
FORM No. MGT-13

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairperson,
W. H. Brady And Company Limited
Brady House, 12/14,
Veer Nariman Road, Fort,
Mumbai-400001

Sub: Scrutinizer's Report on E-voting and Postal Ballot Process conducted pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules made there under as amended from time to time:

We, M/s. GMJ & Associates, Company Secretaries, represented by Mrs. Sonia Chettiar, Partner (Membership No. ACS 27582), have been duly appointed by the Board of Directors at their meeting held on December 26, 2019 as the Scrutinizer to conduct the postal ballot process in physical and e-voting in respect of the following resolutions contained in the Notice dated December 26, 2019 to the Equity Shareholders of **W. H. Brady And Company Limited**("Company") having CIN - L17110MH1913PLC000367, issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration), Rules, 2014, as amended from time to time.

- 1- Alteration of the Object Clause of the Memorandum of Association of the Company.
- 2- Alteration of the Liability Clause of the Memorandum of Association of the Company:

We hereby submit our Report on the results of voting by Postal Ballot in physical and e-voting in respect of the aforesaid Resolutions:

- 1- The Company has completed the dispatch of Postal Ballot forms alongwith postage prepaid business reply envelopes on January 4, 2020, by speed / registered post to those Members whose e-mail ID's were not registered with the Big Share Services Private Limited [Registrar & Share Transfer Agent ("RTA")]/Company and completed the dispatch of Postal Ballot notice by email on January 4, 2020, to those members whose e-mail ID's were registered with the RTA/Company.

Contd...2...



: 2 :

- 2- The Notice of Postal Ballot dated December 26, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the above mentioned resolutions proposed through Postal Ballot on December 26, 2019.
- 3- The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholders of the Company.
- 4- The shareholders of the Company holding shares as on the "cut-off" date of December 27, 2019 were entitled to vote on the resolution as contained in the Notice of Postal Ballot.
- 5- The voting period for remote e-voting commenced on Wednesday, January 8, 2020 at 09:00 a.m. (IST) and ended on Saturday, February 8, 2020 at 05:00 p.m. (IST) and the CDSL e-voting module was disabled thereafter. Votes cast through physical ballot forms received upto Saturday, February 8, 2020 at 05:00 p.m. (IST) were also considered.
- 6- The Postal Ballot forms were kept under our safe custody before commencing the scrutiny of such postal ballot forms.
- 7- The sealed envelopes containing Postal Ballots were opened at our office and votes cast under remote e-voting facility were thereafter unblocked in the presence of Mr. Rahul Tiwari and Mr. Milind Ved, who were not in the employment of the Company and who have signed below as witness:



Rahul Tiwari



Milind Ved

Office Address: 3rd & 4th Floor, Vaastu Darshan, B Wing, Above Central Bank of India, Azad Road, Andheri East, Mumbai- 400 069.

- 8- We have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the CDSL e-voting system and the physical ballot forms received and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
- 9- Few Envelopes containing Postal Ballot forms were returned undelivered. We have directed the Company to keep them separately, unopened and destroy it after announcement of the results.

Contd...3...



: 3 :

- 10- The Envelopes containing postal ballot forms which were received after Saturday, February 8, 2020 at 05:00 p.m. (IST) were not considered for scrutiny. We have directed the Company to keep them separately, unopened. We did not find any defaced or mutilated ballot papers.
- 11- Our responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a consolidated Scrutinizers Report of the votes cast in favour or against the resolution.
- 12- A summary of votes cast through postal ballot and votes cast through electronic means is given in **Annexure I**.
- 13- We have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Chairman.
- 14- Accordingly, the Resolutions 1 & 2 as set out in the Notice of the Postal Ballot dated December 26, 2019 stands **APPROVED** by the Members with requisite majority.
- 15- You may accordingly declare the result of the voting by Postal Ballot and e-voting.

We are thankful to you for the opportunity given to us to act as Scrutinizer for the Postal Ballot and e-voting Process, and also thank the officers of the Company and the RTA, for extending their wholehearted support and co-operation in carrying out the POSTAL BALLOT PROCESS successfully.

For GMJ & ASSOCIATES
COMPANY SECRETARIES



[CS SONIA CHETTIAR]
PARTNER
ACS: 27582; COP: 10130
UDIN: A027582B000133567



Place: Mumbai
Date: February 10, 2020.

ANNEXURE I

W. H. Brady And Company Limited

CIN: L17110MH1913PLC000367

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

Summary of votes cast through postal ballot and votes cast through electronic means for the resolution mentioned in the
Postal Ballot Notice dated December 26, 2019

ITEM NO.1: SPECIAL RESOLUTION:

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

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes Against the Resolution			Invalid Votes
		No. of ballot/ e-voting entry	Nos.	% of total valid	No. of ballot/ e-voting entry	Nos.	% of total valid	
E-voting	23	5	22	95.65	1	1	4.35	0
Poll/Ballot Voting	20,69,310	33	20,69,309	99.999	1	1	0.0001	❖ 1,75,465
Total	20,69,333	38	20,69,331		2	2		

NOTE:

❖ In Voting by Postal Ballot, 1 ballot form was marked as invalid since one member has voted twice



ITEM NO.2: SPECIAL RESOLUTION:

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

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes Against the Resolution			Invalid Votes
		No. of ballot/ e-voting entry	Nos.	% of total valid	No. of ballot/ e-voting entry	Nos.	% of total valid	
E-voting	23	5	22	95.65	1	1	4.35	0
Poll/Ballot Voting	20,69,310	33	20,69,309	99.999	1	1	0.0001	❖ 1,75,465
Total	20,69,333	38	20,69,331		2	2		

NOTE:

- ❖ In Voting by Postal Ballot, 1 ballot form was marked as invalid since one member has voted twice

