



W. H. BRADY & COMPANY LIMITED

98th ANNUAL REPORT 2010-11

W. H. BRADY & CO. LIMITED

BOARD OF DIRECTORS

MR. PAVAN G. MORARKA
Chairman & Managing Director

MR. KAUSHIK D. SHAH

MR. PINAKI MISRA

MR. PRAKASH MEHTA

COMPANY SECRETARY

Mrs. ANJALI PADHYE

SR. GENERAL MANAGERS

MR. RAJENDER K. SHARMA

MR. S. S. SHAHI

AUDITORS

C. L. Dalal & Co.

Chartered Accountants

BANKERS

BANK OF BARODA, MUMBAI

AXIS BANK, MUMBAI

THE ROYAL BANK OF SCOTLAND, N.V., MUMBAI

PUNJAB NATIONAL BANK, MUMBAI

REGISTERED OFFICE

"Brady House"

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

Tel: 2204 8361-5

Email: bradys@mtnl.net.in

Website: www.bradys.in

REGISTRAR & SHARE TRANSFER AGENTS

BIGSHARE SERVICES PVT. LTD.

E-2/3, Ansa Industrial Estate.

Sakivihar Road, Saki Naka, Andheri (E)

Mumbai - 400 072

BRANCH AND SALES OFFICES

AHMEDABAD - Aditya, 10th Floor, Navrangpura

KOLKATA - Commercial Point, 79, Lenin Sarani

COIMBATORE - 221, Satyamoorti Road, Ramnagar

CHENNAI - Swati Complex, Nandanam

NEW DELHI - 14/15F, Connaught Place

CONTENTS	PAGE
Notice	02
Directors' Report	04
Secretarial Compliance Certificate	10
Auditors Report	13
Balance Sheet	16
Profit & Loss Account	17
Schedules A to P	18
Company Profile	36
Cash Flow Statement	37
Subsidiary Company Statement	39
Consolidated Statements	41
Subsidiary Company Accounts	59
Green Initiative in Corporate Governance	101
Attendance Slip / Proxy Form	103

NOTICE

NOTICE is hereby given that 98th Annual General Meeting of the Members of **W. H. Brady & Company Limited** will be held on Friday, August 12, 2011 at 12.15 p.m. or immediately after conclusion of the Annual General Meeting of Subsidiary M/s. Brady & Morris Engineering Company Limited at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Orion House 6th Floor, 12, K Dubash Marg, Fort, Mumbai - 400001 to transact the following businesses:

1. To Consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date and the Report of Directors' and Auditors' thereon.
2. To Declare Dividend on Equity Shares for the year ended 31st March, 2011.
3. To appoint Director in place of Mr. Pinaki Misra, who retires from office by rotation, and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. C. L. Dalal & Co., Chartered Accountants, Mumbai, having firm registration no. 102026W, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

Registered Office:
 Brady House,
 12-14, Veer Nariman Road,
 Fort,
 Mumbai - 400 001.
 June 24, 2011.

FOR AND ON BEHALF OF THE BOARD

Sd/-
PAVAN G. MORARKA
 Chairman & Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES 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 FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 09/08/2011 to 12/08/2011 (both days inclusive).
3. The Dividend on Equity Shares as recommended by the Board of Directors of the Company, when sanctioned at the Annual General Meeting of the Company will be paid on or after August 19, 2011 to those members whose names appear on the Register of Members of the Company as at the close of the business hours on August 8, 2011. In respect of shares held in demat mode, dividend will be paid on the basis of beneficial ownership as on August 8, 2011 as per details furnished by National Security Depository Ltd. [NSDL] and Central Depository Services [India] Ltd. [CDSL].
4. Pursuant to the provision of Section 205(A) of the Companies Act, 1956, 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 it's due date of transfer to Investors education and protection Fund is as below:

Sr. No.	Year ended	Date of Declaration	Due date of transfer to IEPF
1.	31.03.2004	14.08.2004	13.09.2011
2.	31.03.2005	27.08.2005	26.09.2012
3.	31.03.2006	23.09.2006	22.10.2013
4.	31.03.2007	27.09.2007	26.10.2014
5.	31.03.2008	30.08.2008	29.09.2015
6.	31.03.2009	19.09.2009	18.10.2016
7.	31.03.2010	18.09.2010	17.10.2017

5. 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.

Members are requested to visit the website of the Company 'www.bradys.in' for viewing the quarterly & annual financial results and for more information on the Company.

6. 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.
7. The Company has listed its shares on 'The Bombay Stock Exchange Limited', Mumbai.
8. 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 them for early disposal at the address as given below.
- b. Members holding Shares in physical 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 the address given below 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.

