

30th May, 2019

To,
BSE Limited
The Corporate Relationship Department,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Ref: Script Code - 501391

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report issued by GMJ & Associates, Company Secretaries dated May 21, 2019 for the Financial Year 2018-19.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

FOR W. H. BRADY & COMPANY LIMITED

KHUSHMEETA BAFNA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: A/a.

: BRANCHES :

**SECRETARIAL COMPLIANCE REPORT OF W. H. BRADY & CO. LTD.
FOR THE YEAR ENDED 31ST MARCH, 2019**

(Pursuant to SEBI circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019)

To,
W. H. BRADY & CO. LTD.
Brady House, 4th Floor,
12/14 Veer Nariman Road,
Fort, Mumbai - 400 001.

We, **GMJ & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by **W. H. BRADY & CO. LTD.** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the company during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the company during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the review period);**
- (g) 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);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

[Cont...3]



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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary, if any
1	BSE Limited	Non submission of Corporate Governance Report for the quarter ended 31.3.2019 as per Regulation 27(2) of the SEBI (LODR) Regulations, 2015	Under Standing Operating Procedures with respect to non-compliance of Regulation 27(2), fine was imposed upon the Company	The Company has submitted the Corporate Governance Report for the quarter ended 31.3.2019 and paid the fine to BSE Limited

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
*Not Applicable				

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**This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not arise.*

For GMJ & ASSOCIATES
Company Secretaries



[SONIA CHETTIAR]
PARTNER
ACS: 27582 COP: 10130
PLACE: MUMBAI
DATE: MAY 21, 2019.

