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W. H. BRADY & COMPANY LIMITED

ANNUAL REPORT
2006



W. H. BRADY & COMPANY LIMITED
ANNUAL REPORT - 1914


BOARD OF DIRECTORS

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

Chairman & Managing Director

CHIEF EXECUTIVE

MR. K.K. KRISHNAN

COMPANY SECRETARY

MR. M.K. SHAH

CHIEF OPERATING OFFICER

MR. GANESH R. IYER

AUDITORS

C. L. Dalal & Co.

Chartered Accountants

SOLICITORS

Hariani & Co., Mumbai.

BANKERS

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

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT. LTD.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (E),
Mumbai 400 072.
Tel No. 2858 3474 / 2856 0652
Fax. 2852 5207

CONTENTS	PAGE
Notice	2-3
Directors' Report	4-11
Compliance Certificate	12-15
Auditors' Report	16-20
Balance Sheet	21
Profit & Loss Account	22
Schedules A to Q	23-38
Company Profile	39
Cash Flow Statement	40-41
Consolidated Statements ...	43-63
Attendance Slip / Proxy Form ..	64



NOTICE

NOTICE is hereby given that the Ninety third **Annual General Meeting of the Members of W. H. BRADY & CO. LTD.**, will be held on Saturday, 23rd September, 2006 at 12.15 p.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 Profit & Loss Account of the Company for the year ended 31st March 2006, the Balance Sheet as on that date and the Director's and Auditors' report there on.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Prakash Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

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BY ORDER OF THE BOARD OF DIRECTORS

Place : Mumbai
Dated : 23rd June, 2006

M. K. SHAH
COMPANY SECRETARY

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 the 16.09.2006 to 23.09.2006 (both days inclusive)
- (c) Members holding shares in physical form are requested to advise any change of address with complete details and other related matters immediately to Company's Registrar & Transfer Agents, Bigshare Services Pvt. Ltd. Members holding shares in Electronic form should advise



their respective Depository Participants about change in address and other related matters and not to the Company or to R & T Agents.

- (d) The dividend on Equity shares, as recommended by the Board of Directors for the year ended 31st March, 2006, if declared at the meeting, will be paid within 30 days of the date of the Meeting to those members whose names appear on the Register of Members of the Company as on record date which is fixed as 23.09.2006. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as on 15.09.2006 as per details furnished by National Security Depository Ltd. and Central Depository Service (India) Ltd. for the purpose.
- (e) Members attending the meeting are requested to bring with them the Attendance Slip attached to to the Annual Report Duly filled in and signed and handover the same at the entrance of the hall. Members who hold shares in electronic form and desirous of attending the meeting are requested to bring alongwith them Client ID and DP ID numbers for easy identification.
- (f) Members are requested to send their queries at least seven days in advance of the meeting so that the information can be made available at the meeting.
- (g) Members are requested to quote Folio Numbers in all their correspondence.
- (h) Members are requested to bring their copy of the Annual Report along with them to the Annual General Meeting.
- (i) Members who hve not encashed their Dividend Warrants for the Finanial Year 31.3.2004 and 31.03.2005 may approach the Registered Office for revalidation of Divided Warrants.
- (j) Members holding share in physical form can avail of the nomination facility by filing Form 2B (IN DUPLICATE) With The Company or Its Registrar & Share Transfer Agents which will be made available on request and in case of shares held in demat form the nomination has to be lodged with their Depository Participant.
- (k) 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, it is beneficial in the interest of the members to dematerialise their shares at the earliest.

BY ORDER OF THE BOARD OF DIRECTORS

Place : Mumbai
Dated : 23rd June, 2006

M. K. SHAH
COMPANY SECRETARY



DIRECTORS' REPORT

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

Your Directors have pleasure in presenting the Ninety third Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2006.

1. FINANCIAL HIGHLIGHTS :

	2005-2006 (Rs.in Lacs)	2004-2005 (Rs.inLacs)
a) Operating Profit before Interest and Depreciation	224.38	209.80
b) Less : Interest	<u>29.07</u>	<u>34.70</u>
c) Profit Before Depreciation	195.31	175.10
d) Less : Depreciation	28.42	29.48
e) Less: Bad Debts & Sundry Balances written off	26.21	19.73
f) Less: Loss on Fixed Assets discarded, etc.	0.13	0.16
g) Less: Loss on sale of Fixed Assets	0.50	0.62
h) Add : Credit balances written back	<u>9.74</u>	<u>2.50</u>
i) Profit before Tax	149.79	127.61
j) Less : Tax for the year - Current	23.11	16.36
- Deferred	(2.04)	4.69
- Fringe Benefit Tax	<u>6.00</u>	---
k) Profit after Tax	122.72	106.56
l) Prior year adjustments (Net)	(1.65)	1.24
m) Profit for the year	121.07	107.80
n) Balance brought forward from the previous year	385.41	303.57
o) Profit available for appropriations	506.48	411.37
p) Appropriations:-		
i) Proposed Dividend on Equity Shares	25.50	20.40
ii) Tax on proposed Dividend	3.58	2.86
iii) Transfer to General Reserve	<u>6.15</u>	<u>2.70</u>
q) Surplus carried to Balance Sheet	<u>471.25</u>	<u>385.41</u>

2. DIVIDEND :

Your Directors are pleased to recommend enhanced dividend @ 15% on the paid up equity capital of the Company.