M/S. BIGSHARE SERVICES PRIVATE LIMITED

Unit: [W. H. BRADY & COMPANY LIMITED]

E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri [East], MUMBAI - 400 072

Tel: 022 2847 0652 / 4043 0200

Email: info@bigshareonline.com

9. a. Members are informed that in order to avoid fraudulent encashment of dividend warrants they should send to the Registrar and Share Transfer Agent of the Company at the address given above under the signature of the Sole/First Joint holder the information relating to Name and Address of the Banker along with the Pin Code Number and Bank Account Number to print on the Dividend Warrants.
- b. Members desirous of availing the facility of Electronic Credit of Dividend are requested to send ECS Form to the Registrar and Share Transfer Agent of the Company at the address given above.
- c. Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code to the Depository Participant.
10. All documents referred to in the Notice 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. up to the date of the Annual General Meeting.
11. 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.
12. 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.
13. 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.
14. **The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with M/S. BIGSHARE SERVICES PRIVATE LIMITED.**

Registered Office:
Brady House,
12-14, Veer Nariman Road,
Maharashtra, India
Fort,
Mumbai - 400 001
June 24, 2011

FOR AND ON BEHALF OF THE BOARD

Sd/-
PAVAN G. MORARKA
Chairman & Managing Director

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present their Ninety Eighth Annual Report on the business and operations of your Company together with the audited accounts for the financial year ended 31st March, 2011.

1. FINANCIAL HIGHLIGHTS:

	2010-2011	2009-2010
	(Rs.in Lacs)	(Rs.in Lacs)
a) Gross Turnover	1914.26	1551.19
b) Operating Profit before Interest and Depreciation	317.91	368.48
c) Less : Interest	85.82	44.96
d) Profit Before Depreciation	232.09	323.52
e) Less : Depreciation	53.16	50.40
f) Profit before Tax	178.93	273.12
g) Less: Tax for the year:		
(i) Current	32.85	44.75
(ii) Deferred	2.74	2.37
(iii) Wealth tax	0.36	0.29
Sub-total	35.95	47.41
h) Profit after Tax	142.98	225.71
i) Add/(Less) Prior year adjustments	5.86	1.58
j) Profit for the year	137.12	227.29
k) Add: Balance brought forward from the previous year	492.58	317.41
l) Profit available for appropriations	629.70	544.70
m) Less: Appropriations:-		
i) Proposed Dividend	38.25	38.25
ii) Tax on proposed Dividend	1.73	1.87
iii) Transfer to General Reserve	8.00	12.00
Sub-total	47.98	52.12
n) Balance carried to Balance Sheet	581.72	492.58
	EPS	8.85
	5.61	

2. DIVIDEND:

Your Directors are pleased to recommend for the approval of the shareholders dividend @ 15 % i.e. Rs. 1.50 per share for the year ended 31st March, 2011.

3. WORKING RESULTS:

Although the turnover of the Company has increased as compared to previous year, the profits are lower mainly due to higher overall costs. The Company is working on new strategies for increasing the profitability in the coming year.

4. FUTURE OUTLOOK:

The Company hopes to do better in the current year by taking steps to reduce costs and improve efficiency.

The Company is pleased to inform that in June 2011, the Company has entered into Joint Venture collaboration with M/s. Angel Iglesias, S.A. [IKUSI], leader in security system, IT, ITES, System Integration at Airports, Metros and Highways. IKUSI has executed projects in more than 100 Airports covering almost 20 countries.

A new private limited company would be formed with equal shareholding and Directors. This company would bid for projects in India, Sri-Lanka, Bangladesh & Nepal.

This is a major development for the Company.

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. Pinaki Misra retires from his office 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 read with (Particulars of Employees) Rules, 1975 as amended and hence no information is furnished thereto.

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 2011 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 383A of the Companies Act, 1956 and the rules made thereunder, the Company has obtained a Compliance Certificate from GMJ & Associates, Company Secretaries. The same is attached herewith.

11. 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, 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.

12. CORPORATE GOVERNANCE:

Though Provisions of Clause 49 of the Listing Agreement of the Stock Exchange do not apply to the Company, the Company has adopted best practices prevailing for internal regulations and for good Corporate Governance. A small note on Corporate Governance Practices adopted by the Company voluntarily is attached as Annexure II to the Directors Report.

13. ACKNOWLEDGEMENT:

The Directors take this opportunity to express their appreciation for the cooperation received from the Company's Bankers, valuable Customers and others concerned with the Company.

Registered Office:

Brady House,

12-14, Veer Nariman Road,

Fort,

Mumbai - 400 001.

