

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 113TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF **W. H. BRADY AND COMPANY LIMITED** WILL BE HELD ON SATURDAY, SEPTEMBER 26, 2026 AT 12:30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, including the Audited Balance Sheet as at March 31, 2026, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, including the Audited Balance Sheet as at March 31, 2026, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Auditors Report thereon.
2. To appoint a Director in place of Mr. Vaibhav Morarka (DIN: 01630306), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve the re-appointment of Mr. Cyrus Vachha (DIN: 06722644) as a Non-Executive Independent Director of the Company.

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 Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act including any modification or re-enactment thereof, and Regulation 17, 25 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Cyrus Vachha (DIN: 06722644) who holds office as an Independent Director upto September 28, 2026 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 (Five) years effective from September 29, 2026 till September 28, 2031, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. Cyrus Vachha, who has attained the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

4. To approve Material Related Party Transactions with Brady & Morris Engineering Company Limited under Regulation 23 of SEBI (LODR) Regulations, 2015.

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Brady & Morris Engineering Company Limited for giving loan/guarantee/providing security for the financial year 2026-27 and onwards, for an aggregate value not exceeding Rs. 300 crores as per such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

For and on behalf of the Board
W. H. Brady And Company Limited

Pavan G. Morarka
Chairman & Managing Director
(DIN: 00174796)

Date: August 13, 2026
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars"]
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
5. 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 cs@bradys.in or upload on the VC portal /e-voting portal.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item Nos. 3 & 4 of the Notice is annexed hereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") in respect of director/s seeking appointment / re-appointment at this AGM are annexed.
7. 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 cs@bradys.in.
8. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
9. In line with the aforesaid MCA Circulars, the Notice of the AGM along with the Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose e-mail 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.

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.

For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

10. The Notice calling the AGM has been uploaded on the website of the Company at <https://whbrady.in/notices/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
11. 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.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
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. 17. The voting facility through electronic voting system shall be made available during the AGM 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. 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.
15. 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 in the prescribed Form ISR-1 and other forms 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

S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (E), Mumbai – 400093
Tel: 022 62638205/ 62638268
E-mail: info@bigshareonline.com,
Website: www.bigshareonline.com

- b. 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.
 - c. 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.
16. Attention of Members is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 which mandates that listed companies issue securities only in dematerialized form while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub- division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Members are therefore requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available under Investor Information on the Company's website <https://whbrady.in/investors-information/> and on the website of the Company's RTA, at https://www.bigshareonline.com/resources-sebi_circular.aspx It may be noted that any service request will be processed only after the related folio is KYC compliant. Members may also note that the above referred circular also stipulates crediting of the shares to Suspense Escrow Demat Account, in case concerned shareholder fails to submit demat request within the prescribed timelines.

17. VOTING THROUGH ELECTRONIC MEANS:**INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM:**

- 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 AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

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 Desai, Chartered Accountant, Membership No: 031602 as Scrutinizer to scrutinize the votes cast through remote e-voting and during AGM in a fair and transparent manner.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM 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. September 19, 2026.
- 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. September 19, 2026 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. September 19, 2026, may obtain the User ID and password from BIGSHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agent of the Company).
- vii. The Scrutinizer, 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 scrutinizer's report and submit the same to the CHAIRMAN. The results declared along with the consolidated scrutinizer'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 Exchange.
- 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. September 26, 2026.

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

- a. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

- b. 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.
- c. The voting period begins on **Wednesday, September 23, 2026 Start Time: 09:00 a.m. (IST)** and ends on **Friday, September 25, 2026 End Time: 05:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- d. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Wednesday, September 23, 2026 Start Time: 09:00 a.m. (IST) and ends on Friday, September 25, 2026 End Time: 05:00 p.m. (IST). or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- e. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- f. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 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. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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. 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider 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 Forget User ID and Forget 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 toll free no. 1800 21 09911
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

a. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders 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)	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. 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.

- a. After entering these details appropriately, click on "SUBMIT" tab.
- b. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- c. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- d. Click on the EVSN for the relevant <W. H. BRADY AND COMPANY LIMITED> on which you choose to vote.

- e. 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.
- f. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- g. 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.
- h. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- i. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- j. 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.
- k. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- l. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for 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 e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bradys.in . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bradys.in . These queries will be replied to by the company suitably by email.
8. Those shareholders 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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 cs@bradys.in /RTA – info@bigshareonline.com .
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 toll free no. 1800 21 09911

For and on behalf of the Board
W. H. Brady And Company Limited

Pavan G. Morarka
Chairman & Managing Director
(DIN: 00174796)

Date: August 13, 2026
Place: Mumbai

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY & SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO.3:

Mr. Cyrus Vachha was appointed as a Non-Executive-Independent Director of the Company pursuant to the provisions of Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, by the Board, effective from September 29, 2021, to hold office up to September 28, 2026.

