursue high targets of business performance.

A. COMPOSITION OF THE BOARD

The Company's Board as on March 31, 2023 consists of six Directors, of which two are Independent Directors, three Non-executive Directors and one Executive Director. The composition of the Board is in compliance with the requirements of the Companies Act, 2013 (Act) and Regulation 17 of the Listing Regulations. The profile of the Directors can be accessed on the Company's website at <https://www.bradymorris.in/about-us/>.

B. MEMBERSHIPS OF OTHER BOARDS

The information relating to the number of other directorships and committee chairmanships/memberships held by the directors in other listed companies as on March 31, 2023 is given below.

Name of the Director	Category of Directorship	No. of other Directorships	No. of Committee positions held		No. of shares held in the Company	Directorship in other listed entities (category of directorship)
			Chairman	Member		
Mr. Pavan G. Morarka	Non- Executive Director	1	-	1	22,500	W. H. Brady & Co. Ltd. (Executive Director)
Mr. Vaibhav Morarka	Executive Director	1	-	1	600	W. H. Brady & Co. Ltd. (Non-Executive Director)
Mr. Rajender Kumar Sharma	Non- Executive Director	-	-	-	600	-

Name of the Director	Category of Directorship	No. of other Directorships	No. of Committee positions held		No. of shares held in the Company	Directorship in other listed entities (category of directorship)
			Chairman	Member		
Mr.Kaushik D. Shah	Independent, Non- Executive Director	1	2	-	-	W. H. Brady & Co. Ltd. (Independent, Non- Executive Director)
Ms.MitaJha	Independent, Non- Executive Director	3	2	2	-	Responsive Industries Limited (Independent, Non- Executive Director) Starlog Enterprises Limited (Independent, Non- Executive Director) Asian Hotels (North) Limited (Independent, Non- Executive Director)
Mr. Rajiv Kumar Bakshi	Non- Executive Director	1	2	2	-	N R Agarwal Industries Limited (Independent, Non- Executive Director)

NOTES:

- i. Excludes directorship in Brady and Morris Engineering Company Limited, and directorships in private companies (including deemed public companies), foreign companies, bodies corporate and companies under Section 8 of the Act.
 - ii. Pertains to membership/chairmanship of the Audit Committee and Stakeholders Relationship Committee of Indian public companies (excluding Brady and Morris Engineering Company Limited). None of the Directors held directorship in more than 7 listed companies with effect from April 1, 2020.
 - iii. None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited companies.
 - iv. None of the Directors is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which he/she is a Director. As per Listing Regulations, only memberships of Audit Committee and Stakeholders Relationship Committee have been taken into consideration for the purpose of ascertaining the limit.
 - v. Mr. Pavan G. Morarka, Chairman is not an Independent Director of any other listed company and does not hold directorships of more than three equity listed companies.
 - vi. All Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to the Independent Directors. In the opinion of the Board, the IDs are independent of the management.
- C. NUMBER OF BOARD MEETINGS, ATTENDANCE OF THE DIRECTORS AT MEETINGS OF THE BOARD AND AT THE ANNUAL GENERAL MEETING**

During the financial year 2022-2023, the Board met Four (4) times and the gap between two meetings was in compliance with the Companies Act, 2013 and Listing Regulations. The necessary quorum was present for all the meetings. These Meetings were well attended by the Directors. The 76th AGM of your Company was held on September 23, 2022.

The attendance of the Directors at these Meetings was as under:

Name of the Director	Board Meetings				Number of Meetings entitled to attend	Number of Meetings attended	Attendance at the previous AGM
	28.05.2022	12.08.2022	09.11.2022	11.02.2023			
Mr. Pavan G. Morarka	Y	Y	Y	Y	4	4	YES
Mr. Vaibhav Morarka	Y	Y	Y	Y	4	4	YES

Name of the Director	Board Meetings				Number of Meetings entitled to attend	Number of Meetings attended	Attendance at the previous AGM
	28.05.2022	12.08.2022	09.11.2022	11.02.2023			
Mr. Kaushik D. Shah	Y	Y	Y	Y	4	4	NO
Mr. Rajender Kumar Sharma	Y	Y	Y	Y	4	4	YES
Ms. Mita Jha	Y	Y	Y	Y	4	4	YES
*Mr. Rajiv Kumar Bakshi	N.A	N.A	N.A	Y	1	1	NO

*Mr. Rajiv Kumar Bakshi was appointed as Additional Director of the Company w.e.f. February 11, 2023.

D. RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

Mr. Pavan G. Morarka, who is the Chairman of the Company is related to Mr. Vaibhav Morarka, as father, with such inter-se relation between them.

None of the other Directors except as aforementioned are related to each other.

E. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has in place the familiarization program for Independent Directors appointed from time to time. The Program aims to enlighten them about, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

Pursuant to Regulation 46 the details required are available on the website of your Company <https://www.bradymorris.in/corporate-announcements/>.

F. BOARD PROCEDURE

A detailed agenda, setting out the business to be transacted at the board/committee meeting(s) supported by detailed notes and executive summaries, if any, is sent to each Director well in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the Board meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda.

The Board also, inter alia, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non-compliances, review of major legal issues, minutes of meetings of Audit Committee and other committees of the Board of Directors, approval of quarterly/half-yearly/annual results, safety and risk management, transactions pertaining to purchase/ disposal of property(ies), sale of investments, remuneration of Key Managerial Personnel, major accounting provisions and write-offs, corporate restructuring, material default in financial obligations, if any, fatal or serious accidents.

The draft minutes of the Board meetings are circulated amongst the Directors for their perusal and comments. Suggestions, if any, received from the Directors are suitably incorporated in the draft minutes, in consultation with the Chairman of the Board. Minutes are signed by the Chairman of the Board at the next meeting.

G. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met on February 11, 2023 without the presence of the Executive and Non-Executive Directors or any other Management Personnel. The meeting was attended by all the Independent Directors.

The Meeting was conducted in an informal and flexible manner to enable the Independent Directors to, inter alia, discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company taking into account the views of the Executive and Non-Executive Directors, assess the quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

As confirmed by the Independent Directors, they did not have any material pecuniary relationship with the Company during the financial year 2022-23. The sitting fees paid to them for attending the Board meetings and its Committee(s) during the year is not considered as material pecuniary relationship in accordance with the relevant provisions of the Act/Listing Regulations.

Confirmation of Board for the independence of Independent Directors:

In the Opinion of Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the Management.

III. AUDIT COMMITTEE**Composition**

The Audit Committee comprises of Mr. Kaushik D. Shah, Independent Director (Chairman of the Committee), Ms. Mita Jha, Independent Woman Director and Mr. Vaibhav Morarka, Executive Director. All the Members of the Committee possess strong accounting and financial management knowledge.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company.

The Committee focuses its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial Results of the Company and submitting its observations to the Board of Directors before its adoption by the Board, review of the internal audit report & internal control system, audit methodology and process, major accounting policies and practice, compliance with accounting standards. Committee also reviews the legal compliance reporting system.

The Meetings of the Audit Committee are also attended by the Chief Financial Officer and the Statutory Auditors. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are circulated amongst the members for their approval. The minutes as approved by the members are signed by the Chairman at the next meeting of the Committee.

Mr. Kaushik D. Shah, Chairman of the Audit Committee had communicated to the Board his inability to attend the 76th Annual General Meeting and authorized Ms. Mita Jha, Director to attend the AGM on his behalf that was held on September 23, 2022 to address the Shareholder's queries pertaining to Annual Accounts of the Company.

Scope and Function

The broad terms of reference of the Audit Committee, inter alia, include:

- a. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- d. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- e. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Modified opinions in the draft audit report.
- f. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- g. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- h. Approval or any subsequent modification of transactions of the company with related parties;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of the company, wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;
- l. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m. Reviewing the adequacy of internal audit functions;
- n. Discussion with internal auditors of any significant findings and follow up there on;
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r. To review the functioning of the Whistle Blower mechanism;
- s. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- t. Such other functions as may be entrusted to it by the Board of Directors from time to time;
- u. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- v. Management discussion and analysis of financial condition and results of operations;
- w. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management, if any;
- x. Management letters / letters of internal control weaknesses issued by the statutory auditors, if any;
- y. Internal audit reports relating to internal control weaknesses, if any;
- z. Statement of deviations, if any; in terms of Regulation 32(1) & 32(7) of the Listing Regulations.
- aa. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 Crores or 10% of the Asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.

Meetings and Attendance

During the Financial Year 2022-23, Four (4) Audit Committee Meetings were held and the gap between two meetings was in compliance with Companies Act, 2013 and Listing Regulations. The necessary quorum was present for all the meetings. The required quorum was present at all the Audit Committee meetings.

The details of attendance of the members of the Committee at the said meetings are as below:

Name of the Member	Position	Committee Meetings				Number of Meetings entitled to attend	Number of Meetings attended
		28.05.2022	12.08.2022	09.11.2022	11.02.2023		
Mr. Kaushik D. Shah	Chairman	Y	Y	Y	Y	4	4
Mr. Vaibhav Morarka	Member	Y	Y	Y	Y	4	4
Ms. Mita Jha	Member	Y	Y	Y	Y	4	4

The Committee was reconstituted on May 28, 2022 with Mr. Kaushik D. Shah, Mr. Vaibhav Morarka & Ms. Mita Jha as members.

IV. NOMINATION AND REMUNERATION COMMITTEE (NRC)

Composition

The Nomination and Remuneration Committee (NRC) comprises of the following Directors viz. Mr. Kaushik D. Shah (Chairman of the Committee), Ms. Mita Jha and Mr. Rajender Kumar Sharma. All the Members of the Committee are Independent Directors except Mr. Rajender Kumar Sharma, who is Non-Executive Director of the Company.

As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. Mr. Kaushik D. Shah, Chairman of the Committee had communicated to the Board his inability to attend the 76th Annual General Meeting and authorized Ms. Mita Jha, Director to attend the AGM on his behalf that was held on September 23, 2022.

Scope and Function

The broad terms of reference of the Nomination and Remuneration Committee are:

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- b. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- c. Formulation of criteria for evaluation of Independent Directors and the Board;
- d. Devising a policy on the Board diversity;
- e. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable;
- f. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.

Meetings and Attendance

During the Financial Year 2022-23, Two (2) Nomination and Remuneration Committee Meetings were held. The required quorum was present at all the NRC meeting.

The details of attendance of the members of the Committee at the said meetings are as below:

Name of the Member	Position	Committee Meetings		Number of Meetings entitled to attend	Number of Meetings attended
		12.08.2022	11.02.2023		
Mr. Kaushik D. Shah	Chairman	Y	Y	2	2
Mr. Rajender Kumar Sharma	Member	Y	Y	2	2
Ms. Mita Jha	Member	Y	Y	2	2

The Committee was reconstituted on May 28, 2022 with Mr. Kaushik D. Shah, Mr. Rajender Kumar Sharma & Ms. Mita Jha as members.

Criteria for Performance Evaluation of Independent Directors

The key criteria for performance evaluation of Independent Directors of the Company are given below:

- Role & Accountability
- Understanding of nature and role of independent Directors' position.
 - Understanding of risks associated with the business.
 - Application of knowledge for rendering advice to Management for resolution of business issues.
 - Active engagement with the Management and attentiveness to progress of decisions taken.
- Objectivity Initiative
- Own recommendations given professionally without tending to majority views. Leadership &
 - Heading Board Sub Committees.
 - Leading the functions of the Committees based on knowledge and experience.

V. REMUNERATION OF DIRECTORS

The sitting fees paid to Non-Executive Directors for the year ended March 31, 2023 along with their respective shareholdings in your Company are as under:

(Amt in Rs.)

