



BRADY & MORRIS ENGG. CO. LTD.

BOARD OF DIRECTORS

MR. PAVAN G. MORARKA Chairman

MR. KAUSHIK D. SHAH

MR. VAIBHAV MORARKA Executive Director

MR. RAJENDER K. SHARMA

MR. CYRUS VACHHA

MR. SUMIT BANERJEE

MS. URVASHI SHAH

COMPANY SECRETARY & COMPLIANCE OFFICER

MS. KHUSHBU DESAI

Company Secretary of Holding Co. (M/s W. H. Brady & Co. Ltd.)

AUDITORS

C. L. Dalal & Co.

Chartered Accountants

SOLICITORS

Hariani & Co., Mumbai

BANKERS

UNION BANK OF INDIA

REGISTERED OFFICE

"Brady House"

12/14, Veer Nariman Road,
Fort, Mumbai 400 001.

Tel : 22048361-5 | Fax : 22041855

Email : bradys@mtnl.net.in

Website: www.bradymorris.in

CIN : L29150MH1946PLC004729

WORKS

1. GIDC Industrial Estate
Vatva, Ahmedabad - 382 445
2. Bareja, Sarsa Patia Village, District Kheda

REGISTRAR & SHARE TRANSFER AGENTS

BIGSHARE SERVICES PVT. LTD.

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (E),
Mumbai - 400 072.

Tel: 2847 0652 / 4043 0200

Email: info@bigshareonline.com

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NOTICE

NOTICE is hereby given that the 70th Annual General Meeting (AGM) of the Members of Brady & Morris Engineering Company Limited will be held on Friday, 12th August, 2016 at 11.00 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubash Marg, Fort, Mumbai 400 001 to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Ms. Urvashi Shah who retires from office by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. C. L. Dalal & Co., Chartered Accountants, Mumbai (Firm Registration Number 102026W with the Institute of Chartered Accountants of India), as Auditors of the Company, by resolution passed at the 68th AGM until the conclusion of 71st AGM, be and is hereby ratified for Financial Year 2016-17 and accordingly they continue to hold office from the conclusion of the 70th AGM until the conclusion of the 71st AGM on such remuneration as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:

4. 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 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Cyrus Vachha (DIN: 06722644), be and is hereby reappointed as an Independent Director of the Company for a period of five years with effect from 1st April, 2016 till 31st March, 2021 & who is not liable to retire by rotation."

5. 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 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Sumit Banerjee (DIN: 00213826), be and is hereby reappointed as an Independent Director of the Company for a period of five years with effect from 1st April, 2016 till 31st March, 2021 & who is not liable to retire by rotation."

6. 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 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in terms of applicable provisions of SEBI (LODR) Regulations, 2015, (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the company for the Financial Year 2016-17 for a value of ₹ 50 Crores as per details as set out under Item no. 6 of the Explanatory Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

Registered Office:

Brady House,
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
May 20, 2016.

For and on behalf of the Board
Brady & Morris Engg. Co. Ltd.

PAVAN G. MORARKA
(DIN : 00174796)
Chairperson

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice may 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.19.
3. 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.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company 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.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **8th August, 2016 till 12th August, 2016** (both days inclusive).
8. 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
9. Pursuant to the provision of Section 205(A) of the Companies Act, 1956 (which is still applicable as the relevant Sections under the Companies Act, 2013 are yet to be notified), Members are hereby informed that Dividends which remain unclaimed/ unencashed over a period of 7 years have to be transferred by the Company to The Investors Education & Protection Fund, constituted by the Central Government under Sections 205(A) & 205(C) of the Companies Act, 1956.

Members should note that no claim can be made by the shareholders for the Unclaimed Dividends which have been transferred to the credit of 'The Investors Education & Protection Fund' of the Central Government under the amended provisions of Section 205(B) of the Companies Act, 1956.

