

FORM No. MGT-13

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

To,
The Chairperson & Managing Director,
M/S. W H BRADY AND COMPANY LIMITED,
Brady House, 12/14 Veer Nariman Road,
Fort, Mumbai - 400001.

**Subject: 103rd Annual General Meeting of the Shareholders of M/s. W H Brady
And Company Limited held on 12th August, 2016 at 11:45 a.m. at Maharashtra
Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon
House, 6th Floor, 12, K Dubash Marg, Fort, Mumbai 400 001.**

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 103rd AGM of Equity Shareholders of M/s. W H Brady And Company Limited at their Meeting held on 12th August, 2016 at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubash Marg, Fort, Mumbai 400 001.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 103rd AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 103rd AGM is restricted to make a



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

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

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

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

ITEM NO. 1: ORDINARY RESOLUTION:

- (a) Adoption of the Audited Standalone Financial Statements for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon;
- (b) Adoption of the Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon;

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	2	1	2	0.01%	-	-	-	-
Poll/Ballot voting	1895713	20	1895682	99.99%	1	31	0.00163%	
Total	1895715	21	1895684	100%	1	31	0.00163%	



ITEM NO. 2: ORDINARY RESOLUTION:

To declare Dividend on Equity Shares for the year ended 31st March, 2016.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	2	1	2	0.01%	-	-	-	-
Poll/Ballot voting	1895713	20	1895682	99.99%	1	31	0.00163%	
Total	1895715	21	1895684	100%	1	31	0.00163%	

ITEM NO. 3: ORDINARY RESOLUTION:

Re - Appointment of Ms. Paramita Mahapatra, who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	2	1	2	0.01%	-	-	-	-
Poll/Ballot voting	1895713	20	1895682	99.99%	1	31	0.00163%	
Total	1895715	21	1895684	100%	1	31	0.00163%	

ITEM NO. 4: ORDINARY RESOLUTION:

Ratification of appointment of M/s. C.L. Dalal & Co., Chartered Accountants as the Auditors and fixing their remuneration.



Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	2	1	2	0.01%	-	-	-	-
Poll/ Ballot voting	1895713	20	1895682	99.99%	1	31	0.00163%	
Total	1895715	21	1895684	100%	1	31	0.00163%	

SPECIAL BUSINESS:

ITEM NO. 5: ORDINARY RESOLUTION:

Regularisation of Mr. Rajivkumar Bakshi as a Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	2	1	2	0.01%	-	-	-	-
Poll/ Ballot voting	1895713	20	1895682	99.99%	1	31	0.00163%	
Total	1895715	21	1895684	100%	1	31	0.00163%	

ITEM NO. 6: ORDINARY RESOLUTION:

Appointment of Mr. Rajivkumar Bakshi as an Independent Director of the Company.



Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	2	1	2	0.01%	-	-	-	-
Poll/ Ballot voting	1895713	20	1895682	99.99%	1	31	0.00163%	
Total	1895715	21	1895684	100%	1	31	0.00163%	

ITEM NO. 7: ORDINARY RESOLUTION:

Approval of Related Party Transaction under Section 188 of the Companies Act, 2013.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	2	1	2	0.01%	-	-	-	-
Poll/ Ballot voting	1021223	17	1021223	99.99%	1	31	0.00163%	-
Total		18	1021225	100%	1	31	0.00163%	-

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



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

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

For GMJ & ASSOCIATES
Company Secretaries



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

PLACE: MUMBAI
DATE: AUGUST 12, 2016.