Name of the Director	Sitting Fees paid for the Board and Committee Meetings held for the year ended March 31, 2023	No. of Equity Shares held as on March 31, 2023
Mr. Kaushik D. Shah	1,15,000	-
Mr. Pavan G. Morarka	80,000	22,500
Mr. Rajender Kumar Sharma	-	600
Ms. Mita Jha	1,15,000	-
*Mr. Rajiv Kumar Bakshi	15,000	-

Mr. Rajiv Kumar Bakshi was appointed as an Additional Director w.e.f. February 11, 2023. The Company does not have any stock option plans and hence such instrument does not form part of the remuneration package payable to any Executive Director and / or Non-Executive Director.

During the period under review, none of the directors were paid any performance linked incentive.

VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Composition

The Stakeholders' Relationship Committee comprises of Mr. Kaushik D. Shah, Independent Director (Chairman of the Committee), Ms. Mita Jha, Independent Director and Mr. Pavan G. Morarka, Non-Executive Director.

Ms. Khushmeeta Bafna, Company Secretary of the Company acts as the Compliance Officer.

The following table shows the nature of complaints received from the shareholders during the year 2022-23.

Nature of complaints	No. of complaints received / resolved during the year 2022-23
Non receipt of Shares/Dividend/Bonus/Rights	0
Nonreceipt of Annual Report	0
Total	0

There were no complaints pending as on March 31, 2023.

As per section 178(7) of the Act and the Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. Mr. Kaushik D. Shah, Chairman of the Committee had communicated to the Board his inability to attend the 76th Annual General Meeting and authorized Ms. Mita Jha, Director to attend the AGM on his behalf that was held on September 23, 2022.

Scope and Function

- Review statutory compliances relating to all security holders;
- Consider and resolve the grievances of security holders of the Company, including complaints related to transfer of securities, non-receipt of annual report/ declared dividends/ notices/ balance sheet;
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund;
- Oversee and review all matters related to the transfer/transmission of securities of the Company;
- Approve issue of duplicate certificates of the Company;
- Review movements in shareholding and ownership structures of the Company;
- Ensure setting of proper controls and oversee performance of the Registrar and Share Transfer Agent;
- Recommend measures for overall improvement of the quality of investor services. During the financial year 2022-23, no complaints were received from the Shareholders.

Meetings and Attendance

During the financial year 2022-23, Four (4) Stakeholders' Relationship Committee Meetings were held. The required quorum was present at all the Stakeholders' Relationship Committee meeting.

The details of attendance of the members of the Committee at the said meetings are as below:

Name of the Member	Position	Committee Meetings				Number of Meetings entitled to attend	Number of Meetings attended
		28.05.2022	12.08.2022	09.11.2022	11.02.2023		
Mr. Kaushik D. Shah	Chairman	Y	Y	Y	Y	4	4
Ms. Mita Jha	Member	Y	Y	Y	Y	4	4
Mr. Pavan G. Morarka	Member	Y	Y	Y	Y	4	4

VII. GENERAL BODY MEETINGS

a. Details of General Meetings and Special Resolutions passed

Annual General Meetings ("AGM") held during the past 3 years and the Special Resolutions passed therein:

Financial Year ended	Date	Time	Special Resolutions Passed
March 31, 2020	November 28, 2020	11.45 a.m.	1. Appointment of Mr. R. C. Jain (DIN: 00175049) as an Independent Director for a Term of Five (5) consecutive year from November 28, 2020 to November 27, 2025.
March 31, 2021	September 29, 2021	11.30 a.m.	1. Appointment of Ms. Mita Jha (DIN: 07258314) as an Independent Director.
March 31, 2022	September 23, 2022	11:45 a.m.	-

The AGM's held in 2020, 2021 & 2022 were held by Video conferencing (VC)/Other Audio Visual Means (OAVM).

Extraordinary General Meeting ("EGM") held during the past 3 years and the Special Resolutions passed therein:

Venue	Date	Time	Ordinary / Special Resolutions Passed
2021 - 2022	November 25, 2021 Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	11.45 A.M.	1. Appointment of Mr. Vaibhav Morarka (DIN: 01630306) as an Executive Director.

VIII. MEANS OF COMMUNICATION

- The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchange and are published in Free Press Journal (English newspaper) and Navshakti [local language (Marathi) newspaper], within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.

The Company's financial results are displayed on the Company's Website- <https://www.bradymorris.in/financial-reports/>. There were no official press releases during the year.

No presentations were made to the institutional investors or/and analysts during the Financial year 2022-23.

- Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange i.e. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's Listing Centre.
- A separate dedicated section under "Investors Relations", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.

- f. SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

The Company has designated the email id: cs@bradys.in exclusively for investor relation, and the same is prominently displayed on the Company's website <https://www.bradymorris.in/investors-information/>.

IX. GENERAL SHAREHOLDERS' INFORMATION

a. 77th Annual General Meeting

Date : September 22, 2023

Time : 11.30 a.m.

Venue : Through VC/OAVM, The venue of the 77th AGM shall be deemed to be the Registered Office of the Company.

b. Financial Year of the Company

The financial year covers the period from 1st April to 31st March.

c. Date of Book Closure

Book Closure will be from September 18, 2023 till September 21, 2023, both days inclusive.

d. Listing on Stock Exchange along with the Security Code and Payment of Listing Fee

Name of the Stock Exchange and its Address	Security Code	Payment of Annual listing fee (FY 2023-24)
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. Tel : 9122 22721233/4 Fax: 912222722041 www.bseindia.com	505690	Paid

e. Corporate Identification Number of the Company (CIN)

L29150MH1946PLC004729

f. Registered Office Address

Brady House, 4th Floor, 12/14 Veer Nariman Road, Fort, Mumbai – 400 001.

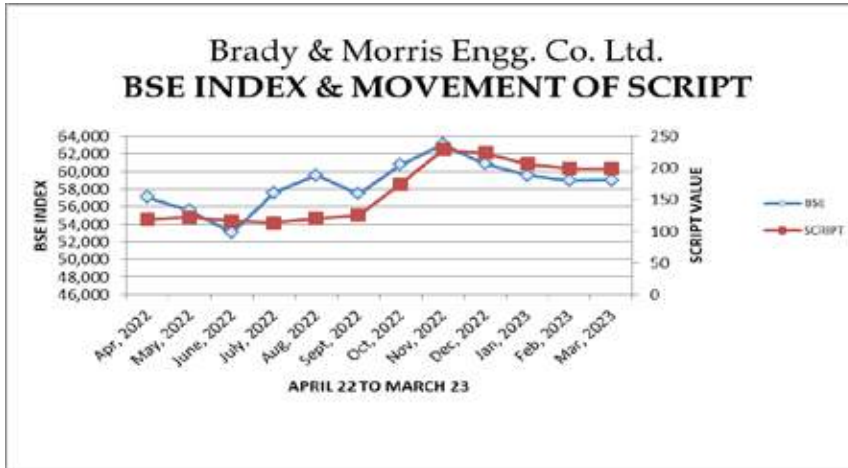
g. Stock Price Data

Details of monthly open, high, low and close prices and volume of equity shares of the Company traded on BSE are given below:

Month	Open	High	Low	Close	No. of Shares traded during the month
Apr-22	109.95	124.95	106.60	118.90	10663
May-22	111.25	132.8	100	122.35	11948
Jun-22	118.25	129.75	103.1	115.75	3652
Jul-22	104	115	94.60	113.50	3102
Aug-22	119.95	146.85	115	120.05	17889
Sep-22	125.7	136.85	121.05	124.9	5572
Oct-22	131	182.7	127.05	174.6	12098
Nov-22	175	228.8	162.05	228.8	15822
Dec-22	240.2	313	218.05	223.3	19554
Jan-23	220	243.9	188.3	206.15	6542
Feb-23	212.35	220	179.05	198.7	3176
Mar-23	198.7	209	155.3	198.7	22806

h. Stock Performance

The performance of the equity share price of the Company in comparison with S&P BSE Sensex is given below:



i. Registrar and Share Transfer Agent

Bigshare Services Private Limited

S6-2, 6th floor Pinnacle Business Park, next to Ahura centre, Mahakali caves Road, Andheri (East), Mumbai - 400 093.
 Tel: 022-6263 8205 / 6263 8268; Email: investor@bigshareonline.com.

j. Share Transfer System

Out of the total of 22,50,000 equity shares outstanding as on March 31, 2023, 22,24,840 equity shares (888 members) representing 98.88 % of the Company's total equity shares are dematerialized and are held by members in electronic mode. These shares can be transferred through the depository participants in electronic mode. The remaining 25,160 equity shares (135 members) representing 1.12% are held by the members in physical form.

Transfer of shares in physical form is processed by the Company's Registrars & Share Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the documents are complete in all respects. All requests for transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval. The Company Secretary is authorised by the Board to consider and approve the share transfer/transmission requests received in physical form from time to time.

k. Distribution of Shareholding as on March 31, 2023 Shareholder Category wise as on March 31, 2023:

Category	No. of shares held	% of shareholding
Promoters & Promoter Group	1659351	73.75
Financial Institutions/Banks	900	0.04
Bodies Corporate	176032	7.82
Key Managerial Personnel	4	0.00
Indian Public	230361	10.23
NRI	1036	0.05
IEPF	43116	1.92
Foreign Company	139200	6.19
Total	2250000	100.00

Distribution of Shareholding as on March 31, 2023:

No. of Equity Shares held	No. of Shareholders	No. of Shares	% of Equity Capital
1 - 500	951	83883	3.7281
501 - 1000	36	24194	1.0753
1001 - 2000	17	24293	1.0797
2001 - 3000	2	5700	0.2533
3001 - 4000	2	7923	0.3521
4001 - 5000	1	4500	0.2
5001 - 10000	4	31880	1.4169
10001 and above	10	2067627	91.8945
Total	1023	2250000	100

i. Dematerialisation of Shares and Liquidity

The equity shares of the Company are available for trading in the dematerialized form under both the Depositories i.e., NSDL and CDSL. The International Securities Identification Number (ISIN) allotted to the Company's shares under the Depository System is INE856A01017.

No. of Shares held in dematerialized and physical mode as on March 31, 2023:

Particulars	No. of Shareholders	No. of Shares	% to total paid up capital
Held in dematerialized mode in NSDL	475	20,23,057	89.91
Held in dematerialized mode in CDSL	413	2,01,783	8.97
Held in physical mode	135	25,160	1.12
Total	1023	22,50,000	100

The Company's equity shares are regularly traded on BSE.

m. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

n. Commodity price risk or Foreign Exchange Risk and Hedging activities

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

o. Plant Locations

Your Company's manufacturing facilities are located at Bareja (Gujarat).

p. Address for Correspondence

Shareholders may correspond with the Registrar and Share Transfer Agents at:

Bigshare Services Private Limited

S6-2, 6th floor Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093

For all matters relating to transfer/dematerialisation of shares and any other query relating to Equity Shares of your Company.

Your Company has also designated cs@bradys.in as an exclusive e-mail ID for Investors for the purpose of registering complaints and the same has been displayed on the Company's website.

Security holders would have to correspond with the respective Depository Participants for Securities held in dematerialised form for transfer/transmission of Shares, change of Address, change in Bank details, etc. For all investor related matters, the Company Secretary & Compliance Officer can also be contacted at:

Brady & Morris Engineering Company Limited

Brady House, 4th Floor, 12/14 Veer Nariman Road, Fort, Mumbai - 400001 Tel. No: +91 22 22048361 Fax No.: +91 22 2204 1855

E-mail: bradys@mtnl.net.in

Your Company can also be visited at its website: www.bradymorris.in.