Details of Unclaimed Dividend with its due date of transfer to Investors Education and Protection Fund are as below:

Sr. No.	Year ended	Date of Declaration	Due date of transfer to IEPF
1.	31.03.2009	19.09.2009	18.10.2016
2.	31.03.2010	18.09.2010	17.10.2017
3.	31.03.2011	12.08.2011	11.09.2018
4.	31.03.2012	29.09.2012	28.10.2019

10. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company 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.
11. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
12. The Shares of the Company are listed on BSE Limited, Mumbai.

13. a. The Company has appointed M/s. BIGSHARE SERVICES PRIVATE LIMITED as Common Registrar & Share Transfer Agent of the Company for physical as well as demat mode of transfers. Members are therefore requested to send their grievances to Registrar & Share Transfer Agent for early disposal at the address as given below.
 - b. Members holding Shares in physical form and or in dematerialised form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Share Transfer Agent of the Company at their office situated at E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri [East], MUMBAI - 400 072 Tel: 022 2847 0652 / 4043 0200 e-mail : info@bigshareonline.com or to their Depository Participants.
14. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
15. Members/Proxies are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
16. Members who are holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
17. In all correspondence with the Company, Registrar and Share Transfer Agent, Members are requested to quote their Folio No. and in case their shares are held in demat form; they must quote their DP ID and Client ID Number.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

19. SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulations, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through procedure carefully.
- (ii) The Board of Directors of the Company has appointed Mr. Mahesh Soni, Partner, GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinise the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (iii) The members who have not casted their votes through e-voting shall be able to vote through Ballot Papers at the Meeting.
- (iv) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (v) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e voting facility.
- (vi) 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. **5th August, 2016**.
- (vii) 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. **5th August, 2016** only shall be entitled to avail the facility of e-voting / remote e voting.
- (viii) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.bradymorris.in) and on the website of CDSL <https://www.evotingindia.com> and shall simultaneously be communicated to the Stock Exchange.
- (ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, held on **August 12, 2016**.
- (x) The instructions for shareholders voting electronically are as under:

The voting period begins 9.00 a.m. (IST) on 9th August, 2016 and ends at 5.00 p.m. (IST) on 11th August, 2016. During

this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of **5th August, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on “Shareholders” tab
- (iii) Now, select the “**BRADY AND MORRIS ENGINEERING COMPANY LIMITED**” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on “**SUBMIT**” tab.

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **BRADY AND MORRIS ENGINEERING COMPANY LIMITED**.
- (xii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- (xv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity 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) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help Section or write an email to helpdesk.evoting@cdslindia.com

Registered Office:

Brady House,
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
May 20, 2016.

For and on behalf of the Board
Brady & Morris Engg. Co. Ltd.

PAVAN G. MORARKA
(DIN : 00174796)
Chairperson

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

Item No. 4:

The Board of Directors at their meeting held on February 03, 2016 on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Cyrus Vachha (DIN: 06722644) as an Independent Director in terms of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 to renew the term of appointment to five years.

Mr. Cyrus Vachha fulfils the conditions specified in the Act and the rules there under and he is independent of the management. Mr. Cyrus Vachha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Board of Directors propose the appointment of Mr. Cyrus Vachha as an Independent Director of the Company and recommend the Special Resolution as set out in Item No. 4 of the Notice for the approval of the members at the ensuing AGM.

Item No. 5:

The Board of Directors at their meeting held on February 03, 2016 on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Sumit Banerjee (DIN: 00213826) as an Independent Director in terms of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 to renew the term of appointment to five years.

Mr. Sumit Banerjee fulfils the conditions specified in the Act and the rules there under and he is independent of the management. Mr. Sumit Banerjee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Board of Directors propose the appointment of Mr. Sumit Banerjee as an Independent Director of the Company and recommend the Special Resolution as set out in Item No. 5 of the Notice for the approval of the members at the ensuing AGM.

A brief profile of Mr. Sumit Banerjee & Mr. Cyrus Vachha, Independent Directors, including nature of their expertise, is provided hereunder.

