

W. H. BRADY & Co. LIMITED



90th
Annual Report
2002 - 2003


W.H. BRADY & Co. LIMITED
BOARD OF DIRECTORS

MR. PAVAN G. MORARKA
MR. KAUSHIK D. SHAH
MR. PINAKI MISRA
MR PRAKASH MEHTA

Managing Director

COMPANY SECRETARY
MR. M.K. SHAH

CHIEF EXECUTIVE
MR. K.K. KRISHNAN

CHIEF OPERATING OFFICER
MR. GANESH R. IYER

AUDITORS
C. L. Dalal & Co.
 Chartered Accountants

SOLICITORS
Hariani & Co., Mumbai.

BANKERS
 BANK OF BARODA, MUMBAI
 ABN-AMOR BANK N.V., MUMBAI
 UTI BANK LTD., MUMBAI.

BRANCH AND SALES OFFICES

AHMEDABAD - Aditya, 10th Floor, Navrangpura
 KOLKATA - 4, Swinhoe Street
 COIMBATORE - 221, Satyamoorti Road, Ramnagar
 CHENNAI - Killick Tower, Nandanam
 NEW DELHI - 14/15 F, Connaught Place

REGISTERED OFFICE
 "Brady House"
 12/14, Veer Nariman Road
 Fort, Mumbai 400001.

REGISTRAR TRANSFER AGENT
 Bigshare Services Pvt. Ltd.,
 E- 2, Ansa Industrial Estate,
 Saki Vihar Road,
 Saki Naka, Andheri (East),
 Mumbai - 400 072.

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NOTICE

NOTICE is hereby given that the Ninetieth Annual General Meeting of the Members of W. H. BRADY & CO. LTD., will be held on Saturday, 30th August, 2003 at 11.30 a.m. or immediately after the conclusion of Annual General Meeting of Subsidiary M/s. Brady & Morris Engineering Company Limited at Alexandra Girls' English Institution, 31, Hazarimal Somani Marg, Mumbai-400001, to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2003 and the Profit & Loss Account for the year ended on that date together with Directors' and Auditors' Reports thereon.
2. To elect a Director in place of Mr. Prakash Mehta, who retires by rotation, and, being eligible, offers himself for re-election.
3. To appoint Auditors and to fix their remuneration.

BY ORDER OF THE BOARD OF DIRECTORS,

M. K. SHAH
Company Secretary

**Registered Office: Brady House,
12-14, Veer Nariman Road,
Fort, Mumbai – 400 001.**

Mumbai : 31st July, 2003

NOTES :

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY DULY STAMPED COMPLETED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (b) The Register of Members and the Share Transfer Books of the Company will remain closed from 27/08/2003 to 30/08/2003 (both days inclusive).
- (c) Members are requested to notify immediately changes, if any, in their registered address to the Company specifying full address in Block Capitals with Pin Code of the Post Office.
- (d) Members are requested to send their queries at least ten days in advance of the meeting so that the information can be made available at the meeting.
- (e) Members are requested to bring with them the attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
- (f) Members are requested to quote Folio Numbers in all their correspondence.
- (g) Members are requested to bring their copy of the Annual Report along with them to the Annual General Meeting.



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- (h) A recent amendment to the Companies Act, 1956 has introduced provisions for nomination by shareholders. The prescribed nomination form can be obtained from the Company's Registered Office at 'Brady House' 12-14 Veer Nariman Road, Fort, Mumbai-400001. The Members may take advantage of this facility.
- (i) In addition to National Securities Depository Limited (NSDL), your Company has an arrangement with Central Depository Services (India) Limited (CDSL) to provide Members with flexibility when trading in the Company's shares in electronic form. The Company's shares are compulsorily required to be traded in dematerialised form and therefore members will find it beneficial to dematerialise their shares at the earliest.

BY ORDER OF THE BOARD OF DIRECTORS,

M. K. SHAH
COMPANY SECRETARY

REGISTERED OFFICE

Brady House
12/14, Veer Nariman Road,
Fort, Mumbai 400001.

Mumbai : 31 July, 2003



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DIRECTORS' REPORT

TO THE MEMBERS OF W.H. BRADY & CO. LTD.

The Directors present the Ninetieth Annual Report with the Audited Accounts of the Company for the year ended 31st March, 2003.