X. OTHER DISCLOSURES

a. Policy on Materiality of and Dealing with Related Party Transactions

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been posted on the Company's website <https://www.bradymorris.in/corporate-policies/>.

b. Disclosure of Transactions with Related Parties

During the year under review, your Company had entered into Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual turnover as per the last audited financial statements, with W. H. Brady & Company Limited, Holding Company. These transactions too were in the Ordinary Course of Business of your Company and were at Arm's Length Basis. Further, details of related party transactions are presented in Note No. 40 to Annual Accounts in the Annual Report.

c. No Penalty or Strictures

There have been no instances of non-compliances by the Company and no penalties and/or strictures have been imposed on it by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the previous three financial years.

d. Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism as envisaged in the Act and the Rules prescribed thereunder and the Listing Regulations is implemented through the Whistle Blower Policy to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee. As such the Whistleblower Policy provides for protected disclosure and protection to the Whistleblower. We confirm that no Director or employee has been denied access to the Audit Committee during the financial year 2022-23.

e. Disclosures with respect to demat suspense account/ unclaimed suspense account: N.A.

f. Disclosure of certain types of agreements binding listed entities: N.A.

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 11, 2023

For and on behalf of the Board
Brady & Morris Engineering Company Limited

PAVAN G. MORARKA
Chairman
(DIN: 00174796)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (LODR) Regulations, 2015)*

To,
BRADY AND MORRIS ENGINEERING COMPANY LIMITED
 Brady House,
 12/14 Veer Nariman Road,
 Fort, Mumbai - 400001.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Brady and Morris Engineering Company Limited** having **L29150MH1946PLC004729** and having registered office at Brady House, 12/14 Veer Nariman Road, Fort, Mumbai - 400 001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C Sub-clause 10(i) of the SEBI (LODR) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of Appointment in the Company
1.	Mr. Pavan G. Morarka	00174796	27/02/1985
2.	Mr. Vaibhav P. Morarka	01630306	25/11/2021
3.	Mr. Kaushik Dhirajlal Shah	00024305	19/05/1994
4.	Ms. Mita Jha	07258314	21/05/2019
5.	Mr. Rajendra Kumar Sharma	01215327	26/07/2013
6.	Mr. Rajiv Bakshi	00264007	11/02/2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For GMJ & ASSOCIATES

Company Secretaries
 ICSI Unique Code P2011MH023200

CS MAHESH SONI

PARTNER

Membership No: F3706

Certificate of Practice No.:2324

UDIN: F003706E000822975

Peer Review Certificate No.: 647/2019

Place: Mumbai

Date: August 11, 2023.

Independent Auditor's Report

To The Members of Brady & Morris Engineering Co. Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Brady & Morris Engineering Co. Limited ("the Company"), which comprise the balance sheet as at March 31, 2023, and the statement of profit and loss (including other comprehensive income) and statement of cash flows, statement of changes in equity for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flow and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statement in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters:

We have determined that there are no key audit matters to be communicated in our report.

Other Matters

The audited financial statements for the year ended 31st March, 2022 was carried out and reported by predecessor auditor vide their unmodified audit report dated 28th May, 2022. The said report has been furnished to us by the Management which has been relied upon by us for the purpose of our audit of the financial statements. Our audit report is not qualified in respect of this matter.

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Managements and Board of Directors' Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Management and Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- a) As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- b) As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2023 on its financial position in its financial statements - Refer note 35 to the financial statements;

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (i) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above contain any material mis-statement.
- v. The Company has not declared nor proposed or paid any dividend during the year and therefore compliance under section 123 of the Companies Act, 2013 is not applicable to the company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company w.e.f. 1st April, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For R K Doshi & Co LLP
Chartered Accountants
FRN: 102745W/W100242

Rajiv K Doshi
Partner
M. No: 032542
UDIN: 23032542BGVYMU1342

Place: Mumbai
Date: May 27, 2023

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report of even date to the members of Brady & Morris Engineering Co. Limited on the financial statements for the year ended March 31, 2023. In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report that:

- i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals having regards to size of the Company and nature of activities and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the documents, provided to us, we report that, the title deeds of all the immovable properties of land and buildings (other than the properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Property, Plant and Equipment are held in the name of the Company as at balance sheet date.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year and hence reporting under clause 3(i)(d) of the order is not applicable.
- (e) To the best of our knowledge and according to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) (a) According to the information and explanation provided to us and in our opinion physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification by the management is appropriate.
- (b) The Company has a working capital limit in excess of Rs 5 crore, sanctioned by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods and no material discrepancy has been observed, which were not subject to audit.
- iii) The Company has made investment in, companies, firms, Limited Liability Partnership and granted unsecured loans to other parties, during the year, in respect of which,
 - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the order is not applicable.
 - (b) The investment made, guarantee provided, security given and terms and conditions on which loans are granted, guarantee provided are not, prima facie, prejudicial to the interest of the Company.
 - (c) The Company has not provided loans or advances in the nature of loans and hence reporting under clause 3(iii)(c) of the order is not applicable.
 - (d) The Company has not provided loans or advances in the nature of loans and hence reporting under clause 3(iii)(d) of the order is not applicable.
 - (e) The Company has not provided loans or advances in the nature of loans and hence reporting under clause 3(iii)(e) of the order is not applicable.
 - (f) The Company has not granted any loans to promoters, related parties as defined in clause 76 of section 2 of the Act and accordingly reporting under clause 3(iii)(f) of the Order is not applicable to the Company.

- iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 to the extent have been complied in respect of Loans granted, Investments made, Guarantees, and Securities provided, as applicable.
- v) The Company has not accepted any deposits from the public under the provisions of Section 73 to 76 of the Act and the rules framed there under. Therefore, reporting under clause 3(v) of the order is not applicable to the company.
- vi) As informed by the management, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the Company's activities and hence reporting under clause 3(vi) of the order is not applicable.

- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues, including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, value added tax, cess and other material statutory dues applicable to it, though there has been a slight delay in a few cases. According to the information and explanations given to us, there are no arrears of undisputed amounts payable in respect of above statutory dues which were outstanding as on March 31, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income-tax, sales-tax, goods and service tax, customs duty, excise duty, value added tax or cess as at March 31, 2023 which have not been deposited with the appropriate authorities on account of any dispute except stated below:

Name of the statute	Nature of dues	Amount (in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Sales Tax Act, 1956	Central Sales tax	0.09	2010-11	Before tribunal Ahmedabad

- viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix) (a) According to the information and explanation given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest there on to any lender.
- (b) According to the information and explanation given to us, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanation given to us, the term loans taken were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statement of the company, funds raised on short term basis have, prima facie, not been used during the year for long term purpose by the company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint venture or associate companies hence reporting under clause 3(ix)(f) of the order is not applicable.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instrument) during the year and hence reporting under clause 3(x)(a) of the order is not applicable.
- (b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the order is not applicable.
- xi) (a) To the best of your knowledge and according to the information and explanation given to us, no fraud on the Company or any fraud on the company has been noticed or reported during the year.

- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in the form of ADT-4 as prescribed under rule 13 of Companies Rule (Audit and Auditors) Rules, 2014 with the central Government.
- (c) According to the information and explanation given to us, there were no whistle-blower complaints received during the year by the Company.
- xii) According to the information and explanation given to us, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the order is not applicable.
- xiii) In our opinion and according to the information and explanation given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transaction with related parties and the details of related party transaction have been disclosed in the financial statement as required by the applicable accounting standard.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports issued by the Internal Auditors to the Company for the period under audit.
- xv) According to the information and explanation given to us in our opinion during the year the Company has not entered into any non-cash transaction with its Directors or person connected with its directors as per the provision of Section 192 of the Companies Act, 2013, therefore clause 3(xv) of the order are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) & (d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) According to Section 135(1) towards Corporate Social Responsibility is not applicable to the Company, therefore clause 3(xx) is not applicable.

For R K Doshi & Co LLP
Chartered Accountants
FRN: 102745W/W100242

Rajiv K Doshi
Partner
M. No: 032542
UDIN: 23032542BGVYMU1342

Place: Mumbai
Date: May 27, 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

The Annexure referred in our Report of even date to the members of **Brady & Morris Engineering Co. Limited** on the financial statements for the year ended March 31, 2023.

Report on the Internal Financial Controls under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Brady & Morris Engineering Co. Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls:

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

Auditors’ Responsibility:

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls Over Financial Reporting:

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to financial statements include those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For R K Doshi & Co LLP

Chartered Accountants

FRN: 102745W/W100242

Rajiv K Doshi

Partner

M. No: 032542

UDIN: 23032542BGVYMU1342

Place: Mumbai

Date: May 27, 2023

BALANCE SHEET AS AT 31ST MARCH, 2023

Particulars	Note No.	(Rs. in Lakhs)	
		As at March 31, 2023	As at March 31, 2022
I. ASSETS			
(1) NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4A	740.82	754.19
(b) Capital Work in Progress	4B	209.21	116.39
(c) Intangible Assets	4C	18.98	1.20
(d) Deferred Tax Assets (Net)	5	-	-
(e) Financial Assets			
(i) Investments	6	-	64.03
(f) Other Non Current Assets	7	7.19	8.47
		976.20	944.28
(2) CURRENT ASSETS			
(a) Inventories	8	1,076.12	1,208.41
(b) Financial Assets			
(i) Investments	9	379.39	360.84
(ii) Trade Receivables	10	1,405.71	1,452.47
(iii) Cash and Cash Equivalents	11	1.55	1.00
(iv) Bank balances other than (iii) above	12	175.01	162.01
(v) Others	13	0.71	0.82
(c) Other Current Assets	14	52.85	67.88
		3,091.34	3,253.42
TOTAL ASSETS (1+2)		4,067.54	4,197.71
II. EQUITY AND LIABILITIES			
(1) EQUITY			
(a) Equity Share Capital	16	225.00	225.00
(b) Other Equity	17	1,268.22	764.55
		1,493.22	989.55
(2) NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	18	1,000.00	1,400.00
(ii) Others	19	39.30	37.80
(b) Provisions	20	27.33	27.44
(c) Deferred tax liabilities (Net)	5	13.88	15.38
		1,080.51	1,480.62
(3) CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	21	403.99	376.91
(ii) Trade Payables dues to			
(a) Micro and Small Enterprises	22	17.03	12.69
(b) Other than Micro and Small Enterprises	22	563.65	708.81
(b) Other Current Liabilities	23	474.96	622.18
(c) Provisions	24	0.28	0.24
(d) Current Tax Liabilities (Net)	15	33.90	6.71
		1,493.81	1,727.54
TOTAL EQUITY & LIABILITIES		4,067.54	4,197.71
Corporate Information, Basis of Preparation & Significant Accounting Policies	1-3		

The accompanying notes 1 to 47 are an integral part of the Financial Statements

As per our report of even date attached

For R K Doshi & Co LLP
Chartered Accountants
FRN: 102745W/W100242

Rajiv K. Doshi
Partner
Membership Number: 032542

On behalf of the Board of Directors

Pavan G. Morarka
Chairman
DIN: 00174796

K.D. Shah
Director
DIN: 00024305

Vaibhav Morarka
Director
DIN: 01630306

Khushmeeta Bafna
Company Secretary

R.K Sharma
Director/Chief Financial Officer
DIN: 01215327

Place : Mumbai
Date: May 27, 2023

Date: May 27, 2023

Statement of Profit and Loss for the year ended 31st March, 2023

Particulars	Note No.	(Rs. in Lakhs)	
		Year Ended March 31, 2023	Year Ended March 31, 2022
INCOME			
Revenue from operations	25	6,036.84	4,679.15
Other income	26	65.09	56.50
TOTAL INCOME		6,101.93	4,735.65
EXPENSES			
Cost of Materials Consumed	27	3,521.73	2,913.97
Purchases of Stock in Trade		11.33	0.64
Changes in inventories of finished goods, Stock-in-Trade and work-in progress	28	21.95	(154.11)
Employee benefits expense	29	874.72	712.94
Finance Costs	30	54.57	50.63
Depreciation and amortization expenses	4	57.94	55.22
Other expenses	31	869.47	704.42
TOTAL EXPENSES		5,411.71	4,283.71
Profit/(Loss) before exceptional items and tax		690.22	451.94
Exceptional items (net)		-	-
Profit/(Loss) before tax		690.22	451.94
Tax items			
Current tax	32	179.18	75.76
Earlier year tax	32	7.06	(1.58)
Deferred tax liability / (Assets)	32	(1.50)	58.45
Total tax items		184.74	132.63
Profit / (Loss) for the period		505.48	319.31
OTHER COMPREHENSIVE INCOME			
Items that will not be re-classified to Profit or Loss			
Re-measurement gains/ (losses) on post employment benefit plans		(1.81)	(4.09)
Investment in Equity		-	(0.39)
Other Comprehensive Income/ (Loss) for the year		(1.81)	(4.48)
Total Comprehensive Income/ (Loss) for the year		503.67	314.83
Earnings Per Equity Share (Basic and Diluted) from Continuing Operation	33	22.47	14.19
Corporate Information, Basis of Preparation & Significant Accounting Policies	1-3		