Directors Profile:

Name of the Director	Mr. Sumit Banerjee	Mr. Cyrus Vachha
Date of Appointment	10/05/2014	10/05/2014
Expertise in Specific Functional Area	General Management & Corporate Governance	Banking and Internal Audit Professional
Qualification	Post Graduate F.I.E	Bachelor of Arts in Economics
Director in Other Private/Public Limited Companies/Firms	Nil	Tata Trustee Company Limited
Membership of Committees in other Private/Public Limited Companies	1. Member, Board of Governors, IIM-Lucknow 2. Invited Member, Managing Committee of Bombay Chamber of Commerce & Industries	1. Tata Trustee Company Limited - Audit Committee 2. Advisory Board, Motilal Oswal Private Equity Fund
No. of Shares Held in the Company as on 31.03.2016 (Face Value of ₹ 10/- per share)	Nil	Nil

Item No. 6 :

As per Regulation 23 of Listing Regulations (effective from December 1, 2015) transactions with a related party shall be considered material if the transaction/transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10 (ten) percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and shall require approval of the shareholders through resolution in General Meeting. Accordingly transactions with M/s W. H. Brady & Company Limited (a 'Related Party' as defined under Section 2 (76) of Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations) has been placed before the Members for their approval by way of Ordinary Resolution.

The particulars of the contracts / arrangements / transactions are as under:

Name of the Related Party	W. H. Brady & Co. Ltd.
Nature of Relationship	Holding
Name of Director(s) or Key Managerial	Mr. Pavan G. Morarka & Mr. Vaibhav Morarka
Nature and Particulars of transactions	Sale of goods & materials.
Material terms of the Contracts/Arrangement/Transactions	The transactions are in the ordinary course of business and on arm's length basis.
Duration of these Related Party Transactions	These transactions are on-going depending upon the needs of business.
Value of Related Party Transaction for the financial year 2016-17	Aggregate amount of ₹ 50 Crores annually.
Any other information relevant or important for the Members to make a decision.	None

Registered Office:

Brady House,
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
May 20, 2016.

For and on behalf of the Board
Brady & Morris Engg. Co. Ltd.

PAVAN G. MORARKA
(DIN : 00174796)
Chairperson

DIRECTORS' REPORT

TO,

THE MEMBERS

Your Directors take pleasure in presenting the 70th Annual Report on the business and operations of your Company together with the Audited Accounts for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

HIGHLIGHTS :

	2015-2016	2014-2015
	(₹ in Lacs)	(₹ in Lacs)
a) Gross Turnover	<u>3,616.26</u>	<u>3,266.74</u>
b) Operating Profit /(Loss) before interest and Depreciation	<u>247.29</u>	<u>224.63</u>
c) Less: Interest	<u>124.92</u>	<u>119.40</u>
d) Profit / (Loss) before Depreciation	<u>122.37</u>	<u>105.23</u>
e) Less: Depreciation	<u>107.88</u>	<u>119.72</u>
f) Profit / (Loss) before exceptional item	<u>14.49</u>	<u>(14.49)</u>
g) Less : exceptional item	<u>-</u>	<u>-</u>
Profit /(Loss) before tax	<u>14.49</u>	<u>(14.49)</u>
Less: Tax for the Year		
(i) Deferred	<u>-</u>	<u>-</u>
(ii) Excess Provision of Taxes Earlier Years	<u>(5.86)</u>	<u>-</u>
Sub - total	<u>(5.86)</u>	<u>-</u>
h) Profit / (Loss) after tax	<u>20.35</u>	<u>(14.49)</u>
i) Add / (Less): Prior Year's adjustment	<u>-</u>	<u>-</u>
j) Profit / (Loss) for the year	<u>20.35</u>	<u>(14.49)</u>
k) Add: Balance brought forward from the previous year	<u>(288.59)</u>	<u>(254.12)</u>
l) Add: Transfer from General Reserve	<u>-</u>	<u>-</u>
m) Less: Adjustment due to change in depreciation	<u>-</u>	<u>(19.98)</u>
n) Profit /(Loss) available for Appropriations	<u>(268.24)</u>	<u>(288.59)</u>
Balance carried to Balance Sheet	<u>(268.24)</u>	<u>(288.59)</u>
EPS	<u>0.90</u>	<u>(0.64)</u>