3. WORKING RESULTS :

The restructured marketing activities of your Company alongwith emphasis on operational efficiency have begun to bear fruit which are reflected in the current year's results. The sales turnover of the Company has increased to Rs.467.97 lacs from Rs.381.84 lacs, an increase of 22% over the previous year and the profit before tax has increased to Rs.149.79 lacs against Rs.127.61 lacs in the previous year, an increase of 17%.


4. FUTURE OUTLOOK :

The Pending Order position as at 31st March '06 is healthy and all our normal business lines continue to grow as per expectations.

In pursuit of our objectives to look for new business opportunities, the Company is in advanced stage of negotiations in the Hallmarking and Aviation Support Services Business. The efforts put into these business opportunities are expected to yield good returns in the coming years.

5. BOARD OF DIRECTORS :

In accordance with the provisions of Section 256 of the Companies Act 1956 and the Articles of Association of the Company, Mr. Prakash Mehta retires by rotation and being eligible offers himself for re-appointment.

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 had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments 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 had 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 had 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 2006 along with the Directors' Report are annexed for information of the shareholders.

9. 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 I and forms part of this Report.

**10. COMPLIANCE CERTIFICATE :**

Pursuant to provisions of Section 383 A of the Companies Act, 1956 and the rules made thereunder, Compliance Certificate issued by Practicing Company Secretary, Ms. Lalita Lath is attached herewith.

11. 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.

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(l) 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. Directors recommend to appoint M/s C. L. Dalal & Co. as statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

13. Members are informed that information about the Company and its Directors are furnished in Annexure II to this Report.

14. ACKNOWLEDGEMENT :

The Directors wish to place on record their appreciation of the co-operation and assistance received from Staff, Officers, Bankers, Customers and Suppliers.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PAVANG. MORARKA

Chairman & Managing Director

Mumbai : 23rd June, 2006



ANNEXURE I

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, 2006.

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 14 of the Notes on Accounts.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PAVAN G. MORARKA

Chairman & Managing Director

Mumbai : 23rd June, 2006



Annexure II to the Directors' Report for the year ended 31.3.2006

1. Composition of the Board:

Sl. No	Name	Date of appointment
a	Mr. Pavan G Morarka	14.01.1982
b	Mr. Kaushik D Shah	23.06.1984
c	Mr. Pinaki Misra	23.06.1984
d	Mr. Prakash Mehta	19.05.1994

2. Board Meetings held :

Sl.No	Date
a	24.06.2005
b	05.08.2005
c	27.08.2005
d	18.10.2005
e	21.01.2006

3. Directors' attendance record and Directorships held:

No. of Board Meetings held during the year - 5

Sl. No.	Name	Position	Board Meetings attended during the year	Whether attended last AGM	Directorship In Other Public Limited companies incorporated in India
A	Mr. Pavan G. Morarka	Chairman & Mg. Director	5	Y	Brady & Morris Engg. Co. Ltd. Brady Satlink Ltd Shirt Company India Ltd.
B	Mr. Kaushik D. Shah	Director	3	Y	Brady & Morris Engg. Co. Ltd.
C	Mr. Pinaki Misra	Director	4	Y	---
D	Mr. Prakash Mehta	Director	3	N	Advani Hotels & Resorts (I) Ltd. Bharat Bijlee Ltd Hikal Chemicals Industries Ltd India Safety Vaults Ltd. Kristeel Shinwa Industries Ltd. KJMC Investment Trust Co. Ltd. Mukand Engineers Ltd. Omega Management Services Ltd PCS Technology Ltd. JBF Industries Ltd.


4. Information submitted to the Board:

Among others, this includes:

- Quarterly results of the company
- Minutes of meeting of the share transfer committee
- Information on recruitment of senior officers just below the Board level
- Materially important show cause notices, demand, prosecution and penalty notices
- Fatal or serious accidents or dangerous occurrences
- Materially relevant details in financial obligations to and by the company or substantial non payment of goods sold by the company
- Details of joint venture / collaboration agreements

5. Remuneration of Directors: sitting fees, salary, perquisites

Sl.No	Name of Director	Relationship with other Directors	Sitting Fees	Salary	Contribution to PF	Total
1	Mr. Pavan G. Morarka	Nil	---	9,05,500	86,400	9,91,900
2	Mr.Kaushik D. Shah	Nil	6,000	---	---	6,000
3	Mr.Pinaki Misra	Nil	8,000	---	---	8,000
4	Mr.Prakash Mehta	Nil	9,000	---	---	9,000

6. Shareholder / Investor grievances committee:

This committee comprises of Mr. Pavan G. Morarka and Mr. Prakash Mehta.

The committee met 3 times during the year. The details are as follows:

Sl.No	Date of meeting	Attended by
1	05.10.2005	Mr. Pavan G. Morarka and Mr. Prakash Mehta
2	16.12.2005	Mr. Pavan G. Morarka and Mr. Prakash Mehta
3	07.03.2006	Mr. Pavan G. Morarka and Mr. Prakash Mehta

7. Disclosure regarding appointment / reappointment of Directors:

In terms of the Articles of Association of your company, one-third of the Board of Directors are liable for retirement by rotation and are eligible for reappointment in the Annual General Meeting.

On this basis, Mr. Prakash Mehta is liable for retirement by rotation this year and has offered himself for reappointment.

Mr. Prakash Mehta is senior partner of M/s Malvi Ranchodas & Co., Solicitor firm of repute based in Mumbai. He holds Directorship in many reputed Companies.