The accompanying notes 1 to 47 are an integral part of the Financial Statements

As per our report of even date attached

For R K Doshi & Co LLP
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 FRN: 102745W/W100242

Rajiv K. Doshi
 Partner
 Membership Number: 032542

Place : Mumbai
 Date: May 27, 2023

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 DIN: 00024305

Date: May 27, 2023

Vaibhav Morarka
 Director
 DIN: 01630306

Khushmeeta Bafna
 Company Secretary

R.K Sharma
 Director/Chief Financial Officer
 DIN: 01215327

Statement of changes in Equity for the year ended 31st March, 2023

(A) EQUITY SHARE CAPITAL

For the year ended March 31, 2023

(Rs. in Lakhs)

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes during the year	Balance as at March 31, 2023
225.00	-	225.00	-	225.00

For the year ended March 31, 2022

(Rs. in Lakhs)

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes during the year	Balance as at March 31, 2022
225.00	-	225.00	-	225.00

(B) OTHER EQUITY

For the year ended March 31, 2023

(Rs. in Lakhs)

Particulars	Capital Redemption Reserve	Retained Earnings	Remeasurement of the defined benefit Plans	Equity Instruments through Other Comprehensive Income	Total Equity
Balance as at April 1, 2022	600.00	119.09	(12.57)	58.03	764.55
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance at the beginning of the current reporting period	600.00	119.09	(12.57)	58.03	764.55
Profit/(Loss) for the year	-	505.48	-	-	505.48
Transfer from / to :					
Capital Redemption Reserve	400.00	(400.00)	-	-	-
Equity Instruments through Other Comprehensive Income		58.03		(58.03)	
Other Comprehensive income/(loss) for the year:					
Remeasurements gain/(loss) on defined benefit plans	-	-	(1.81)	-	(1.81)
Remeasurements gain/(loss) on Equity Instruments	-	-	-	-	-
Balance as at March 31, 2023	1,000.00	282.60	(14.38)	-	1,268.22

For the year ended March 31, 2022
(Rs. in Lakhs)

Particulars	Capital Redemption Reserve	Retained Earnings	Remeasurement of the defined benefit Plans	Equity Instruments through Other Comprehensive Income	Total Equity
Balance as at April 1, 2021	300.00	99.78	(8.48)	58.42	449.72
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	300.00	99.78	(8.48)	58.42	449.72
Profit/(Loss) for the year	-	319.31	-	-	319.31
Transfer from / to :	-	-	-	-	-
Capital Redemption Reserve	300.00	(300.00)	-	-	-
Other Comprehensive income/(loss) for the year:					
Remeasurements gain/(loss) on defined benefit plans	-	-	(4.09)	-	(4.09)
Remeasurements gain/(loss) on Equity Instruments	-	-	-	(0.39)	(0.39)
Balance as at March 31, 2022	600.00	119.09	(12.57)	58.03	764.55

As per our report of even date attached

For R K Doshi & Co LLP
 Chartered Accountants
 FRN: 102745W/W100242

Rajiv K. Doshi
 Partner
 Membership Number: 032542

Place : Mumbai
Date: May 27, 2023

On behalf of the Board of Directors

Pavan G. Morarka
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 Director
 DIN: 01630306

Khushmeeta Bafna
 Company Secretary

R.K Sharma
 Director/Chief Financial Officer
 DIN: 01215327

Date: May 27, 2023

Statement of Cash Flow Statement for the year ended 31st March, 2023

Particulars	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (loss) Before Tax	690.22	451.94
Adjustments for:		
Depreciation and amortization	57.94	55.22
Interest and finance charges	54.57	50.63
Interest income	(16.15)	(9.64)
(Gain)/Loss on fixed assets sold/ discarded (net)	-	-
Unrealised (Profit)/ Loss on Investment	(18.55)	(12.18)
(Profit)/ Loss on Sale of Investment	(9.17)	(0.38)
Provisions for Employees Benefits	(1.81)	(4.09)
Operating Profit before Working Capital Changes	757.05	531.49
Adjustments for changes in working capital :		
(Increase)/decrease in loans & advances and other assets	16.31	(24.25)
(Increase)/decrease in trade receivables	46.77	(566.96)
(Increase)/decrease in inventories	132.29	(305.75)
Increase/(decrease) in trade payables	(140.83)	265.68
Increase/(decrease) in other liabilities and provisions	(145.79)	260.51
Cash Generated from Operations	665.80	160.72
Income taxes paid	(159.05)	(86.75)
Net Cashflow from Operating Activities	506.75	73.96
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(62.35)	(25.28)
(Additions)/Disposal in capital work in progress	(92.82)	(8.58)
Investments in bank deposits	(13.00)	39.88
Investments in Mutual Funds and Other instruments(Net)	73.20	(52.89)
Interest received	16.26	9.59
Net Cashflow from / (used in) Investing Activities	(78.71)	(37.28)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Receipts from / (Repayments of) long term borrowings & Cash Credit	(372.92)	13.10
Interest and finance charges	(54.57)	(50.63)
Net Cashflow from / (used in) Financing Activities	(427.49)	(37.53)
Net Increase/(Decrease) in Cash and Cash Equivalents	0.55	(0.85)
Cash and bank balances at the beginning of the period	1.00	1.85
Cash and bank balances at the end of the period	1.55	1.00

NOTES:

- 1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows
- 2) Figures in bracket indicate cash outflow.
- 3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

Cash and cash equivalents at the end of the year consist of cash on hand and balance with banks as follows:

DETAIL OF CASH AND CASH EQUIVALENTS	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balances with banks		
In current accounts	0.83	0.51
Cash on hand	0.72	0.49
	1.55	1.00

As per our report of even date attached

For R K Doshi & Co LLP
 Chartered Accountants
 FRN: 102745W/W100242

Rajiv K. Doshi
 Partner
 Membership Number: 032542

Place : Mumbai
Date: May 27, 2023

On behalf of the Board of Directors

Pavan G. Morarka
 Chairman
 DIN: 00174796

K.D. Shah
 Director
 DIN: 00024305

Date: May 27, 2023

Vaibhav Morarka
 Director
 DIN: 01630306

Khushmeeta Bafna
 Company Secretary

R.K Sharma
 Director/Chief Financial Officer
 DIN: 01215327

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

1. Company overview

Brady and Morris Engineering Co. Limited ('the Company') is a listed company domiciled in India and incorporated under the provisions of Companies Act, 1913.

The Company has its registered office at, Mumbai, Maharashtra, India. The Company's Equity Shares are listed on Bombay Stock Exchange.

The company is in the business of manufacturing of Material handling equipment.

2. Basis of preparation of financial statements:

(a) Statement of Compliance

The Financial Statements are prepared in accordance with Indian Accounting Standards (hereinafter referred to as 'Ind AS') notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015 and as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016; and the other relevant provisions of the Act and Rules thereunder.

The Financial Statements have been prepared on going concerned basis using historical cost convention, except for certain assets and liabilities measured at fair value such as financial instruments measured at FVTPL/FVOCI.

The Financial Statements were authorized for issue by the Company's Board of Directors on May 27, 2023.

(b) Functional and Presentation Currency:

The financial statements are presented in Indian Rupees, rounded off to the nearest lakhs which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

(i) Use of judgment and estimates:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information.

Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected and, if material, the effects of such changes are disclosed in the notes to financial statements.

(ii) Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the financial results. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at the date of approval of these financial results has used internal and external sources of information and economic forecasts. The company has performed sensitivity analysis on the assumptions used and based on current estimates expects that there is no material impact.

(iii) Current and non-current classification

All Assets and Liabilities are classified as Current and Non-Current.

An asset is classified as current when it is:

- a) Expected to be realized or intended to be sold in normal operating cycle
- b) Held primarily for the purpose of trading

- c) Expected to be realized within twelve months after reporting period
- d) Cash and Cash equivalents unless there are restrictions from being exchanged or used to settle a liability for at least twelve months after reporting period

All other assets are classified as Non-Current Assets

A liability is current when:

- e) It is expected to be settled in the normal operating cycle
- f) It is held primarily for trading
- g) It is due to be settled within twelve months after reporting period
- h) There is an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as Non-Current Liabilities

Deferred Tax assets and Liabilities are classified as Non-Current assets and Liabilities

The time between the acquisition of the asset and realization in cash or cash equivalents the operating cycle. The company has identified 12 months as its operating cycle

3. Significant Accounting Policy

(i) Measurement of Fair value

The Company measures financial instruments, such as investments at fair values at each Balance Sheet date.

Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the company has access at that date. The fair value of a liability also reflects its non-performance risk.

The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognized in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- **Level 3:** inputs for the assets or liability that are not based on observable market data (unobservable inputs)

When quoted price in active market for an instrument is available, the Company measures the fair value of the instrument using that price. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there are no quoted prices in an active market, then the Company uses a valuation technique that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Company regularly reviews significant unobservable inputs and valuation adjustments. If the third-party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

(ii) Property, plant and equipment and depreciation

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

Depreciation is calculated on a Written Down Value basis over the estimated useful life of the assets (as per the Schedule II of the Companies Act, 2013)

(iii) Intangible assets and amortization

Intangible fixed assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably. Intangible assets are stated at cost less accumulated amortization and impairment loss, if any.

Intangible assets are amortized uniformly over the best estimate of their useful lives. Estimated useful life considered for amortization of Intangible assets is from 3 - 5 years from the date of acquisition.

(iv) Financial Assets

a. Initial recognition and measurement

All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

b. Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss

c. Financial Asset Other than Equity instrument at amortized cost

A 'Financial Asset' is measured at the amortized cost if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

d. Financial Asset at Fair value through Other Comprehensive Income (FVOCI)

'Financial Asset' is measured at the fair value through Other Comprehensive Income if both the following conditions are met:

The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and contractual terms of the asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment losses are recognized in the Statement of Profit and Loss. Other net gains and losses are recognized in other comprehensive Income.

e. Financial Asset at Fair value through Profit or Loss (FVTPL)

Fair Value through Profit or Loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortized cost or as FVOCI, is classified as FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognized in the Statement of Profit and Loss.

f. Equity investments

All equity investments within the scope of Ind-AS 109 are measured at fair value. Such equity instruments which are held for trading are classified as FVTPL. For all other such equity instruments, the Company decides to classify the same either as FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). Dividends on such equity instruments are recognized in the Statement of Profit or Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

g. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's Balance Sheet) when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognized in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognized and accumulated in OCI are not reclassified to profit or loss on de-recognition.

h. Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortized cost and debt instruments measured at FVOCI.

