

W. H. BRADY AND COMPANY LIMITED

Regd. Office: Brady House, 4th Floor, 12-14, Veer Nariman Road, Fort, Mumbai – 400 001.

Tel: +91 22 2204 8361; Fax: +91 22 2204 1855; Email: bradys@mtnl.net.in;

Website: www.whbrady.in CIN: L17110MH1913PLC000367

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below for alteration of Main Object and altering Memorandum of Association of the Company to align with the provisions of the Act, are proposed to be passed by the Members through Postal Ballot/Remote E-voting (e-voting).

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the below mentioned resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company (“the Board”) has appointed Mr. Mahesh Kumar Soni (Membership No. F3706), failing him, Mrs. Sonia Chettiar (Membership No. A27582), Partners of M/s. GMJ & Associates, Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot/Remote E-voting process in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on February 08, 2020. If any Postal Ballot is received after the said date, it will be considered that no reply from such Member has been received and such Postal Ballot would not be considered.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section ‘The instructions for members voting electronically’ in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot shall be declared on or before February 10, 2020 and communicated to the Stock Exchanges, Depository, Registrar and Share transfer agent and shall also be displayed on the Company’s website www.whbrady.in

Resolution No. 1- Alteration of the Object Clause of the Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to substitute the headings of clause III of the Memorandum of Association of Company in the

following manner:

III. "The objects to be pursued by the Company on its incorporation are:"

RESOLVED FURTHER THAT clause III of the Memorandum of Association of the company be altered by inserting following new clause(s) after the existing clause 45;

46. To carry on business in India and Abroad such as Producers, Processors, Financiers, Distributors, Buyers, Sellers, Suppliers and Dealers of all kinds and types of Cinematographic Films, Web Films, Television Films, Motion Pictures, Video Films, Ad events, and engage in all types of Entertainment Programmes, Shows, Media Management and to Own, Run on Lease or otherwise Studios, Theatres, Production House, and to do all types of Ad related activities, events and engage in Hospitality activities.

47. To carry on the business of exhibiting and distributing cinematographic films, television films, video films and all such types of films in different formats and acquire selling rights therein and to engage in buying and selling of Content in all formats.

48. To acquire scripts and lend services as writer, script head, and other creative or production related areas for film, television, advertisement and all digital media and to engage in providing services of Training and Modelling.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

Resolution No. 2 - Alteration of the Liability Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to substitute the existing Liability clause IV of Memorandum of Association of Company with following new clause IV:

"IV: The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

Registered Office:

Brady House, 4th Floor, 12/14 Veer Nariman Road,
Fort, Mumbai - 400001.

Sd/-

Pavan G. Morarka
Chairman & Managing Director
DIN: 00174796

Date: December 26, 2019.

Place: Mumbai

Notes:

1. The explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013, stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on December 27, 2019 (End of Day). The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant / the Company's Registrar and Share Transfer Agents. For Members whose email ID's are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice will be available on the Company's website at www.whbrady.in
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on December 27, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or duplicate, he or she may send an email to cs@bradys.in. The Registrar and Transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on December 27, 2019 (End Day). A person who is not a Member on the relevant date should treat this Notice for information purpose only.
8. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members holding equity shares as on the date i.e. December 27, 2019 (End of Day), to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Central Depository Securities Limited (CDSL).
9. The vote on Postal Ballot cannot be exercised through proxy.
10. Members voting in physical form are requested to carefully read the instructions printed in the Postal Ballot form and send the duly completed and signed Postal Ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before February 08, 2020. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any Postal Ballot form received after the said date and time period shall be treated as if the reply from the Member has not been received.
11. The Board has appointed Mr. Mahesh Kumar Soni (Membership No. F 3706), failing him, Mrs. Sonia Chettiar (Membership No. A27582), Partners, M/s. GMJ & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot process including e-voting process in a fair and transparent manner.
12. All the material documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/e-voting.
13. The Scrutinizer will submit his report to the Chairman or any other director after the completion of scrutiny of the Postal Ballots including e-votes submitted. The results of the Postal Ballot including e-voting will be announced on or before February 10, 2020 at the registered office of the Company and will also be displayed on the website of Company (www.whbrady.in), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
14. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The instructions for members voting electronically are as under:

- (i) The voting period begins on 9.00 a.m. (IST) on January 08, 2020 and ends on 5.00 p.m. (IST) on February 08, 2020. During this period shareholders' of the Company, holding shares

either in physical form or in dematerialized form, as on the cut-off date of December 27, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your

	name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'W H BRADY AND COMPANY LIMITED' on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- 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 as Corporates.
 - 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 mailed 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com Or contract for any grievances with the Secretary of the Company at the below mentioned address:

Ms. Khushmeeta Bafna, Company Secretary

W. H. Brady & Company Limited

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

Tel : 022-22048361/2, E-mail id: cs@bradys.in

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 Resolution 1:

Alteration of the Object Clause of the Memorandum of Association of the Company:

Members are hereby informed that there is need to alter the Object Clause of the Memorandum of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013, therefore the headings of clause III are recommended for change.

Further, the Board of Directors at their meeting held on December 26, 2019, decided to expand the line of business of the Company into the field of Cinematographic Films, Web Films, Television Films, Motion Pictures, Video Films, Ad events, and engage in all types of Entertainment Programmes, Shows, Media Management; this will result in amendment to the Main objects of the Company. The Board has decided to alter clause III of the Main Object by inserting new clause(s) 46, 47 & 48 after the existing clause 45.

Your directors hereby recommend resolution set out at Item No. 1 of the Postal Ballot Notice for member's approval as a **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 except to the extent of their shareholding in the Company, if any.

Resolution 2

Alteration of the Liability Clause of the Memorandum of Association of the Company:

Members are hereby informed that there is need to alter the Liability Clause of Memorandum of Association of the Company in order to make it compliant with the provisions of the Companies Act, 2013 whereby liability of members shall be limited to the amount unpaid, if any, on the shares of the company.

Your directors hereby recommend resolution set out at Item No. 2 of the Postal Ballot Notice for member's approval as **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 2 except to the extent of their shareholding in the Company, if any.

For & on Behalf of the Board of Directors
W. H. Brady & Company Limited

Registered Office:

Brady House, 4th Floor, 12/14
Veer Nariman Road,
Fort, Mumbai - 400001.

Sd/-
Pavan G. Morarka
Chairman & Managing Director
DIN: 00174796

Date: December 26, 2019.

Place: Mumbai