

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF W. H. BRADY & COMPANY LIMITED WILL BE HELD ON THURSDAY, NOVEMBER 25, 2021 AT 12.15 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

1. Appointment of Mr. Vaibhav P. Morarka (DIN: 01630306) as a Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vaibhav P. Morarka (DIN: 01630306) be and is hereby appointed as a Director of the Company with effect from the conclusion of the Extraordinary General Meeting of the Company, who shall be liable to retire by rotation."

2. Re-appointment of Mr. Pavan G. Morarka (DIN : 00174796) as Chairman and Managing Director

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 Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded as recommended by the Nomination and Remuneration Committee to re-appoint Mr. Pavan G. Morarka (DIN: 00174796) as Chairman and Managing Director of the Company for a period of 3 (three) years w.e.f. January 1, 2022, on such terms and conditions including the remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and as may be acceptable to Mr. Pavan G. Morarka, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time.”

Registered Office:

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

CIN: L17110MH1913PLC000367

Tel: +91 22 2204 8361; Fax: +91 22 2204 1855

Email: bradys@mtnl.net.in;

Website: www.whbrady.in

October 29, 2021

For and on behalf of the Board

W. H. Brady & Co. Ltd.

PAVAN G. MORARKA

Chairman & Managing Director

(DIN: 00174796)

NOTES:

1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circular”) and Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No.SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM 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 EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
7. In compliance with the MCA Circulars and SEBI Circulars, Notice calling the Extra-Ordinary General Meeting is being sent only through electronic mode to those Members whose email 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. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.whbrady.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM 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.whbrady.in or upload on the VC portal /e-voting portal.
12. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the EGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/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. 20. The voting facility through electronic voting system shall be made available during the EGM 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. 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.
16. (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

Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (E) Mumbai - 400059

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 directly 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.
17. 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.

18. 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.
19. 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 www.whbrady.in.

20. VOTING THROUGH ELECTRONIC MEANS:

A. INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO EGM

- 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 EGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM 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 Krishnakumar Desai, Chartered Accountant, Membership No.: 031602 as Scrutiniser to scrutinize the votes cast through remote e-voting and during EGM in a fair and transparent manner.
- iii. The members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM 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. November 18, 2021.
- 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. November 18, 2021 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. November 18, 2021, may obtain the User ID and password from BIGSHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agent of the Company).
- vii. The Scrutiniser, 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 scrutiniser's report and submit the same to the CHAIRMAN. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company (i.e. www.whbrady.in) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- 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. November 25, 2021.

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

- a. The voting period begins on November 22, 2021 at 9.00 a.m. (IST) and ends on November 24, 2021 at 5.00p.m. (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of November 18, 2021 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 abovesaid 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 of 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 https://web.cdslindia.com/myeasi/home/login or 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 Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL / KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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.nsd.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

	<p>'IDeAS' section.</p> <ol style="list-style-type: none"> 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.
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 022- 23058738 and 22-23058542-43.
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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
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 Shareholders holding shares in Demat Form other than individual 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 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 (3).

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

8. 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the "W. H. BRADY & COMPANY LIMITED" on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. 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.
17. 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.

18. 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 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 (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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. Shareholders who have voted through Remote e-Voting will also be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.
7. 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 (company email id). The members who do not wish to speak during the EGM 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 (company email id). These queries will be replied to by the company suitably by email.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. 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).
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (cs@bradys.in) / RTA (info@bigshareonline.com).

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

Registered Office:

Brady House, 4th Floor,
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
CIN: L17110MH1913PLC000367
Tel: +91 22 2204 8361; Fax: +91 22 2204 1855
Email: bradys@mtnl.net.in;
Website: www.whbrady.in
October 29, 2021

For and on behalf of the Board

W. H. Brady & Co. Ltd.

PAVAN G. MORARKA

Chairman & Managing Director
(DIN: 00174796)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS IS AS UNDER:

ITEM NO. 1

The Board and the Nomination and Remuneration Committee have recommended the appointment of Mr. Vaibhav P. Morarka (DIN: 01630306) as a Director pursuant to the provisions of Sections 152 of the Companies Act, 2013.