Loss allowances on trade receivables are measured following the 'simplified approach' at an amount equal to the lifetime ECL at each reporting date. In respect of other financial assets such as debt securities and bank balances, the loss allowance is measured at 12-month ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

(v) Financial Liabilities**a. Initial recognition and measurement**

Financial liabilities are initially recognized when the company becomes a party to the contractual provisions of the instrument.

Financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss, transaction costs that are directly attributable to its acquisition or issue.

b. Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial liabilities.

c. Financial Liabilities at Fair Value through Profit or Loss (FVTPL)

Financial liability is classified as at Fair Value through Profit or Loss (FVTPL) if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognized in Statement of Profit and Loss.

d. Financial Liabilities at amortized cost

After initial recognition, financial liabilities other than those which are classified as FVTPL are subsequently measured at amortized cost using the effective interest rate ("EIR") method.

Amortized cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The amortization done using the EIR method is included as finance costs in the Statement of Profit and Loss.

e. De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

f. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(vi) Inventories:

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realizable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out'. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

(vii) Borrowing cost and finance charges:

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Finance charges incurred in raising long term borrowing is amortized over the tenure of the borrowing.

(viii) Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

(ix) Revenue recognition:**a. Sale of goods and services:**

Revenue from sales is recognized when significant risks and rewards of ownership have been transferred to the buyer which is normally on delivery of goods and is net of value added tax / Goods and Service Tax.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

b. Interest Income:

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income [OCI], interest income is recorded using the effective interest rate [EIR]. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument [for example, prepayment, extension, call and similar options.

c. Dividend income:

Dividend income from investments is recognized when the Company's right to receive payment is established which is generally when shareholders approve the dividend.

d. Other income:

Other Income is recognized when no significant uncertainty as to its determination or realization exists.

(x) Taxation:

Tax expense comprises of current tax and deferred tax.

a. Current tax:

Income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Current Tax items are recognized in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Current tax assets and liabilities are offset only if, the Company has a legally enforceable right to set off the recognized amounts; and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b. Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred Tax items are recognized in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxable entity and the same taxation authority.

(xi) Leases:

Company as Lessee

A lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities. As a consequence, a lessee recognizes depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion. As the company do not have any leases as on reporting date, Ind AS 116 is not expected to impact them.

Company as Lessor

Leases for which the company is a lessor classified as finance or operating.

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(xii) Provisions, contingent liabilities and assets:

- a. Provisions are recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period when the effect of time value is material. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Provisions are not discounted to present value and are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date when the effect of time value is not material. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

- b. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

(xiii) Cash and Cash Equivalents:

The Cash flow statement is prepared under the "indirect method" and presents the cash flows by operating, investing and financing activities of the Company.

Cash and cash equivalents presented in the cash flow statement consist of cash on hand and balance with banks in current and deposit accounts with original maturity of less than 3 months.

For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, net of bank overdrafts as they are considered an integral part of the Company's cash management

(xiv) Foreign Currencies Transactions and Translation:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

(xv) Employee benefits**(i) Short-term obligations:**

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Other long-term employee benefit obligations:

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the discount rates for Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss.

(iii) Post-employment obligations:

The Company operates the following postemployment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund etc.

Gratuity obligations

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(xvi) Earnings Per Share:

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xvii) Recent accounting pronouncement:

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements –

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors –

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

Ind AS 12, Income Taxes –

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

(xviii) New Amendments not yet adopted by the Company**i. Code on Social Security, 2020:**

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020, and invited suggestions from stakeholders which are under consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
4A- PROPERTY, PLANT AND EQUIPMENT

(Rs. in Lakhs)

Cost:	Freehold land	Factory Buildings	Office Buildings	Furniture, Fixtures and Furnishing	Plant and Machinery	Vehicle	Office Equipments	Total
As at April 1, 2021	299.99	219.65	240.13	31.33	269.93	34.63	60.13	1,155.79
Additions				0.44	11.49	8.39	4.97	25.29
Disposals / transfers	-	-	-	-	-	-	-	-
As at March 31, 2022	299.99	219.65	240.13	31.77	281.42	43.02	65.10	1,181.08
Additions	-	-	2.27	1.73	29.23	-	8.12	41.35
Disposals / transfers	-	-	-	-	-	-	-	-
As at March 31, 2023	299.99	219.65	242.40	33.50	310.65	43.02	73.22	1,222.43
Accumulated depreciation:								
As at April 1, 2021	-	83.94	39.96	22.82	157.85	23.08	44.05	371.70
Depreciation charged during the year		12.75	9.20	2.04	22.82	4.25	4.13	55.19
Disposals / transfers	-	-	-	-	-	-	-	-
As at March 31, 2022	-	96.69	49.16	24.86	180.67	27.33	48.18	426.89
Depreciation charged during the year	-	11.55	8.83	1.17	22.98	4.38	5.82	54.72
Disposals / transfers	-	-	-	-	-	-	-	-
As at March 31, 2023	-	108.24	57.99	26.03	203.65	31.71	54.00	481.61
Net book value								
As at March 31, 2022	299.99	122.96	190.97	6.91	100.75	15.69	16.92	754.19
As at March 31, 2023	299.99	111.41	184.41	7.47	107.00	11.31	19.23	740.82

4B - Capital Work-In progress

(Rs. in Lakhs)

Cost:	Orissa Project	Plant and Machinery	Building	Total
As at April 1, 2021	105.90	1.91	-	107.81
Additions	10.49	1.82	-	12.31
Disposals / transfers		3.73	-	3.73
As at March 31, 2022	116.39	-	-	116.39
Additions	0.78	-	92.04	92.82
Disposals / transfers	-	-	-	-
As at March 31, 2023	117.17	-	92.04	209.21
As at March 31, 2022	116.39	-	-	116.39
As at March 31, 2023	117.17	-	92.04	209.21

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

4C- Intangible Assets

(Rs. in Lakhs)				
Cost:	Design Software	Design and Drawing	Computer Software	Total
As at April 1, 2021	0.53	0.30	23.41	24.24
Additions	-	-	-	-
Disposals / transfers	-	-	-	-
As at March 31, 2022	0.53	0.30	23.41	24.24
Additions	-	-	21.00	21.00
Disposals / transfers	-	-	-	-
As at March 31, 2023	0.53	0.30	44.41	45.24
Accumulated depreciation:				
As at April 1, 2021	0.52	0.30	22.17	22.99
Depreciation charged during the year	-	-	0.04	0.04
Disposals / transfers	-	-	-	-
As at March 31, 2022	0.52	0.30	22.21	23.03
Depreciation charged during the year	-	-	3.22	3.22
Disposals / transfers	-	-	-	-
As at March 31, 2023	0.52	0.30	25.43	26.25
Net book value				
As at March 31, 2022	0.01	-	1.19	1.20
As at March 31, 2023	0.01	-	18.97	18.98

4.1 Capital Work in Progress Ageing

Capital Work in Progress Ageing as at March 31, 2023

(Rs. in Lakhs)					
CWIP	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	92.04	-	-	-	92.04
Projects temporarily suspended	0.78	10.49	-	105.90	117.17
Total	92.82	10.49	-	105.90	209.21

Capital Work in Progress Ageing as at March 31, 2022

(Rs. in Lakhs)					
CWIP	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects temporarily suspended	10.49	-	-	105.90	116.39

- 4.2 As reported in earlier years In respect of plot of land taken on lease (Capital Work In Progress) by the company from Industrial Development Corporation Limited of Orissa (IDCO) the lease was terminated for alleged non-compliance of the terms of the said lease, which is unlawful and the company has adopted appropriate legal proceedings in the matter and against such cancellation as an add interim major it has been directed by Orissa high court that the letter dated 25.2.2013 issued for Cancellation of lease shall not be given effect to till the next date which direction is still inforce.

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

4.3 At each balance sheet date the company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets have suffered impairment loss. If any such indication exists the company estimates the recoverable amounts of such assets. If recoverable amount of the assets or cash generating unit to which the assets belong is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as impairment loss and debited to the profit and loss account. If at the balance sheet date there is a indication of a previously assessed impairment loss no longer existing, then recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciated historical cost.

4.4 Refer Note No. 21.1 - for Property Plant and Equipment offered as securities by the company.

4.5 Details of Benami Property Held:

The company does not hold any benami property as defined under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

4.6 Revaluation of Property, Plant and Equipment and Intangible Assets:

The company has not done revaluation of PPE / Intangible assets.

4.7: Title deeds of Immovable Property not held in the name of the company:

All title deeds of immovable properties are held in the name of the company.

5 DEFERRED TAX LIABILITIES (NET)

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liabilities on account of:		
(i) Fixed Assets (Written Down Value)/ Depreciation		
Opening Deferred Tax Liability	37.69	38.43
Add/ (less): Charge or credit during the year	(5.12)	(0.67)
Closing Deferred Tax Liability	32.57	37.69
Total Deferred Tax Liabilities (A)	32.57	37.69
Deferred Tax Assets on account of:		
(i) Expenses allowable for Tax purposes when paid		
Opening Deferred Tax Assets	14.61	9.35
Add/ (less): Charge or credit during the year	3.32	5.26
Closing Deferred Tax Assets (i)	11.29	14.61
(ii) Leave Encashment		
Opening Deferred Tax Assets	2.43	2.69
Add/ (less): Charge or credit during the year	(0.76)	(0.26)
Closing Deferred Tax Assets (ii)	1.67	2.43
(iii) Gratuity		
Opening Deferred Tax Assets	5.27	3.90
Add/ (less): Charge or credit during the year	0.47	1.37
Closing Deferred Tax Assets (iii)	5.74	5.27
Total Deferred Tax Assets (B) (i + ii + iii)	18.69	22.32
Deferred Tax Assets/ (Liabilities) (Net) (B-A)	(13.88)	(15.38)

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

6 NON - CURRENT FINANCIAL ASSETS - INVESTMENTS

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unquoted investments:		
a. Fair Value through Other Comprehensive Income		
(i) Investment in Equity Shares (Refer Note 6.1)	-	64.03
(ii) Investment in Preference Shares	-	-
b. At Cost		
(i) Investment in Equity Shares (Refer Note 6.1)	-	-
	-	64.03

6.1 Details of Investments

Particulars	Face value per unit in Rs.	No. of shares/units		Value	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unquoted Investments:					
Investment in equity instruments					
Investment measured at FVOCI					
Brady Estates Pvt Ltd	Rs. 10	-	50,000	-	27.94
Brady Services Pvt Ltd	Rs. 10	-	40,000	-	36.09
Ganesh Flour Mills Pvt Ltd (Refer Note 6.2)	Rs. 10	78,964	78,964	-	-
Others (At cost)					
Manekchowk Co-operative Bank Ltd (Refer Note 6.3)	Rs. 100	25	25	-	-
Investment in Preference Share Capital					
Investment measured at FVOCI					
Ganesh Flour Mills Pvt Ltd (Refer Note 6.2)	Rs. 12.5	520	520	-	-
				-	64.03

6.2 As reported earlier, the company had filed appeal with the National Company Law Tribunal (NCLT) against the dismissal of its application by the NCLT in 1982 in connection with the transfer of 54000 equity shares of the Ganesh Flour Mills Co. Ltd. to its name. The appeal is pending for final hearing and disposal. However, by way of abundant caution, the company during year ended 31st March, 1994, stated the value of the said investment at a token figure of Re.1 each by writing off the investment.