June 24, 2011.

FOR AND ON BEHALF OF THE BOARD

Sd/-

PAVAN G. MORARKA

Chairman & Managing Director

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, 2011.

A) CONSERVATION OF ENERGY:

- a) Company's operations involve low energy consumption. Wherever possible, energy conservation measures have already been implemented and there are no major areas where further energy conservation measures can be taken. However, efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: NIL
- c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:
Efforts made by us to economise consumption of power had a marginal impact on cost of production.
- d) Total energy consumption per unit of production as per Form-A of the Annexure in respect of industries specified in the Schedule thereto: NOT APPLICABLE

B) TECHNOLOGY ABSORPTION:

Efforts made in Technology Absorption as per Form-B.

FORM - B

1. Research & Development (R & D)

- a) Specified areas in which R & D carried out by the Company
- b) Benefit derived as a result of above R & D
- c) Future plan of action
- d) Expenditure on R & D

i. Capital	NONE
ii. Recurring	
iii. Total	
iv. Total R & D Expenditure as a percentage of total turnover.	

2. Technology Absorption, Adaptation and innovation:

- a) Efforts in brief made towards technology Absorption, Adaptation and innovation
- b) Benefit derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc.

	NONE
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3. Imported Technology:

During the last five years no technology has been imported hence this is not applicable.

C) FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

Please refer Notes No. 12 to 15 of the Notes on Accounts.

FOR AND ON BEHALF OF THE BOARD

Sd/-

PAVAN G. MORARKA

Chairman & Managing Director

Mumbai: 24th June, 2011

ANNEXURE II TO DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2011

VOLUNTARY REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the system by which Companies are directed and controlled by the management in the best interest of the Shareholders and others; ensuring greater transparency and better and timely financial reporting. Corporate Governance therefore generates long term economic value for its Shareholders.

Your Company believes that the implementation of Corporate Governance principles generates public confidence in the corporate system. With this belief, your Company has initiated significant measures for compliance with Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

W.H. Brady & Co Limited ("the Company") is committed to adhere to the corporate governance code as prescribed by the SEBI and Stock Exchange and has accordingly implemented various aspects of the code.

To implement the Corporate Governance practice, the Company has a well defined policy consisting of the following:

- Ensure that the Quality and frequency of Financial and Managerial Information's, which the Management shares with the Board, fully placed before the Board Members in control of the Company's affairs.
- Ensure that the Board exercises its Fiduciary responsibilities towards Shareowners and Creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committees thereof.
- Ensure that the Board, the Management, the Employees and all the other stakeholders are fully committed to maximizing long-term value to the shareowners and to the Company.
- Ensure that the core values of the Company are protected.

BOARD OF DIRECTORS:

The details of composition of the Board, category, attendance of Directors at Board Meetings during the financial year and last Annual General Meeting, number of other Directorships and other Committee Memberships are given below:

Name of Director	Category	Date of Appointment	No. of Board Meetings attended	Attendance at last AGM
Mr. Pavan G. Morarka	CMD	14.01.1982	6	YES
Mr. Kaushik D. Shah	Director	23.06.1984	6	YES
Mr. Pinaki Misra	Director	23.06.1984	3	YES
Mr. Prakash Mehta	Director	19.05.1994	4	NO

CMD stands for Chairman and Managing Director.

During the financial year ended March 31, 2011, 6 [SIX] Board meetings were held on 30.04.2010, 31.05.2010, 31.07.2010, 18.09.2010, 28.10.2010 and 12.02.2011.

INFORMATION SUPPLIED TO THE BOARD:

The Board has complete access to all information with the Company & to any of the employee of the Company. The Board is provided with all the relevant information on the important matters affecting the working of the Company as well as the related details required deliberations by the members of the board.

Among others, this includes:

- Annual operating plans, capital budgets and updates.
- Quarterly results of the Company and its operating divisions.
- Minutes of meeting of audit committee and other committees.
- Information on recruitment and remuneration of senior officers just below the board level.
- General notices of interests.
- Materially important show cause, demand, prosecution and penalty notices.

- Fatal or serious accidents or dangerous occurrences.
- Details of any joint venture or collaboration agreement.
- Sale of material nature of investments, subsidiaries, assets which is not in the normal course of business.
- Foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement.
- Any materially significant effluent or pollution problem.
- Any issue which involves possible public or product liability claims of a substantial nature.
- Significant development in the human resource and industrial relations fronts.
- Legal compliances reporting system.

The Board is routinely presented with all information under the above heads whenever applicable and materially significant.