Mr. Cyrus Vachha is 81 years of age and has an experience of over 60 Years. He holds a bachelors degree of Arts in Economics. He is a Banking and Internal Audit Professional and the Board is of the opinion that his extensive knowledge will be extremely beneficial to the Company.

The Nomination and Remuneration Committee ("NRC"), after taking into account the performance evaluation of Mr. Cyrus Vachha during his first term of 5 (Five) years and considering his knowledge, expertise, experience and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of 5 (five) years.

In view of the above, the NRC and the Board are of the view that he possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director.

Based on recommendation of the NRC, the Board recommended the re-appointment of Mr. Cyrus Vachha as an Independent Director, for a second term of 5 (Five) years effective from September 29, 2026 till September 28, 2031 (both days inclusive), not liable to retire by rotation.

Mr. Cyrus Vachha fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received all statutory disclosures / declarations, including

- i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act,
- iii) Declaration to the effect that he meets the criteria of independence as provided in sub- section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the LODR Regulations, 2015 and,
- iv) has undertaken registration in the Independent Director's data bank.
- v) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- vi) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company and without any external influence.

Further, a notice in writing under section 160 of the Act has been received by the Company from a Member signifying his intention to propose the appointment of Mr. Cyrus Vachha as a Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Cyrus Vachha fulfill the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company. A copy of the draft letter for re-appointment of Mr. Cyrus Vachha as Independent Director setting out the terms and conditions is available on the website of the Company at www.whbrady.in

The other details of Mr. Cyrus Vachha in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in Annexure I to this Notice.

The Board of Directors of your Company recommends the passing of resolution as set out at Item No. 3 as a Special Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Cyrus Vachha, are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

ITEM NO.4:

Pursuant to Regulation 23 of the SEBI Listing Regulations, approval of the Members is required for material related party transactions.

The Company, in the ordinary course of its business, proposes to enter into and/or continue related party transactions with its subsidiary company for giving loan/guarantee/providing security. In terms of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions require approval of the Members by way of a resolution, notwithstanding that such transactions are in the ordinary course of business and at arm's length basis.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed related party transactions, subject to the approval of the Members.

The details of the proposed related party transactions, as required under Section 102 of the Act and Regulation 23 of the SEBI Listing Regulations, are provided in table in the resolution.

The proposed transactions are necessary for the Company's Subsidiary operational efficiency, business expansion, project execution, treasury management and financial support. All transactions shall be carried out in the ordinary course of business and on an arm's length basis.

As per Regulation 23 of the SEBI Listing Regulations, related parties shall abstain from voting on the resolution, whether the entity is a related party to the particular transaction or not.

Except as stated in the Annexure A below, none of the Directors, Key Managerial Personnel or their relatives, other than those mentioned herein, are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors therefore recommends the resolution as set out in Item no. 4 of the notice for approval of members of the Company by way of an Ordinary Resolution.

The details of transactions as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Brady & Morris Engineering Company Limited is a subsidiary of W. H. Brady And Company Limited (Promoter Company). Brady & Morris Engineering Company Limited is a related party of W. H. Brady And Company Limited pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Pavan G. Morarka Mr. Vaibhav Morarka Mr. Rajender Kumar Sharma

Sr. No.	Particulars	Details
3.	Type, tenure, material terms and of contract / arrangement / transaction.	Giving loan/guarantee/providing security to Brady & Morris Engineering Company Limited, subsidiary company for its existing and future loans. Giving such guarantee or providing such security shall be subsisting during the tenure of the loan availed/proposed to be availed by Brady & Morris Engineering Company Limited and shall continue to reduce with the principal repayments in installments and consistent with the repayment made in full by Brady & Morris Engineering Company Limited The maximum period for which facilities may be given under this omnibus approval will be 10 years until FY 2035-36. The loans, corporate guarantee or security shall be provided by the Company in favour of lenders Brady & Morris Engineering Company Limited with or without guarantee fee/commission and on such interest rates as mutually agreed but on arm's length terms.
4.	Value of the transaction	The Company estimates that the monetary value for transactions at 3 above in each financial year from FY 2026-27 to FY 2035-36 to be upto Rs. 300 crores.
5.	Percentage of W. H. Brady And Co. Ltd. annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction with Brady & Morris Engg. Co. Ltd.	32.38% for the transactions with Brady & Morris Engg. Co. Ltd. in comparison to annual consolidated turnover of W. H. Brady And Company Limited The above percentage is based on the Company's Consolidated Turnover for the FY 2024-25 and the actual percentages shall depend upon the consolidated turnover of the Company for the respective financial years till 2035-36.
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Corporate Guarantee of Rs. 34 Crores given by the Company for banking facilities availed by Brady & Morris Engineering Company Limited
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction;	The funds for providing loans and/or corporate guarantee shall be arranged by W.H. Brady And Company Limited from its internal accruals and/or borrowings from banks/ financial institutions, as may be required.