1. FINANCIAL RESULTS :

	2002-2003 (Rs.in Lacs)	2001-2002 (Rs.in Lacs)
a) Operating Profit before Interest and Depreciation	136.85	142.09
b) Less : Interest	93.44	89.42
c) Profit Before Depreciation	43.41	52.67
d) Less : Depreciation	22.98	12.90
e) Bad Debts & Sundry Balances written off	4.97	5.47
f) Loss on Fixed Assets discarded, etc.	0.03	1.74
g) Loss on sale of Fixed Assets	-	0.45
h) Add : Credit balances written back	5.60	2.59
i) Profit before Tax	21.03	34.70
j) Less : Tax for the year - Current	1.66	2.16
- Deferred	11.29	18.41
k) Profit after Tax	8.08	14.13
l) Prior year adjustments (Net)	(0.02)	(12.31)
m) Profit for the year	8.06	1.82
n) Balance brought forward from the previous year	263.04	210.85
o) Adjustment of Deferred Tax as on 01.04.2001	-	50.37
p) Balance carried to Balance Sheet	271.10	263.04

2. OPERATING RESULTS :

Due to sluggish market conditions, the turnover of the Company during the year amounted to Rs.589.49 Lacs as compared to Rs.1076.86 Lacs for the previous year.

3. FUTURE OUTLOOK :

The Company is making all out efforts to improve its working further by streamlining the operations.

4. DIVIDEND :

With a view to conserve resources to meet the challenge of the next financial year, your Directors do not recommend any Dividend for the year ended 31.03.2003.

5. BOARD OF DIRECTORS :

In accordance with the provisions of Section 256 of the Companies Act 1956 and the Articles of Association, Mr. Prakash Mehta retires by rotation and is eligible for re-election.

6. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that :

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;



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- (b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period;
 - (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - (d) The Directors have prepared the annual accounts on a going concern basis.
7. **PERSONNEL :**
During the year under report, none of the employees of the Company was in receipt of the remuneration in excess of the ceilings prescribed under Section 217 (2A) of the Companies Act, 1956.

The Company's relations with its officers and employees continue to be cordial.
8. **SUBSIDIARY OF THE COMPANY :**
The Balance Sheet and Profit & Loss Account of Brady & Morris Engineering Co. Ltd. (the subsidiary of the Company) for the year ended 31st March 2003 along with the Directors' Report are annexed for information of the shareholders.
9. **AUDITORS' REPORT :**
With regard to the remark of the Auditors in their Report regarding setting off of accumulated losses against revaluation reserve, the Company has been advised that there is no prohibition in law to do so, as mentioned in our earlier reports.

Rest of the observations made in their report are self explanatory and need no comments.
10. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO :**
Information required in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure 1 and forms part of this Report.
11. **COMPLIANCE CERTIFICATE :**
Pursuant to provisions of Section 383 A of the Companies Act, 1956 and the rules made thereunder, the Company has obtained a Compliance Certificate from Practising Company Secretary, Mr. Mahesh Soni. The same is attached herewith.
12. **APPOINTMENT OF AUDITORS :**
M/s. C. L. Dalal & Co., Chartered Accountants, hold office till the conclusion of this Annual General Meeting. Pursuant to Section 224(1) of the Companies Act, 1956, a Certificate has been furnished by M/s. C. L. Dalal & Co. that their appointment, if made, will be in accordance with the limit specified in sub-section (1-B) of the said Section 224. The members are requested to appoint Auditors for the year from the conclusion of the ensuing Annual General Meeting till the conclusion of the subsequent Annual General Meeting and fix their remuneration.
13. **ACKNOWLEDGEMENT :**
The Directors wish to place on record their appreciation of the co-operation and assistance received from Bankers, Customers and Suppliers.

By Order of the Board of Directors

PAVAN G. MORARKA
Managing Director

Mumbai : 31st July, 2003

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ANNEXURE – 1

STATEMENT UNDER SECTION 217(1)(e) read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2003

Item Particulars		Comments
A. Conservation of Energy		
(a) Measure taken)	
(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy)	
(c) Impact of measures at (a) and (b) above and consequent impact on cost of production in Form-'A')	Not Applicable
B. Technology Absorption		
(a) Efforts made in technology absorption)	Not Applicable
(b) Research & Development)	
(c) Technology absorption, adaptation and innovation)	
C. Foreign Exchange Earnings and Outgoings		Please refer Notes 11 to 13 of the Notes on Accounts.