GENERAL SHAREHOLDERS INFORMATION:

ANNUAL GENERAL MEETING	: 98th Annual General Meeting.
DAY & DATE	: August 12, 2011.
TIME	: 12.15 P.M.
VENUE	: Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House 6th Floor, 12, K Dubash Marg, Fort, Mumbai - 400 001

DATE OF BOOK CLOSURE: 09/08/2011 to 12/08/2011 [Both days inclusive].

SHARE TRANSFER SYSTEM:

Share Transfer Requests are received at the registered office of the Company as well as directly at RTA's office. RTA does the verification and processing of documents. In order to comply with the requirement of SEBI circular Nos. SMD/POLICY/CIR-10/02 dated May 7, 2002 to effect transfer of shares within one month, the RTA has been authorised to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals. The share certificates duly endorsed for transfer are returned to shareholders within stipulated time of 30 days.

REGISTRAR AND SHARE TRANSFER AGENT:**M/S. BIGSHARE SERVICES PRIVATE LIMITED**

Unit : [W. H. BRADY & COMPANY LIMITED]
E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri [East], MUMBAI - 400 072.
Tel: 022 2847 0652 / 4043 0200
Email: info@bigshareonline.com

LISTING:

The Bombay Stock Exchange Limited, Mumbai.

STOCK CODE OF THE COMPANY:

The Bombay Stock Exchange Limited, Mumbai
Scrip Name: W. H. BRADY & COMPANY LIMITED
Scrip Code: 501391.

Electronic Mode: INE855A01019.

DEPOSITORY CONNECTIVITY: NSDL and CDSL.

ISIN NO. FOR THE COMPANY'S SECURITY: INE855A01019.

DEMATERIALISATION OF SHARES:

As on March 31, 2011, 554480 Shares representing 21.74% of total Equity Shares were held in dematerialised form with NSDL and CDSL.

Member can hold shares in electronic form and trade the same in Depository System. However, they can hold the same in physical form also.

GENERAL BODY MEETINGS:

The last three Annual General Meetings were held as under:

Financial Year ended	Date	Time	Venue
31.03.2008	30.08.2008	12.15 P.M.	Maharashtra Chamber of Commerce Trust, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001.
31.03.2009	19.09.2009	12.15 P.M.	– As above –
31.03.2010	18.09.2010	11.45 A.M.	– As above –

All the matters as set out in the respective notices were passed by the Shareholders. No special resolution was required to be put through postal ballot last year.

MEANS OF COMMUNICATION:

Quarterly results are published in prominent daily newspapers.

The Company has its own website and all the vital information relating to the Company and its products are displayed on the web site. Address of the website is www.bradys.in

SHAREHOLDING PATTERN AS ON MARCH 31, 2011:

Category	No. Of shares held	% of shareholding
Promoters	2086040	81.81
Private Bodies Corporate	65849	2.58
Indian Public	362413	14.22
NRI/OCBs	35698	1.39
Total	2550000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2011:

No. of Equity Shares held	No. of Shareholders	Share Amount	% of Equity Capital
Upto 5000	1232	11,80,730	4.63
5001-10000	72	5,25,190	2.06
10001-20000	32	4,66,440	1.83
20001-30000	9	2,14,140	0.84
30001-40000	8	2,76,930	1.08
40001-50000	3	1,43,070	0.56
50001-100000	10	7,99,820	3.14
100001 & above	13	2,18,93,680	85.86
Total	1379	2,55,00,000	100.00

ADDRESS FOR CORRESPONDENCE:

Mrs. Anjali Padhye

Company Secretary

W. H. BRADY & COMPANY LIMITED

12-14, Veer Nariman Road,

Fort, Mumbai - 400 001

E-mail: companysecretary@bradys.in

Telephone No. 22048361-5

SECRETARIAL COMPLIANCE CERTIFICATE**COMPANY NO. 11-000367****AUTHORISED SHARE CAPITAL: RS. 5,00,00,000/-****PAID UP SHARE CAPITAL: RS. 2,55,00,000/-**

The Members,

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

Brady House,

12/14, Veer Nariman Road,

MUMBAI - 400 001.