The profile and specific areas of expertise of Mr. Vaibhav P. Morarka are provided below:

Name of the Director	Mr. Vaibhav P. Morarka
Date of Birth	16/01/1985
Date of first Appointment	Conclusion of Extraordinary General Meeting
Qualifications	Master's in Business Administration
Brief resume & Nature of expertise in specific functional areas	Mr. Vaibhav P. Morarka is 36 years of age and Bachelor of Science in Business Administration from the School of Management, Boston University in the year 2006. Thereafter he did his Master's in Business Administration from Wharton Business School, University of Pennsylvania, having an experience of more than 13 years in Marketing & Business Development of the Company.
Terms and conditions of appointment	Being appointed as a Non-Executive Director of the Company.
Directorships of other Boards	1. Global Tradecracker Pvt. Ltd. 2. Brady Air Pvt. Ltd. 3. Shivum Holdings Pvt. Ltd. 4. Brady Services Pvt. Ltd. 5. Brady Estates Pvt. Ltd.
Membership/Chairmanship of Committees of other Boards	NIL
Shareholding in the Company	750 Shares
Relationship with other Directors / Key Managerial Personnel	Mr. Vaibhav P. Morarka is related to Mr. Pavan G. Morarka as Son.

The Company has received from Mr. Vaibhav P. Morarka (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Disclosure under Section 184 in Form MBP-1 pursuant to section 184 (1) & Rule 9(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Mr. Vaibhav P. Morarka is interested in the resolution as set out at Item No.1 of the Notice. Mr. Pavan G. Morarka being related to him may be deemed to be interested in the said resolution.

The other relatives of Mr. Vaibhav P. Morarka may be deemed to be interested in the said resolution of the Notice to the extent of their shareholding interest, if any in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution at Item No. 1 of this Notice for approval of the Members.

ITEM NO. 2

Mr. Pavan G. Morarka, was appointed as Chairman & Managing Director of the Company at the 105th Annual General Meeting of the Company held on September 29, 2018 for a term of 3 years upto December 31, 2021. Mr. Pavan G. Morarka is on the Board of the Company since 1989 and has attained the age of 65 years and has an experience of over 32 years to his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company. Your Board of Directors at their Meeting held on October 29, 2021 recommend to re-appoint Mr. Pavan G. Morarka as Chairman & Managing Director of the Company w.e.f. January 1, 2022 subject to approval of the members. The terms of his re-appointment including remuneration, commission, perquisites etc. have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the Extraordinary General Meeting of the Company.

The profile and specific areas of expertise of Mr. Pavan G. Morarka are provided below:

Name of the Director	Mr. Pavan G. Morarka
Date of Birth	02/09/1955
Date of first Appointment	01/08/2007
Qualifications	Commerce Graduate (HON)
Brief resume & Nature of expertise in specific functional areas	He is associated with the Company since 1989 as a Managing Director of the Company and has experience of about 32 years in his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company.
Terms and conditions of Re-appointment	As per the Resolution & Explanatory Statement at Item no. 2 of the Notice convening Extra-Ordinary General Meeting.
Directorships of other Boards	1. Pawan Dynamics Pvt. Ltd. 2. M G M International Pvt. Ltd. 3. Brady & Morris Engineering Company Limited 4. Brady Entertainment Pvt. Ltd. 5. Gunjan Properties Pvt. Ltd. 6. Brady Air Pvt. Ltd. 7. Brady Services Pvt. Ltd. 8. Brady Estates Pvt. Ltd. 9. Shivum Holdings Pvt. Ltd. 10. Global Tradecracker Pvt. Ltd.