6.3 In the absence of details Investment in Manekchowk Co-operative Bank Ltd is valued at cost

7 OTHER NON CURRENT ASSETS

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good)		
Security deposits	7.19	8.47
	7.19	8.47

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
8 INVENTORIES

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
(Valued at lower of cost and net realizable value)		
a. Raw Materials & Components	553.52	665.87
	553.52	665.87
b. Work in Progress	485.71	507.66
c. Stores and Spares	36.89	34.88
	1,076.12	1,208.41
-As per Inventory taken and valued by Management		

8.1 Amount recognised as an expense in Statement of Profit and Loss resulting from provision made for diminution in the value of inventory

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for diminution in the value of inventory	34.15	34.15
	34.15	34.15

9 CURRENT FINANCIAL ASSETS - INVESTMENTS

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Quoted investments:		
a. Fair Value through Profit and Loss		
(i) Investment in Mutual Funds (Refer Note 9.1)	379.39	360.84
	379.39	360.84

9.1 Details of Investments

Particulars	No. of shares/units		Value	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Quoted Investments:				
Investment in Mutual Funds				
Investment measured at FVTPL				
HDFC Banking and PSU Debt Fund	138,693.84	138,693.84	26.91	25.85
HDFC Low Duration Fund	356,935.63	356,935.63	175.18	167.08
Aditya Birla Sun Life Liquid Fund – Growth	1,602.52	1,602.52	5.77	5.46
Kotak Liquid Fund - Regular Plan - Growth	1,328.32	1,328.32	60.01	56.84
HDFC Liquid Fund – Growth	1,271.90	655.47	55.76	52.81
SBI Liquid Fund Regular – Growth	822.08	616.44	28.74	27.22
ICICI Prudential Liquid Fund	8,172.22	8,172.22	27.02	25.58
			379.39	360.84

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

10 TRADE RECEIVABLES

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good)		
Trade Receivables	1,405.71	1,452.47
	1,405.71	1,452.47
(Unsecured, considered doubtful)		
Trade Receivables	10.26	6.90
less: Allowance for Doubtful Debts (Refer Note 10.1)	(10.26)	(6.90)
	-	-
	1,405.71	1,452.47

10.1 Allowance for Doubtful Debts

Company has analysed any allowance for doubtful debts based on the lifetime expected credit loss model. - Refer Note - 42

10.2 Debts due from holding company and entity in which a director of the company has significant control.

	(Rs. in Lakhs)	
Name of Entity	As at March 31, 2023	As at March 31, 2022
W.H Brady & Co. Ltd	77.55	100.58

10.3 Trade receivable ageing

Trade Receivable ageing as at March 31, 2023		(Rs. in Lakhs)					
Particulars	Outstanding for the following periods from due date of payment						
	Less than 6 months	6 months - 1 Years	1-2 years	2-3 year	More than 3 years	Total	
(i) Undisputed Trade Receivables - Considered good	1,260.83	95.76	44.84	0.31	3.97	1,405.71	
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	
(iii) Undisputed Trade receivables - credit impaired	-	-	-	4.22	6.04	10.26	
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-	
	1,260.83	95.76	44.84	4.53	10.01	1,415.97	
Less: Allowance for credit loss						10.26	
Total Trade Receivable						1,405.71	

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

Trade Receivable ageing as at March 31, 2022							(Rs. in Lakhs)
Particulars	Outstanding for the following periods from due date of payment						
	Less than 6 months	6 months - 1 Years	1-2 years	2-3 year	More than 3 years	Total	
(i) Undisputed Trade Receivables - Considered good	1,363.46	36.47	5.36	16.44	30.74	1,452.47	
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	6.90	6.90	
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-	
	1,363.46	36.47	5.36	16.44	37.64	1,459.37	
Less: Allowance for credit loss						6.90	
Total Trade Receivable						1,452.47	

11 CASH AND CASH EQUIVALENTS

			(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022		
Balances with banks In current accounts	0.83	0.51		
Cash on hand	0.72	0.49		
	1.55	1.00		

12 BANK BALANCES OTHER THAN ABOVE

			(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022		
Fixed Deposit Held as margin money (Refer Note 12.1)	144.53	132.96		
Fixed Deposits having maturity period less than 12 months	30.48	29.05		
	175.01	162.01		

12.1 The bank has lien on Fixed Deposits as security against the guarantees issued on behalf of the company to its constituents.

13 CURRENT - OTHER FINANCIAL ASSETS

			(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022		
Accrued Interest	0.71	0.82		
	0.71	0.82		

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

14 CURRENT ASSETS - OTHERS

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good)		
Advances other than Capital Advances		
Prepaid expenses	13.81	16.38
Statutory Dues	28.51	23.85
Advances to Vendors	10.30	17.88
Insurance claim Receivable	-	6.76
Staff Advances	0.23	3.00
	52.85	67.88

15 CURRENT TAX ASSETS / (LIABILITIES) (NET)

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Advance Tax, TDS etc.	145.28	69.05
Less: Provisions	179.18	75.76
	(33.90)	(6.71)

16 SHARE CAPITAL

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Authorised:		
50,00,000 Equity Shares of Rs. 10 each	500.00	500.00
2,00,00,000 7% Redeemable non cumulative non convertible preference share of Rs. 10 each	2,000.00	2,000.00
Issued, Subscribed and paid-up:		
22,50,000 Equity Shares of Rs. 10 each fully paid up (Refer Note 16.4)	225.00	225.00
	225.00	225.00

16.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting year

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	(Rs. in Lakhs)	No. of Shares	(Rs. in Lakhs)
Equity shares				
At the beginning of the year	2,250,000	225.00	2,250,000	225.00
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	2,250,000	225.00	2,250,000	225.00
Preference shares (Refer Note 16.4)				
At the beginning of the year	14,000,000	1,400.00	17,000,000	1,700.00
Add: Shares issued during the year	-	-	-	-
Less: Redeemed during the year	4,000,000	400.00	3,000,000	300.00
Shares outstanding at the end of the year	10,000,000	1,000.00	14,000,000	1,400.00

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
16.2. Number of Shares held by each shareholder holding more than 5% Shares in the company

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity shares				
W. H. Brady & Co. Ltd. (Holding Co.)	1,631,151	72.50%	1,631,151	72.50%
Morris Material Handling Ltd	139,200	6.19%	139,200	6.19%
Transparent Agro Pvt Ltd	-	-	157,000	7.00%
R K S Distributors Pvt Ltd.	157,500	7.00%	-	-
Preference shares (Refer Note 16.4)				
W. H. Brady & Co. Ltd. (Holding Co.)	10,000,000	100.00%	14,000,000	100.00

16.3 Disclosure of Shareholding of Promoters as at March 31, 2023 is set out below:

Name of the Promoters	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity shares				
W. H. Brady & Co. Ltd.	1,631,151	72.50%	1,631,151	72.50%
Pavan Gokulchand Morarka	22,500	1.00%	22,500	1.00%
Shivum Holdings Pvt. Ltd.	4,500	0.20%	4,500	0.20%
Vaibhav Pavan Morarka	600	0.03%	600	0.03%
Rachna Pavan Morarka	600	0.03%	600	0.03%
Preference shares (Refer Note 16.4)				
W. H. Brady & Co. Ltd. (Holding Co.)	10,000,000	100.00%	14,000,000	100.00%

16.4. Terms/Rights attached to the equity shares

The Company has one class of equity and preference shares having a par value of Rs. 10 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

16.5 As 7 % Redemable Preference Shares amounting to Rs. 100 lakhs (P.Y. 140 lakhs) does not meet definition of 'Equity' as per Ind AS 32 "Financial Instruments" in its entirety and they have component of liability, the same has been considered as debt and disclosed accordingly in Financial Statements (Refer Note 18).

17 OTHER EQUITY

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Capital Redemption Reserve		
Opening balance	600.00	300.00
Add: Addition during the year	400.00	300.00
Less: Written back during the year	-	-
Closing Balance	1,000.00	600.00
Retained Earnings		
Opening balance	119.09	99.78
Add: Net Profit/(Net Loss) For the current year	505.48	319.31

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Add: Transfer from Equity Instrument through Other Comprehensive Income	58.03	-
Less: Transfer to Capital Redemption Reserve	(400.00)	(300.00)
Closing Balance	282.60	119.09
Equity Instruments through Other Comprehensive Income		
Opening balance	58.03	58.42
Add: Movement during the year	(58.03)	(0.39)
Closing Balance	-	58.03
Remeasurement of Defined Benefit Plans		
Opening balance	(12.57)	(8.48)
Add: Movement during the year	(1.81)	(4.09)
Closing Balance	(14.38)	(12.57)
	1,268.22	764.55

17.1. Nature and Purpose of Reserves

(i) Capital Redemption Reserve

Capital Redemption Reserve is created in accordance with the provisions of Section 55 of the Companies Act, 2013, where redemption of preference shares is made out of profits of the company. Whenever such redemption is made, an amount equal to nominal value of shares redeemed is transferred to a reserve called "Capital Redemption Reserve."

(ii) Retained Earnings

Retained earnings are the profits that the Group has earned till date, less any transfer to General Reserve, dividends or other distributions paid to the shareholders.

(iii) Equity Instruments through Other Comprehensive Income

The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in equity instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are transfer to the retained earning.

(iv) Remeasurement of Defined Benefit Plans

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

18 NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured		
a. Preference Shares (7% Redeemable Non-cumulative non convertible) (Refer Note 16.4)	1,000.00	1,400.00
	1,000.00	1,400.00

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
19 NON - CURRENT FINANCIAL LIABILITIES - OTHERS

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Security Deposits		
From a Related party (Refer Note 19.1)	29.00	29.00
From Others	10.30	8.80
	39.30	37.80

19.1 The Company has taken security deposit from Brady Estates Pvt Ltd where in a director of the Company has controlling interest.

20 NON - CURRENT PROVISIONS

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Provision for employee benefit		
Leave Encashment	6.34	8.49
Gratuity	20.99	18.95
	27.33	27.44

21 CURRENT FINANCIAL LIABILITIES - BORROWINGS

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Secured		
a. Cash Credits		
From a bank	403.99	376.91
	403.99	376.91

21.1 Nature of Security

Cash credit from a bank is primary secured, against hypothecation of Raw materials, Stores, Spare parts, Finished goods and Work-in-progress and collateral security of building situated at CTS No. 1/447, Senapati Bapat Marg, Lower Parel, Mumbai. The above Cash Credit alongwith the other facilities of inland / foreign letter of credit, Guarantees, bill discounting and aggregating to Rs.2425 lacs (Previous year Rs.2425 lacs) is availed at EBLR + 0.5% rate for cash credit.

21.2 Borrowings Obtained on The Basis of Security of Current Assets

As per sanctioned letter issued by Banks, the Company is required to submit Inventory Statement and Book Debts statement to Banks on monthly basis. The Inventory Statements are in agreement with books of accounts except Rs.34.15 lakhs for the month of March, 2023. The company has recognised provision for diminishing in the value of inventory amounting to Rs. 34.15 lakhs as on 31.03.2023. The Books Debts submitted to the bank are in agreement with books of accounts and no material discrepancy has been observed.

21.3 Registration of charges or satisfaction with registration of companies

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

21.4 Utilisation of Borrowed Funds and Share Premium

As on March 31, 2023, there is no securities premium and long-term borrowings from banks and financial institutions. The short term borrowed funds have been utilised for the specific purpose for which the funds were raised.

21.5 Wilful Defaulter

The company is not declared as wilful defaulter by bank, financial institute or other lender.

22 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Due to micro and small enterprises	17.03	12.69
Due to other than micro and small enterprises	563.65	708.81
	580.68	721.50

22.1 Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act, 2006.