We 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 there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ended on **MARCH 31, 2011**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company and its officers, We 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 there under 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 wherever 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 30.04.2010, 31.05.2010, 31.07.2010, 18.09.2010, 28.10.2010 and 12.02.2011 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 18th September, 2010 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 has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. Relative of Director has been appointed within the purview of Section 314 of the Act, and necessary compliances of the Act were made.
12. The Company has issued duplicate Share certificates during the financial year and necessary compliances of the Act were made.
13. The Company has:
 - i. delivered all the certificates on allotment of Shares in accordance with the provisions of the Companies Act, 1956.
 - ii. transferred the dividend to a separate account within the stipulated period of five days.
 - iii. duly complied with the requirements of Section 217 of the Act.
 - iv. other clauses are not applicable.
14. The Board of Directors of the Company is duly constituted.
15. During the year under scrutiny, Chairman and Managing Director was re-appointed and necessary compliances of the act were made.
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 Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued 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 review.
22. There were no transactions necessitating the Company to keep in abeyance the rights of dividend, right 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 293 (1) (d) of the Act.
25. The Company has complied with the provisions of 372A of the Act.
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 Objects 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 no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
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.

For GMJ & Associates

Company Secretaries

Sd/-

Mansi Damania

Partner

ACS: 22670, COP: 8120

Place: Mumbai.

Date: 24.06.2011

ANNEXURE - 'A' TO THE SECRETARIAL COMPLIANCE CERTIFICATE

Name 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	Register of Contracts
6.	303	Register of Directors
7.	125	Register of Charge
8.	307	Register of Directors' 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.	09.11.2010	Yes	No
2.	Balance Sheet U/s. 210.	05.10.2010	Yes	No
3.	Secretarial Compliance Certificate U/s. 383A.	26.09.2010	Yes	No
4.	Form 32 u/s.257, 260	14.02.2011	Yes	No
5.	Form 8 u/s. 125	09.03.2011	Yes	No
6.	Form 8 u/s. 125	08.11.2010	No	Yes
7.	Form 23 u/s. 192	21.09.2010	Yes	No
8.	Form 25C u/s. 269 and Sch. XIII	31.07.2010	Yes	No

For GMJ & Associates

Company Secretaries

Sd/-

Mansi Damania

Partner

ACS: 22670, COP: 8120

Place: Mumbai.

Date: 24.06.2011

AUDITORS' REPORT

To the members of W. H. Brady & Co. Ltd.

- (1) We have audited the attached Balance Sheet of W. H. Brady & Co. Ltd. as at 31st March 2011, the Profit & Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these Financial Statements based on our audit.
- (2) We conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditor's Report) Order 2003 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 as amended upto date we enclose in the annexure a statement on matters specified therein.
- (4) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit.
- (5) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
- (6) The Balance Sheet and Profit & Loss Account dealt with by this Report are in agreement with the books of accounts.
- (7) In our opinion the Profit & Loss Account and Balance Sheet dealt with by this report comply with the Accounting Standards as required under Section 211(3C) of the Companies Act, 1956.
- (8) On the basis of written representations received from the Directors, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2011 from being appointed as Directors in terms of Clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
- (9) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read with notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011
 - (ii) in the case of the Profit & Loss Account, of the profit for the year ended on that date, and
 - (iii) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

FOR AND ON BEHALF OF
C. L. DALAL & CO.,
CHARTERED ACCOUNTANTS

Sd/-
(R. C. JAIN)
PARTNER

Membership No.5180
Firm Regn.No.102026W

Mumbai : 24th June, 2011.

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in paragraph 3 of the Auditors' Report to the members of W.H. BRADY & CO. LTD. on the accounts for the year ended 31st March, 2011.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) All the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed off any major part of Plant & Machinery that would affect the going concern status of the Company.
- (ii) (a) The Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventories. The discrepancies noticed on verification between physical stock and book stock were not material.
- (iii) (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act, except interest bearing unsecured loan to its subsidiary company of Rs.237.60 lacs.
- (b) The rate of interest and other terms and conditions of the above in our opinion, are prima facie not prejudicial to the interest of the Company.
- (c) There are no stipulations as to repayment of loan and interest
- (d) As there are no stipulations as to repayment of the loan, the requirement of clause (iii) (2) of para 4 is not applicable.
- (e) The Company has not taken any unsecured loan from persons listed in the Register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act, have been entered in the register required to be maintained under that section, and
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements in respect of its subsidiary company during the year have been made at prices based on the policy laid down and mutually agreed upon for marketing of its products as in past. However, the reasonableness of such prices cannot be evaluated having regard to prevailing market rates at the relevant time. Regarding the transactions for reimbursement of expenses to the subsidiary the reasonableness of the prices cannot be evaluated having regard to prevailing market rates as no such transactions have been entered with other parties.
- (vi) According to the information and explanations given to us the Company has not accepted deposits from the public and hence, the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Act, and the rules framed there under, are not applicable to the Company.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) Maintenance of cost record under section 209(1)(d) of the Companies act, 1956 is not applicable to the Company.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales Tax, Wealth tax, Service Tax, Custom duty, Excise duty, Cess and any other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess were in arrears, as at March 31, 2011 for a period of more than six months from the date they became payable.

