
Consolidated Report of Scrutinizer for Remote E-voting & E-voting during AGM
[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,
W. H. BRADY COMPANY LIMITED
Brady House, 4th Floor,
12/14 Veer Nariman Road,
Fort, Mumbai- 400 001.

Subject: 108th Annual General Meeting of the Members of W. H. Brady & Company Limited held on Wednesday, September 29, 2021 at 12:30 P.M. IST through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors of **W. H. Brady & Company Limited** for the purpose of scrutinizing the remote e-voting process and e-voting during the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circular no. 02/2021 dated January 13, 2021 and also SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in a fair and transparent manner in respect of the Resolutions passed at the AGM of W. H. Brady & Company Limited at their Meeting held on Wednesday, September 29, 2021 at 12:30 p.m. IST by two-way Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

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 remote e-voting and e-voting system during the AGM. Our responsibility as a Scrutinizer 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 and e-voting system at the AGM provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting system at the AGM.

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We hereby submit our report as follows:

1. The resolutions were transacted through the process of remote e-voting and through e-voting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged CDSL for its services;
2. Members attended the Meeting through VC/OAVM facility provided in accordance with the General Circular no. 02/2021 of January 13, 2021 and other circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and were counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013;
3. The cut-off date for the purpose of identifying Members who were entitled to vote on the resolutions placed for approval, was September 22, 2021;
4. The period for remote e-voting commenced on September 26, 2021 at 9.00 a.m. (IST) and ended on September 28, 2021 at 5.00 p.m. (IST). The remote e-voting module was disabled by CSDL for voting thereafter;
5. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM;
6. Further, the votes cast through remote e-voting and e-voting system during the AGM were unblocked by us on September 29, 2021 at 2:12 p.m. in the presence of two witnesses Mr. Mahesh Soni and Mr. Daniel Dsouza, neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website;
7. The votes were also scrutinized for the purpose of eliminating duplicate voting on the votes, if any;
8. Our report on the results of e-voting is based on the data downloaded from the website of CDSL;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company.

We hereby submit our Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting system at the AGM.

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Item No. 1: Adoption of :-

- a. Audited Standalone Annual Financial Statements of the Company for the Financial Year ended March 31, 2021, along with the Reports of the Board of Directors' and Auditor's thereon;
- b. Audited Consolidated Annual Financial Statements of the Company for the Financial Year ended March 31, 2021, along with the Reports of Auditor's thereon.
- AS AN ORDINARY RESOLUTION

A.

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
31	1915364	98.6492	1	26227	1.3508	-

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	1880869	1880240	99.9666	1880240	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	3763	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665368	61351	9.2206	35124	26227	57.2509	42.7491
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
TOTAL		2550000	1941591	76.1408	1915364	26227	98.6492	1.3508

Note : The Ordinary Resolution was approved with requisite majority.

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: 4 :

Item No. 2: Appointment of Mr. Vaibhav P. Morarka (DIN: 01630306) as a Director, who retires by rotation and being eligible, offers himself for re-appointment - AS AN ORDINARY RESOLUTION

A.

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
26	7365	12.0047	2	53986	87.9953	-

NOTE: Mr. Pavan Morarka, Ms. Rachna Morarka, Mr. Vaibhav Morarka, & Shivum Holdings Private Limited being interested in the resolution abstained from voting.

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			Yes					
			Mr. Pavan Morarka, Ms. Rachna Morarka, Mr. Vaibhav Morarka, & Shivum Holdings Private Limited are interested and abstained from voting.					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	1880869	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	3763	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665368	61351	9.2206	7365	53986	12.0047	87.9953
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
TOTAL		2550000	61351	2.4059	7365	53986	12.0047	87.9953

Note : The Ordinary Resolution was not approved with requisite majority.

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Item No. 3: Appointment of Mr. Pavan G. Morarka (DIN: 00174796) as a Chairman and Managing Director - AS A SPECIAL RESOLUTION

A.

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
26	7365	12.0047	2	53986	87.9953	-

NOTE: Mr. Pavan Morarka, Ms. Rachna Morarka, Mr. Vaibhav Morarka, & Shivum Holdings Private Limited being interested in the resolution abstained from voting.

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			Yes					
			Mr. Pavan Morarka, Ms. Rachna Morarka, Mr. Vaibhav Morarka, & Shivum Holdings Private Limited are interested and abstained from voting.					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	1880869	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	3763	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665368	61351	9.2206	7365	53986	12.0047	87.9953
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
TOTAL		2550000	61351	2.4059	7365	53986	12.0047	87.9953

Note : The Special Resolution was not approved with requisite majority.

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Item No. 4: Appointment of Mr. Cyrus Vachha (DIN: 06722644) as an Independent Director- AS A SPECIAL RESOLUTION

A.

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
30	1887605	97.2194	2	53986	2.7806	-

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	1880869	1880240	99.9666	1880240	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	3763	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	665368	61351	9.2206	7365	53986	12.0047	87.9953
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
TOTAL		2550000	1941591	76.1408	1887605	53986	97.2194	2.7806

Note : The Special Resolution was approved with requisite majority.

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The e-voting reports containing a list of Members who voted "FOR" and "AGAINST" each resolution and all other relevant records will be handed over to the Company Secretary of the Board for their future records and reference.

For GMJ & ASSOCIATES
Company Secretaries



[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324
UDIN: F003706C001058914

PLACE: MUMBAI
DATE: OCTOBER 1, 2021.