Based on the intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 by the company, disclosures as required under Section 22 of Act are as under:

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
(a) Principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of accounting year;	17.03	12.69
(b) Interest paid during the year	-	-
(c) Amount of payment made to the supplier beyond the appointed day during accounting year;	-	-
(d) Interest due and payable for the period of delay in making payment;	-	-
(e) Interest accrued and unpaid at the end of the accounting year; and	-	-
(f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise;	-	-

22.2 Trade Payable to holding company and entity in which a director of the company has significant control.

	(Rs. in Lakhs)	
Name of Entity	As at March 31, 2023	As at March 31, 2022
W.H Brady & Co. Ltd	3.78	8.06

22.3 Trade payable ageing

Trade Payable ageing as at March 31, 2023					(Rs. in Lakhs)
Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	17.03	-	-	-	17.03
(ii) Others	549.17	1.36	-	13.12	563.65
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	566.20	1.36	-	13.12	580.68

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
Trade Payable ageing as at March 31, 2022

(Rs. in Lakhs)

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	12.69	-	-	-	12.69
(ii) Others	687.26	0.45	4.77	16.33	708.81
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	699.95	0.45	4.77	16.33	721.50

23 OTHER CURRENT LIABILITIES

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022
(i) Trade Advance		
- From Customer	170.99	395.95
(ii) Advance Received for Sale of Land	50.00	50.00
(iii) Statutory liabilities	48.75	34.95
(iv) Employees Liabilities Payable	26.41	39.58
(v) Other operating expenses	178.81	101.70
	474.96	622.18

24 SHORT TERM PROVISIONS

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Leave Encashment	0.28	0.24
	0.28	0.24

25 REVENUE FROM OPERATIONS

(Rs. in Lakhs)

	Year Ended March 31, 2023	Year Ended March 31, 2022
Sale of Products	5,960.13	4,642.25
Sale of Services	67.62	28.72
Other Operating Revenues	9.09	8.18
	6,036.84	4,679.15

25.1 Reconciliation of Revenue as per Contract price and as recognised in Statement of Profit & Loss

(Rs. in Lakhs)

	Year Ended March 31, 2023	Year Ended March 31, 2022
Revenue as per Contract price	5,964.64	4,649.86
Less: Trade Discount	(4.51)	(7.61)
Revenue as per Statement of Profit & Loss	5,960.13	4,642.25

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

26 OTHER INCOME

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest Received/Receivable		
From banks	8.20	8.58
From Income Tax (On Refund)	4.72	0.83
From others	3.24	0.24
Net gain on foreign currency transaction and translation (other than finance cost)	3.28	0.14
Sundry Balance Written Back	8.17	19.05
Unrealised Profit on Mutual Fund	18.55	12.18
Rent Income	9.00	9.00
Profit on Sale of Investments	9.17	0.38
Other Income	0.76	6.10
	65.09	56.50

27 COST OF MATERIALS CONSUMED

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Opening Stock	665.87	528.85
Add : Purchases	3,409.38	3,050.99
	4,075.25	3,579.84
Closing Stock	(553.52)	(665.87)
	3,521.73	2,913.97

28 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK IN PROGRESS

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Inventories (at close):		
Work -in- Process	485.71	507.66
	485.71	507.66
Inventories (at commencement):		
Work -in- Process	507.66	353.55
	507.66	353.55
	21.95	(154.11)

29 EMPLOYEE BENEFITS EXPENSES

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Salaries and wages	814.96	682.15
Contribution to provident and other funds	36.11	19.63
Staff welfare expenses	23.65	11.16
	874.72	712.94

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
30 FINANCE COSTS

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest expenses		
- Working Capital Loan	20.53	17.17
- Others	0.01	3.58
	20.54	20.75
Other borrowing costs (including bank charges)	34.03	29.88
	54.57	50.63

31 OTHER EXPENSES

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Stores, Spares and Packing Materials	90.01	73.22
Electricity, Power and Fuel	41.51	34.13
Repairs, maintenance and refurbishing *	15.32	9.84
Rent	5.49	5.49
Rates and taxes	0.05	0.12
Insurance	3.85	4.98
Labour Charges	146.97	149.24
Crane Hiring Charges	16.68	13.60
Legal and professional charges	60.50	53.54
Payments to the auditors**	5.00	4.25
Erection and Commissioning	103.54	55.80
Freight and Cartage	243.38	189.84
Travelling and Conveyance	34.40	14.50
Directors Sitting Fees	3.25	4.35
Bad Debt	-	1.72
Advertisement, publicity and business promotion	5.39	1.86
Commission and Discount	25.71	27.38
Security charges	12.01	11.78
Provision for Doubtful debt	3.36	6.90
Miscellaneous	53.05	41.88
Total	869.47	704.42
* includes:		
Repairs to buildings	2.39	-
Repairs to machinery	6.49	3.82
	8.88	3.82
**Payments to the auditors for		
- Statutory Audit	5.00	3.45
- Limited Review	-	0.40
- Other expenses	-	0.40
	5.00	4.25

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

32 CURRENT TAX EXPENSE

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Current Tax (Refer Note 32.1)	179.18	75.76
Earlier Year Tax	7.06	(1.58)
Deferred Tax (Refer Note 6)	(1.50)	58.45
	184.74	132.63

32.1 Reconciliation Statement of Current Tax Expenses

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Profit before tax	690.22	451.94
Enacted Tax Rate in India (as per Section 115BAA and 115 JB of Income Tax Act, 1961)	25.17%	16.69%
Expected Income Tax Expenses at statutory rate	173.71	75.44
Adjustment For:		
Other Admissible Deduction	(20.11)	-
Other Non-deductible Exps	13.09	0.32
Other adjustments	12.48	-
Total	179.18	75.76
Tax Expenses as per Profit & Loss Statement	179.18	75.76

33 EARNINGS PER EQUITY SHARE

	(Rs. in Lakhs)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Profit/(loss) available for equity shareholders	505.48	319.31
Weighted average numbers of equity shares outstanding	22.50	22.50
Nominal value per equity share (in Rupees)	10.00	10.00
Earnings /(loss) Per Equity Share- Basic and Diluted (in Rupees)	22.47	14.19

34 Relationship and Transactions with struckoff companies

The company has not entered into any transaction with Struck off companies under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956. Further, there is no balance outstanding with struckoff companies.

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
35 CONTINGENT LIABILITIES AND COMMITMENTS

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
(A) CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF		
(a) Bank Guarantee given to clients	1,299.55	1,298.31
(b) Statutory demand / liabilities disputed and not provided for Income tax Demands (including interest)	-	0.39
Value Added Tax (CST)	1.79	1.79
Central Excise	13.90	13.90
(c) Claims against the Company not acknowledged as debt	2.07	2.07
(d) The Company is contingently liable in respect of differential liability of bonus under The Payment of Bonus(Amendment) Act, 2015 which has come into force from 1st April, 2014. For the year 2014-15 the liability where of is estimated which is not provided in view of the matter is subjudice before various High Courts in the country.	-	-
(e) Claims made by the ex-employees of the company and pending before the appropriate authorities in respect of dues, reinstatement, premanency etc, which are contested by the company the liability whereof is indeterminate.	-	-
(B) COMMITMENTS		
Estimated amount of contracts remaining to be executed on capital account and not provided for in accounts aggregated to:	19.23	-

36 DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS

The Company has classified the various benefits provided to employees as under:-

(a) Defined contribution plans

- Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- Current Year Rs. 24.82 Lakhs (Previous Year Rs. 13.57 Lakhs)

(b) Defined benefit plans

- Gratuity

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions-

Economic Assumptions

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

Discount Rate

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.49% p.a. (Previous Year 7.31% p.a.) compound has been used.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:

	Gratuity (Funded)	
	As at March 31, 2023	As at March 31, 2022
Discount rate(per annum)	7.49%	6.95%
Future salary increase	5.00%	5.00%
Expected rate of return on plan assets	7.49%	6.95%
Mortality Rates	N.A.	N.A.

	(Rs. in Lakhs) Gratuity (Funded)	
	As at March 31, 2023	As at March 31, 2022
Change in present value of the defined benefit obligation during the year		
Present value of obligation as at the beginning of the year	25.07	20.32
Interest Cost	1.83	1.41
Current Service Cost	4.30	2.88
Benefits Paid	(8.93)	(2.53)
Past Service Cost		
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	(0.03)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.48)	(1.01)
Actuarial (Gain)/Loss on arising from Experience Adjustment	1.02	4.03
Present value of obligation as at the end of the year	22.81	25.07
Change in fair value of plan assets during the year		
Fair Value of plan assets at the beginning of the year	6.12	6.29
Interest Income	1.47	1.41
Contributions by the employer	10.00	2.00
Benefits paid	(8.93)	(2.53)
Other Cost	(5.57)	0.08
Return on plan assets	(1.27)	(1.13)
Fair Value of plan assets at the end of the year	1.82	6.12
Net (Asset)/ Liability recorded in the Balance Sheet		
Present value of obligation as at the end of the year	20.99	18.95

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

	(Rs. in Lakhs)	
	Gratuity (Funded)	
	As at March 31, 2023	As at March 31, 2022
Net (Asset)/ Liability-Current	-	-
Net (Asset)/ Liability-Non-Current	20.99	18.95
Expenses recorded in the Statement of Profit & Loss during the year		
Interest Cost	0.36	-
Current Service Cost	4.30	2.88
Past Service Cost		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	-	-
Total expenses included in employee benefit expenses	4.66	2.88
Recognized in Other Comprehensive Income during the year		
Actuarial Gain/(Loss) on obligation for the period	0.54	2.98
Return on plan assets Excluding Interest	1.27	1.11
Net (Income) / Expenses Recognized in Other Comprehensive Income	1.81	4.09
Maturity profile of defined benefit obligation		
Within 12 months of the reporting period	0.75	0.78
Between 2 and 5 years	4.53	7.37
Between 6 and 10 years	5.97	6.43
More than 10 years	52.84	51.80
Quantitative sensitivity analysis for significant assumption is as below:		
Increase/ (decrease) on present value of defined benefit obligation at the end of the year		
One percentage point increase in discount rate	(2.40)	(2.53)
One percentage point decrease in discount rate	2.84	2.99
One percentage point increase in salary increase rate	1.93	2.06
Onepercentage point decrease in salary increase rate	(1.67)	(1.78)
One percentage point increase in rate of Employee Turnover	1.23	1.28
One percentage point decrease in rate of Employee Turnover	(1.39)	(1.45)
Expected contribution to the defined benefit plan for the next reporting period		(Rs. in Lakhs)
	2022-23	2021-22
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	7.09	9.27

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023**37 Operating Lease**

Future lease rental payments are determined on the basis of monthly lease payments

Lease income recognised in the Statement of Profit and Loss Rs. 9 lakhs (Previous Year: Rs. 9 lakhs).

The future minimum lease rental payments under all operating leases

	(Rs. in Lakhs)	
Future minimum lease receivable	As at March 31, 2023	As at March 31, 2022
Less than one year	9.00	9.00
Between one and five years	-	9.00
More than five years	-	-

38 Segment Reporting

The Company is in the business of manufacturing of material handling equipments, textile machinery and stores etc. and regularly reviewed by Chief Operating Decision Maker for assessment of Company's performance and resources allocation.

Accordingly, there is no separate reportable segments as per Ind AS 108.

39 Derivative Instruments And Exposure Not Hedged

The company does not have any derivative instruments and exposure not hedged as at March 31, 2023 and as at March 31, 2022, hence outstanding exposure in respect of foreign exchange derivatives and foreign currency exposure not hedged as as at March 31, 2023 and as at March 31, 2022 is not applicable.