- (c) On the basis of our examination of the documents and records, disputed dues outstanding of Income-Tax/ Sales Tax/ Wealth Tax/ Service Tax/ Custom duty/ Excise duty / Cess which have not been deposited with the appropriate authorities are as under:

Name of the Statute	Rs. In Lacs	Forum where disputes pending
Income Tax Act	8.93	Appeal order effect pending before Assessing Officer.
	13.43	2nd Appeal pending hearing with ITAT.
	<u>22.36</u>	
Sales Tax Act	1.68	Before Sales Tax Authority, Kolkata
	4.93	Before 1st Appellate Authority, Kolkata
	2.47	Before Sales Tax Appellate Tribunal, Kolkata
Total	<u>9.08</u>	

- (x) In our opinion the Company has no accumulated losses and the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year also.
- (xi) In our opinion, and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) In our opinion the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence, maintenance of records is not applicable.
- (xiii) In our opinion, the Company is not a chit fund or nidhimutual benefit fund / society and therefore, the provisions of clause 4(xiii) of the Order are not applicable to the company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other securities and accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the company.
- (xv) In our opinion, the Company has not given guarantees for loans taken by others.
- (xvi) In our opinion, the term loan raised during the year has been applied for the purpose for which the same was obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanation given to us, the company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under Section 301 of the Act and therefore, the provisions of clause 4(xviii) of the Order are not applicable to the Company.
- (xix) According to the information and explanations given to us, the Company has not issued any debenture and therefore, the provisions of clause 4(xix) of the Order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the provisions of clause 4(xx) of the Order with regard to end use of money raised on public issues are not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under review.

FOR AND ON BEHALF OF
C. L. DALAL & CO.,
 CHARTERED ACCOUNTANTS

Sd/-
(R. C. JAIN)
 PARTNER

Membership No.5180

Firm Regn.No.102026W

Mumbai : 24th June, 2011.

BALANCE SHEET AS AT 31ST MARCH, 2011

			As at 31-03-2011 RUPEES	As at 31-3-2010 RUPEES
	SCHEDULE	RUPEES		
I. SOURCES OF FUNDS:				
1. SHAREHOLDERS' FUNDS				
(a) SHARE CAPITAL	A	2,55,00,000		2,55,00,000
(b) RESERVES & SURPLUS	B	48,35,32,227	50,90,32,227	49,58,70,571
				52,13,70,571
2. LOAN FUNDS				
(a) SECURED LOANS	C	7,35,69,727		5,32,83,119
(b) UNSECURED LOANS	D	4,22,45,996	11,58,15,723	3,95,76,396
				9,28,59,515
TOTAL			62,48,47,950	61,42,30,086
II. APPLICATION OF FUNDS:				
1. FIXED ASSETS				
(a) Gross Block	E	67,98,67,338		64,64,46,102
(b) Less :- Depreciation		18,09,00,658		15,42,31,184
(c) Net Block		49,89,66,680		49,22,14,918
(d) Capital Work in progress		37,65,764	50,27,32,444	2,13,87,710
				51,36,02,628
2. INVESTMENTS	F		44,28,368	44,72,216
3. CURRENT ASSETS LOANS & ADVANCES	G			
(a) Current Assets				
(i) Inventory		66,38,378		82,65,234
(ii) Sundry Debtors		3,82,26,660		2,83,13,449
(iii) Cash & Bank Balances		37,56,645		36,80,518
(b) Loans & Advances		9,82,77,603		9,28,70,841
		14,68,99,286		13,31,30,042
4. LESS: CURRENT LIABILITIES AND PROVISIONS	H	2,97,27,865		3,77,64,381
Net Current Assets			11,71,71,421	9,53,65,661
5. DEFERRED TAX ASSET (NET)				
Refer Note No. 9 of part B of Schedule P)			5,15,717	7,89,581
TOTAL			62,48,47,950	61,42,30,086
NOTES FORMING PART OF ACCOUNTS	P			

The above Balance Sheet, Schedules & relevant notes are authenticated by us

As per our attached Report of even date
 For and on behalf of
C. L. DALAL & CO.
 Chartered Accountants