Sr. No.	Particulars	Details
	ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable Not applicable To meet the operational efficiency, business expansion, project execution, treasury management and financial support to the Subsidiary
8.	Justification as to why the RPT is in the interest of the listed entity	Brady & Morris Engineering Company Limited, a subsidiary of W. H. Brady And Company Limited, is recognized as India's leading manufacturer of cranes and material handling equipment. The Company has executed a long-term contract with Brady & Morris Engg. Co. Ltd. for giving loan/guarantee/providing security to Brady & Morris Engineering Company Limited, subsidiary company for its existing and future loans. The Company works closely with its subsidiary company, to meet its business objectives. The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length.
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	No external valuation report has been relied upon by the Company or the Audit Committee for approval of the proposed transaction. The Managing Director and Chief Financial Officer of the Company have certified that the proposed transaction is in the ordinary course of business and on an arm's length basis and is in the interest of the Company.
10.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice. The proposed material related party transaction has been approved by the Audit Committee of the Company and the Board of Directors recommends the resolution to the shareholders for their approval. Please refer Annexure II for other details as per RPT Industry Standards.

Annexure II Other details as per Industry Standards

Name of Related party	Brady & Morris Engineering Company Limited	
Nature of Business	India's leading manufacturer of cranes and material handling equipment.	
Country of Incorporation	India	
Financial Performance of related Party during FY 2025-26 (in Crores)	Turnover	Rs. 73.10 Crores
	Net Profit (Profit after tax)	Rs. 5.57 Crores
	Net worth	Rs. 53.07 Crores
Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	Name of Director/ KMP	Mr. Pavan G. Morarka Mr. Vaibhav Morarka Mr. Rajender Kumar Sharma
	Shareholding of the director/ KMP, whether direct or indirect, in the related party	Mr. Pavan G. Morarka holds 22,500 equity shares (1.00%) and Mr. Vaibhav Morarka holds 600 equity shares (0.03%) in Brady & Morris Engineering Company Limited

For and on behalf of the Board
W. H. Brady And Company Limited

Date: August 13, 2026
Place: Mumbai

Pavan G. Morarka
Chairman & Managing Director
(DIN: 00174796)

ANNEXURE TO THE EXPLANATORY STATEMENT

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE 113TH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 2 & 3 OF THIS NOTICE, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (INFORMATION AS ON MARCH 31, 2026)

Name of the Director	Mr. Vaibhav Morarka	Mr. Cyrus Vachha
DIN	01630306	06722644
Designation	Non-Executive - Non Independent Director	Non-Executive - Independent Director
Date of Birth & Age	January 16, 1985 & 41 years	February 14, 1945 & 81 years
Qualification	Master's in Business Administration from Wharton Business School, University of Pennsylvania.	Bachelor of Arts in Economics
Nationality	Indian	Indian
Brief resume & Nature of expertise in specific functional areas Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is associated with the Company since 2013 as a Non-Executive Director of the Company.	Banking and Internal Audit Professional.
Date of first Appointment	July 26, 2013	September 29, 2021
Terms and Conditions of Appointment/Re-appointment	Re-appointment as a Non-Executive Director of the Company liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.	As per the resolution in Item no. 3 of this Notice, read with the explanatory statement thereto.
Remuneration last Drawn	-	Not Applicable
Remuneration sought to be paid	-	None other than sitting fees payable for attending meeting of the Board of Directors of the Company
Number of Meetings of the Board attended during the year	4 (Four)	4 (Four)
Disclosure of relationship between directors inter-se	Mr. Vaibhav P. Morarka being related to Mr. Pavan G. Morarka as Son.	-
Directorship in listed entities as on March 31, 2026	Brady & Morris Engineering Company Limited	None other than W. H. Brady And Company Limited
Directorship in other Companies	1. Brady Estates Private Limited 2. Shivum Holdings Private Limited 3. Brady Services Private Limited 4. Nawalgarh Trading Private Limited	Nil
No. of Shares held in the Company	750 Shares	-

Name of the Director	Mr. Vaibhav Morarka	Mr. Cyrus Vachha
Membership & Chairmanships of Committees of the Board (Excluding W.H. Brady And Company Limited)*	Brady & Morris Engineering Company Limited - Audit Committee	-
Information as required pursuant to Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.
Names of Listed entities from which the person has resigned in the past 3 years	Nil	Nil

*In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/ Chairmanships in only two committees viz. Audit Committee and Stakeholders Relationship Committee (known by whichever name) are considered.