Report

By Order of the Board of Directors

PAVAN G. MORARKA
Managing Director

Mumbai : 31st July, 2003



W.H. BRADY & Co. LIMITED

SECRETARIAL COMPLIANCE CERTIFICATE

COMPANY NO. 11-367

AUTHORISED SHARE CAPITAL : RS.500,00,000/-

PAID UP SHARE CAPITAL : RS.170,00,000/-

The Members,

M/s. W. H. BRADY & COMPANY LIMITED

I have examined the registers, records, books and papers of M/s. W.H. BRADY & COMPANY LIMITED (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ended on March 31, 2003. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its officers, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in ANNEXURE - 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as required with the Registrar of Companies or other authorities as prescribed under the Act and the rules made hereunder where ever applicable AS PER ANNEXURE - 'B'
3. The Company being a public Limited Company, Comments not required.
4. The Board of Directors duly met 6 [Six] times during the aforesaid Financial Year i.e on 25/04/2002, 31/07/2002, 09/08/2002, 21/09/2002, 29/10/2002 AND 31/10/2003 and in respect of each meeting proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members during the financial year.
6. The Company held its Annual General Meeting during the year in time i.e. on September 21, 2002 and in respect of which proper notice was given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
7. No Extra ordinary General Meeting was held during the financial year.
8. The Company has not given or advanced any amount as defined in section 295 of the Companies Act, 1956.
9. The Company has entered into contracts falling within the purview of Section 297 of the Act and necessary compliances of the Act have been made.
10. The Company made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has :

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i. delivered all the certificates on allotment of shares in accordance with the provisions of the companies Act, 1956.

ii. duly complied with the requirements of Section 217 of the Act.

iii. other clauses are not applicable.

14. The Board of Directors of the Company is duly constituted.

15. There was no appointment of Managing Director / Whole Time Director / Manager during the financial year.

16. The Company has not appointed any Sole Selling Agents during the Financial year.

17. The Company was not required to obtain any approvals of the Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.

18. The Director have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act the rules made thereunder.

19. The Company has not issued any Equity Shares during the financial year.

20. The Company has not bought back any shares during the financial year.

21. The Company has not issued any preference shares/ debentures and hence the question of redemption of preference shares / debentures does not arise during the financial year under reviews.

22. There were no transactions necessitating the Company to keep in abeyance the rights of dividend, rights shares and bonus shares pending registration of transfer of shares .

23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year,

24. The Company has complied with the provisions of Section 293 (1) (d) of the Act

25. The Company made investments / loans / advances or given guarantees or provided securities to other bodies corporates and consequently necessary entries have been made in the register kept for the purpose.

26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from the one state to another during the year under scrutiny.

27. The Company has not altered the provisions of the Memorandum with respect to the Object of the Company during the year under scrutiny.

28. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.

29. The Company has not altered the provisions of the Memorandum with respect to share Capital of the company during the year under scrutiny.

30. The Company has not altered its Articles of Association during the year.

31. There was not prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment has imposed on the Company during the financial year, for offences under the Act.



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32. The Company has not received any money as security from its employees during the financial year.

33. The Company is regular in payment of Provident Fund Dues.

[LALITA LATH]

ACS : 16854 ; COP ; 5310.

Place : Mumbai

Date : 31 July, 2003

ANNEXURE - 'A' TO THE SECRETARIAL COMPLIANCE CERTIFICATE

Names of the Company : M/s. W. H. BRADY & COMPANY LIMITED.

DETAILS OF REGISTERS MAINTAINED :

Sr. No.	Section Number	Name of Register
1.	108	Share Transfer Register
2.	150	Register of Members
3.	193	Minutes of all meetings of Board of Directors
4.	193(1)	Minutes of General Meetings
5.	301	Registers of Contracts.
6.	303	Registers of Directors.
7.	125	Registers of Charges
8.		Register of Board Meeting and General Meeting Attendance Register
9.	307	Register of Director's Shareholding

ANNEXURE - 'B' TO THE SECRETARIAL COMPLIANCE CERTIFICATE

Name of the Company : M/s. W.H. BRADY & COMPANY LIMITED

DETAILS OF FORMS FILED WITH THE REGISTRAR OF COMPANIES :

Sr. No.	Document / Under Section	Filed on	Whether filed in time	Whether additional fee paid
1.	Annual Return.U/s. 159.	13/11/2002	Yes.	No.
2.	Balance Sheet U/s. 210	18/10/2002	Yes.	No.
3.	Secretarial Compliance Certificate 383A.	18/10/2002	Yes.	No.

[LALITA LATH]

ACS : 16854 ; COP ; 5310.

Place : Mumbai

Date : 31st July, 2003.