40 RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24**(a) Related Parties****- Holding Company**

W.H.Brady & Co Ltd

- Key Management Personnel

Mr.Pavan G. Morarka	Chairman
Mr. Vaibhav Morarka	Executive Director
Mr. R.K.Sharma	Director/CFO
Ms. Khushmeeta Bafna	Company Secretary
Mr. Kaushik D. Shah	Independent Director
Ms. Mita Jha	Independent Women Director
Mr. Rajiv Kumar Bakshi	Independent Director (w.e.f. 11.02.2023)

- Entities controlled by Directors or their relatives

Brady Estates Pvt Ltd
 Brady Services Pvt Ltd
 Brady Entertainment Pvt Ltd
 Brady Air Pvt Ltd
 Global Trade Crackers Pvt.Ltd
 Shivum Holdings Pvt. Ltd.
 Pawan Dynamics Pvt Ltd
 MGM International Pvt Ltd
 Laxmi Trading & Co.
 Gunjan Properties Pvt. Ltd

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
(b) Transactions during the year with related parties

Nature of Transactions	(Rs. in Lakhs)	
	2022-23	2021-22
1. Sale of Products Exclusive of taxes etc		
- W.H.Brady & Co Ltd	1,132.66	824.59
2. Purchase of Products		
- W.H.Brady & Co Ltd	67.92	112.08
3. Other Expenses including reimbursements (BME)		
- W.H.Brady & Co Ltd	-	0.19
4. Other Expenses including reimbursements (WHB)		
- W.H.Brady & Co Ltd	0.23	1.26
5. Commission paid		
- W.H.Brady & Co Ltd	26.07	26.42
6. Maintenance/Commitment/charges received during the year		
- Brady Estate Pvt Ltd.	9.00	9.00
7. Sitting Fees Paid		
- Mr. Pavan G. Morarka	0.80	1.15
- Mr. Kaushik D. Shah	1.15	1.45
- Mr. Mita Jha	1.15	1.15
- Mr. R. C. Jain	-	0.60
- Mr. Rajiv Kumar Bakshi	0.15	-
8. Sale of Investment		
- W.H.Brady & Co Ltd	41.20	-
- Mr. Pavan G. Morarka	32.00	-
9. Remuneration (incl. HRA, PPF and other allowances)		
Vaibhav P. Morarka	136.75	88.25

(c) Outstanding Balances with related parties

Nature of Transactions	(Rs. in Lakhs)	
	As at March 31st, 2023	As at March 31st, 2022
1. W.H Brady & Co. Ltd		
- Trade Receivable	77.55	100.58
- Trade Payable	3.78	8.06
2. Brady Estate Pvt. Ltd		
- Security Deposit	29.00	29.00
- Receivable	3.03	4.05

(d) Related party relationship is as identified by the Company on the basis of information available with them and relied upon by the Auditors

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

41. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at March 31, 2023

(Rs. in Lakhs)

Financial Instrument	Note No.	Carrying Amount					Fair value			
		FVTPL	FVOCI	Total Fair Value	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Current Assets										
Financial Assets										
(i) Investments	9	379.39	-	379.39	-	379.39	379.39	-	-	379.39
(ii) Trade Receivables	10	-	-	-	1,405.71	1,405.71	-	-	-	-
(iii) Cash and Cash Equivalents	11	-	-	-	1.55	1.55	-	-	-	-
(iv) Bank balances other than above (iii)	12	-	-	-	175.01	175.01	-	-	-	-
(v) Loans	13	-	-	-	-	-	-	-	-	-
(v) Others	13	-	-	-	0.71	0.71	-	-	-	-
		379.39	-	379.39	1,582.98	1,962.37	379.39	-	-	379.39
Non Current Liabilities										
Financial Liabilities										
(i) Borrowings	18	-	-	-	1,000.00	1,000.00	-	-	1,000.00	1,000.00
(ii) Others	19	-	-	-	39.30	39.30	-	-	-	-
Current Liabilities										
Financial Liabilities										
(i) Borrowings	21	-	-	-	403.99	403.99	-	-	-	-
(ii) Trade Payables	22	-	-	-	580.68	580.68	-	-	-	-
		-	-	-	2,023.97	2,023.97	-	-	1,000.00	1,000.00

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

II. Figures as at March 31, 2022

(Rs. in Lakhs)

Financial Instrument	Note No.	Carrying Amount					Fair value			
		FVTPL	FVOCI	Total Fair Value	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non Current Assets										
Financial Assets										
(i) Investments	6	-	64.03	64.03	-	64.03	-	-	64.03	64.03
Current Assets										
Financial Assets										
(i) Investments	9	360.84	-	360.84	-	360.84	360.84	-	-	360.84
(ii) Trade Receivables	10	-	-	-	1,452.47	1,452.47	-	-	-	-
(iii) Cash and Cash Equivalents	11	-	-	-	1.00	1.00	-	-	-	-
(iv) Bank balances other than above (iii)	12	-	-	-	162.01	162.01	-	-	-	-
(v) Others	13	-	-	-	0.82	0.82	-	-	-	-
		360.84	64.03	424.87	1,616.30	2,041.17	360.84	-	64.03	424.87
Non Current Liabilities										
Financial Liabilities										
(i) Borrowings	18	-	-	-	1,400.00	1,400.00	-	-	1,400.00	1,400.00
(ii) Others	19	-	-	-	37.80	37.80	-	-	-	-
Current Liabilities										
Financial Liabilities										
(i) Borrowings	21	-	-	-	376.91	376.91	-	-	-	-
(ii) Trade Payables	22	-	-	-	721.50	721.50	-	-	-	-
		-	-	-	2,536.21	2,536.21	-	-	1,400.00	1,400.00

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has authorised the Audit Committee (the Committee), which is responsible for developing and monitoring the Company's risk management framework. The Committee reports to the Board of Directors on its activities.

The Company's risk management framework is established to identify and analyse the risks faced by the Company, to set appropriate mitigation measures. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

Sensitivity

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

The table below summarises the impact of increases/decreases of the equity security prices on the Company's profit or loss for the period.

Particulars	(Rs. in Lakhs)	
	Impact on Statement of Profit and Loss	
	As at March 31, 2023	As at March 31, 2022
Equity Security Price - increase 5%	18.97	18.04
Equity Security Price - decrease 5%	(18.97)	(18.04)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

The objective of market risk management is to avoid exposure in our foreign currency transactions and interest rate risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

Borrowings	(Rs. in Lakhs)			
	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Gross amount	Interest rate sensitivity @0.50%	Gross amount	Interest rate sensitivity @0.50%
Current Borrowings	403.99	2.02	376.91	1.88
Total	403.99	2.02	376.91	1.88

Foreign currency risk

The Company operates locally, however, the nature of its operations requires it to transact in several currencies and consequently the Company is exposed to foreign exchange risk in various foreign currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies.

Foreign currency risk exposure

The company's exposure to foreign currency risk at the end of reporting period is as under

Currency (USD)	(Amount in Lakhs)	
	2022-23	2021-22
Financial Asset		
Trade Receivables	53.86	-
Financial Liabilities	-	-
Net Exposure to foreign currency	53.86	

Foreign Currency Sensitivity

A reasonably possible strengthening (weakening) of the Indian Rupee against US dollars at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognized directly in reserves, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, counterparties to the derivative contract, bank balances, investment securities and other receivables. Credit risk is managed through credit approvals and continuous monitoring in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected credit losses in respect of trade and other receivables.

The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Non-current financial assets	-	-
Current financial assets	-	-
Total (A)	-	-

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Trade Receivables	1,405.71	1,452.47
Total (B)	1,405.71	1,452.47
Grand Total (A+B)	1,405.71	1,452.47

Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

III. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Up to 3 months	1,131.76	1,321.03
3 to 6 months	129.06	42.43
More than 6 months	144.89	89.01
Total	1,405.71	1,452.47

IV. Movement in Provision for expected credit losses against "II" and "III" above

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the year	6.90	-
Provision / (Reversal) during the year	3.36	6.90
Balance as at the end of the year	10.26	6.90

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company monitors its risk of shortage of funds. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and debentures. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be moderate. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders helping it maintain adequate liquidity.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	(Rs. in Lakhs)					
	As at March 31, 2023			As at March 31, 2022		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Non-current financial liabilities - Borrowings	-	1,000.00	1,000.00	-	1,400.00	1,400.00
Non-current financial liabilities - Others	-	39.30	39.30	-	37.80	37.80
Current financial liabilities - Borrowings	403.99	-	403.99	376.91	-	376.91
Current financial liabilities - Trade Payables	580.68	-	580.68	721.50	-	721.50
Current financial liabilities - Others	-	-	-	-	-	-
Total	984.67	1,039.30	2,023.97	1,098.41	1,437.80	2,536.21

Capital management

The company's objective when managing capital is to ensure the going concern operation and to maintain an efficient capital structure to reduce the cost of borrowings, support the corporate strategy and meet shareholder expectations. The policy of the Company is to borrow through banks / financial institutions supported by committed borrowing facilities to meet anticipated funding requirements.

The capital structure is governed by policies approved by the Board of Directors and funding requirements are reviewed periodically.

The Capital structure is governed by policies approved by Board of Directors and funding requirements are reviewed periodically.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Total Debt	1,403.99	1,776.91
Equity	1,493.22	989.55
Capital and net debt	2,897.21	2,766.46
Gearing ratio	48.46%	64.23%

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023
43. Ratio Analysis

Ratio	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% Variance	Reason for variance
(i) Current Ratio (times)	Current Assets	Current Liabilities	2.07	1.88	9.88%	
(ii) Debt-Equity Ratio (times)	Total Debt	Shareholder's Equity	0.94	1.80	-47.64%	On account of redemption of Preference share capital
(iii) Debt Service Coverage Ratio (times)	Earnings available for Debt service	Debt Service	30.09	26.88	11.93%	
(iv) Return on Equity Ratio	Profit/(Loss) for the year	Average Shareholder's Equity	40.57%	38.37%	5.74%	
(v) Inventory/Stock turnover ratio (times)	Cost of Goods Sold	Average Inventories	3.08	2.76	11.68%	
(vi) Trade Receivables turnover ratio (times)	Revenue from Operations	Average Trade Receivables	4.22	4.00	5.61%	
(vii) Trade payables turnover ratio (times)	Net Credit Purchases	Average Trade Payments	5.24	5.18	1.09%	
(viii) Net capital turnover ratio (times)	Revenue from Operations	Working Capital	3.78	3.08	22.69%	
(ix) Net profit ratio	Profit/(Loss) for the year	Net Sales	8.37%	6.82%	22.70%	
(x) Return on Capital employed	Earnings before Interest and Tax	Capital Employed	28.94%	20.35%	42.23%	On account of better performance of the company during the current financial year
(xi) Return on investment	Income generated from Invested funds	Average invested funds in Investments	5.01%	3.71%	35.02%	On account of better performance of the invested fund.

44. Utilisation of borrowed funds and share premium

- (i) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s), entity(ies) including foreign entities (intermediaries) with the understanding that the intermediary shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or provide any guarantee, security of the like to or on behalf of the ultimate beneficiary.
- (ii) The Company has not received any from any person(s), entity(ies) including foreign entities (funding party with the understanding that the Company shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Funding party (ultimate beneficiaries) or provide any guarantee, security of the like to or on behalf of the ultimate beneficiary.

45. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

Notes annexed to and forming part of the Financial Statements for the year ended 31st March, 2023**46. Undisclosed Income**

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

47. 'Previous Year's figures have been regrouped and reclassified, wherever necessary.

The accompanying notes 1 to 47 are an integral part of the Financial Statements

As per our report of even date attached

For R K Doshi & Co LLP
Chartered Accountants
FRN: 102745W/W100242

On behalf of the Board of Directors

Pavan G. Morarka
Chairman
DIN: 00174796

Vaibhav Morarka
Director
DIN: 01630306

R.K Sharma
Director/Chief Financial Officer
DIN: 01215327

Rajiv K. Doshi
Partner
Membership Number: 032542

K.D. Shah
Director
DIN: 00024305

Khushmeeta Bafna
Company Secretary

Place : Mumbai
Date: May 27, 2023

Date: May 27, 2023

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Brady House, 4th Floor,
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