For and on behalf of the Board

Pavan G. Morarka Chairman & Managing Director

R. C. JAIN
 Partner

K.D.Shah Director

Mumbai : 24th June, 2011

Mumbai : 24th June, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	SCHEDULE	Rupees	2010-11 Rupees	2009-10 Rupees
INCOME:				
Sales	I		10,70,75,155	7,74,66,765
Other Income	J		8,43,51,032	7,76,52,041
TOTAL			19,14,26,187	15,51,18,806
EXPENDITURE:				
Cost of Trading Sales	K		8,89,33,330	6,81,00,582
Payments to and Provisions for Employees	L		1,80,64,130	1,46,92,267
Other Expenses	M		5,26,37,618	3,54,78,012
Interest	N		85,82,321	44,95,692
Depreciation		2,73,68,447		2,82,53,593
Less: Transferred from Revaluation Reserve		2,20,52,487		2,32,13,144
TOTAL			53,15,960	50,40,449
			17,35,33,359	12,78,07,002
PROFIT / (LOSS) BEFORE TAX			1,78,92,828	2,73,11,804
Provision For Taxation :				
Income Tax			32,85,000	44,75,000
Wealth Tax			35,800	29,500
Deferred Tax			2,73,864	2,36,854
Profit / (Loss) After tax			1,42,98,164	2,25,70,450
Add/(Less):				
Prior Years' Adjustments (Net)	O		(2,69,364)	1,58,312
Short Provision of Income Tax for earlier Years			(5,56,461)	-
Excess Provision of FBT for earlier Years			2,39,432	-
Balance brought forward from the previous year			4,92,57,405	3,17,40,837
Amount Available for Appropriation			6,29,69,176	5,44,69,599
Less :				
Proposed Dividend			38,25,000	38,25,000
Tax on Proposed Dividend			1,72,628	1,87,194
Transfer to General Reserve			8,00,000	12,00,000
Balance Carried to Balance Sheet			5,81,71,548	4,92,57,405
Earning per Share				
- Basic & Diluted			5.61	8.85
Nominal value for equity share			10.00	10.00
(Refer Note No. 8 of part B of Schedule - P)				
NOTES FORMING PART OF ACCOUNTS	P			

The above Profit & Loss Account, Schedules & relevant notes are authenticated by us

As per our attached Report of even date
For and on behalf of
C. L. DALAL & CO.
Chartered Accountants

For and on behalf of the Board

Pavan G. Morarka Chairman & Managing Director

R. C. JAIN
Partner

K.D.Shah Director

Mumbai : 24th June, 2011

Mumbai : 24th June, 2011

**SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2011 AND PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011**

	Rupees	31-03-2011 Rupees	31-3-2010 Rupees
SCHEDULE 'A'			
SHARE CAPITAL			
Authorised:			
5000000 Equity shares of Rs.10/- each		5,00,00,000	5,00,00,000
Issued and Subscribed:			
2550000 Equity shares of Rs.10/- each fully paid		2,55,00,000	2,55,00,000
(of the above shares 1810000 equity shares of Rs.10/- each were allotted as fully paid bonus shares by capitalisation out of profit & loss account, and reserves in earlier years.			
TOTAL		2,55,00,000	2,55,00,000
SCHEDULE 'B'			
RESERVES & SURPLUS			
Revaluation Reserve:			
Balance as per last Balance Sheet	44,11,13,166		46,43,26,310
Less: Transferred to Profit & Loss Account	2,20,52,487		2,32,13,144
		41,90,60,679	44,11,13,166
General Reserve:			
Balance as per last Balance Sheet	55,00,000		43,00,000
Set aside during the year	8,00,000		12,00,000
		63,00,000	55,00,000
Profit & Loss Account		5,81,71,548	4,92,57,405
TOTAL		48,35,32,227	49,58,70,571