Membership / Chairmanship of Committees of other Boards	Brady & Morris Engg. Co. Ltd. ▪ Stakeholders Relationship Committee - Member
Shareholding in the Company	782443 Shares
Relationship with other Directors / Key Managerial Personnel	N.A.
Number of Board Meetings attended during the Financial year 2020-21	6 (Six)

The details of remuneration payable to Mr. Pavan G. Morarka and terms and conditions of the re-appointment are as follows:-

- a) **Consolidated Salary:** Not exceeding Rs. 225 Lakhs /- p.a. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)
- b) **Benefits, Perquisites and Allowance:**
 - Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contributions to Provident Fund are not taxable under the Income Tax Act, 1961.
 - Leave un-availed will be allowed to be encashed at the end of the tenure as per Company's Rules / Policies.
 - Leave Travel Concession for self and family once a year incurred in accordance with the rules of the Company.
 - Ex-Gratia payment equivalent to one month's salary shall be payable once a year as per Company's Rules / Policies.
- c) **Commission:**
 - Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder for the appointment of Mr. Pavan G. Morarka as the Chairman & Managing Director for a period of 3 years commencing from January 1, 2022 to December 31, 2024.

Details of Mr. Pavan G. Morarka are provided below as required under Section II of Part II of Schedule V to the Companies Act, 2013.

I. GENERAL INFORMATION:

1. Nature of Industry:

The Company is engaged in the business of Airport Infrastructure products and services, Marketing & Trading of material handling equipment's, Textiles Products, Machinery Spares and products and general engineering items.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on June 2, 1913 and Commencement of Business Certificate was granted on June 2, 1913. The Company had since commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4. Financial Performance based on given indicators:

(Rs. in Lakhs)

Particulars	2020-2021	2019-2020
Consolidated Revenue from Operations (Gross)	5245.90	6670.46
Standalone Revenue from Operations (Gross)	2011.17	3307.64
Consolidated Profit for the period	502.05	683.80
Standalone Profit/ (Loss) for the period	208.18	320.42

5. Foreign Investments or collaborations, if any:

The Company has not entered into any foreign collaboration and no direct capital investment has been made by the Company.

II. INFORMATION ABOUT THE APPOINTEE:

Name of Director	Mr. Pavan G. Morarka
Background details	Mr. Pavan G. Morarka has completed 66 years of age. Mr. Pavan G. Morarka graduated with Honours from Mumbai University. He is associated with the Company since

	1989 as a Managing Director of the Company and has experience of about 32 years in his credit. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company.
Past remuneration paid	Rs. 128.85 Lakhs p.a.
Recognition or Awards	NIL
Job profile and his suitability	Mr. Pavan G. Morarka was appointed as Chairman & Managing Director of W. H. Brady & Company Limited on August 1, 2007. Taking into consideration his qualification and expertise, the Chairman & Managing Director is best suited for the responsibilities currently assigned to him.
Remuneration proposed	Rs. 225 Lakhs p.a. (This is proposed remuneration and actual will be decided from time to time within the overall ceilings by the Board)
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Pavan G. Morarka, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Besides the remuneration proposed to be paid to him, the Chairman & Managing Director does not have any other pecuniary relationship with the Company.

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits:
The Company has not incurred losses from past many years, but has inadequate profit to pay higher remuneration.
 2. Steps taken or proposed to be taken for improvement and
 3. Expected increase in productivity and profits in measurement terms:
- The Company has been making Profits year after year. Besides other income, one of the main activity is trading.
- The Company is exploring possibilities to diversify in trading activities which would result in better profitability.

IV. DISCLOSURES:

The information and disclosures of the remuneration package of the Chairman & Managing Director has been disclosed in the Corporate Governance Report forming part of the Annual Report of the Company for the year ended March 31, 2021.

Mr. Pavan G. Morarka satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

The above explanatory statement shall be construed to be Memorandum setting out the terms of reappointment as specified under Section 190 of the Act.

Mr. Pavan G. Morarka is interested in the resolution as set out at Item No.2 of the Notice. The other relatives of Mr. Pavan G. Morarka may be deemed to be interested in the said resolution of the Notice to the extent of their shareholding interest, if any in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Registered Office:

Brady House, 4th Floor,
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
CIN: L17110MH1913PLC000367
Tel: +91 22 2204 8361; Fax: +91 22 2204 1855
Email: bradys@mtnl.net.in;
Website: www.whbrady.in
October 29, 2021

For and on behalf of the Board
W. H. Brady & Co. Ltd.

PAVAN G. MORARKA
Chairman & Managing Director
(DIN: 00174796)