	Rupees	31-03-2011 Rupees	31-3-2010 Rupees
SCHEDULE 'C'			
SECURED LOANS:			
From Banks:			
TERM LOANS:			
Secured by extension of First Charge by Equitable mortgage by deposit of title deeds of the Company's property at Mumbai and further secured by personal guarantee of the company's Chairman & Managing Director Mr.Pavan G Morarka (Limit sanctioned Rs.200 Lacs). Repayable over a period of 84 months' in equal installments commencing from 1st September, 2007, covering the principal amount and interest as stipulated.		1,23,24,029	1,48,80,442
Secured by First Charge by Equitable mortgage of Flat on ownership basis in Co-op. Housing Society and further secured by personal guarantee of the Company's Chairman & Managing Director, Mr. Pavan G. Morarka (limit sanctioned Rs.50 lacs). Repayable over a period of 84 months from the date of disbursement in monthly instalments covering the principal amount and interest.		28,60,823	34,67,281
Secured by extension of 1st Pari Pasu charge by way of Equitable mortgage on the Company's property at Mumbai and further secured by personal guarantee of the company's Chairman & Managing Director Mr.Pavan G Morarka (Limit sanctioned Rs.275 Lacs). Repayable over a period of 16 quarterly equal installments commencing from 15th October, 2010, covering the principal amount and interest is payable monthly with yearly rests.		2,40,29,764	1,87,20,596
Secured by extension of 1st Pari Pasu charge by way of Equitable mortgage on the Company's property at Mumbai and further secured by personal guarantee of the company's Chairman & Managing Director Mr.Pavan G Morarka (Limit sanctioned Rs.100 Lacs). Repayable over a period of 16 quarterly equal installments commencing from 2nd November, 2011, covering the principal amount and interest is payable monthly with yearly rests.		99,93,919	-
CASH CREDIT (Secured by hypothecation of all the stocks, book debts and movable machinery) (The above Cash Credit alongwith the other facilities of inland / foreign letter of credit and Guarantees aggregating to Rs.430 lacs (Previous year Rs.380 lacs) are further secured by way of deposit of title deeds in respect of ownership premises at Ahmedabad, residual charge of the company's property at Mumbai and the personal guarantee of Company's Chairman & Managing Director, Mr.Pavan G.Morarka)		2,30,95,836	1,47,57,088
OTHERS			
Secured by Hypothecation of Vehicles		12,65,356	14,57,712
TOTAL		7,35,69,727	5,32,83,119
SCHEDULE 'D'			
UNSECURED LOANS:			
DEPOSITS FROM:			
(i) Tenants	4,17,20,996		3,90,56,396
(ii) Dealers	5,25,000		5,20,000
TOTAL		4,22,45,996	3,95,76,396
		4,22,45,996	3,95,76,396

**SCHEDULE 'E'
FIXED ASSETS**

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 1-4-2010	ADDITIONS	DEDUCTIONS	AS AT 31-3-2011	AS AT 1-4-2010	FOR THE YEAR	Depn. As on 31-3-2011	AS AT 31-3-2011
	RUPEES	RUPEES	RUPEES	RUPEES	RUPEES	RUPEES	RUPEES	RUPEES
Building on Leasehold Land	61,20,35,386	93,24,985	-	62,13,60,371	13,88,40,570	2,36,99,340	16,25,39,910	45,88,20,461
Residential Flat	63,93,114	-	-	63,93,114	9,57,620	2,71,775	12,29,395	51,63,719
Bungalow at Ahmedabad	48,648	-	-	48,648	47,940	35	47,975	673
Ownership Office Premises	33,90,039	-	-	33,90,039	17,91,209	79,941	18,71,150	15,18,889
Furniture & Fittings	68,12,244	2,05,61,358	4,845	2,73,68,757	27,30,578	10,60,941	37,86,972	2,35,81,785
Electrical Installations	10,61,317	14,00,226	24,293	24,37,250	5,99,709	1,17,596	7,10,579	17,26,670
Air Conditioning Machines	9,26,319	6,69,742	-	15,96,061	4,23,245	1,15,062	5,38,307	10,57,753
Office Equipments	10,30,857	7,48,426	1,95,854	15,83,429	5,36,291	1,21,949	1,30,563	10,55,751
Vehicles	1,22,98,966	17,41,279	8,87,611	1,31,52,634	65,58,452	16,12,232	5,56,517	55,38,467
Tools & Equipments	59,997	-	619	59,378	39,043	2,915	41,339	18,039
Computers Installations	23,89,215	88,443	-	24,77,658	17,06,527	2,86,660	19,93,187	4,84,471
TOTAL	64,64,46,102	3,45,34,458	11,13,222	67,98,67,338	15,42,31,184	2,73,68,447	18,09,00,658	49,89,66,680
Capital Work in Progress								
Office Renovation	2,13,87,710	1,45,22,004	3,59,09,714	-	-	-	-	2,13,87,710
Structural Repairs	-	1,04,31,581	68,02,314	36,29,267	-	-	-	36,29,267
Website Development	-	1,36,497	-	1,36,497	-	-	-	1,36,497
TOTAL	2,13,87,710	2,50,90,082	4,27,12,028	37,65,764	-	-	-	37,65,764
GRAND TOTAL	66,78,33,812	5,96,24,540	4,38,25,250	68,36,33,102	15,42,31,184	2,73,68,447	18,09,00,658	50,27,32,444
PREVIOUS YEAR	64,88,95,035	2,67,26,090	77,87,313	66,78,33,812	12,77,43,587	2,82,53,593	15,42,31,184	51,36,02,628

- NOTES**
- During the financial year 2006-07, Building on Lease Hold Land at Mumbai was revalued at Rs 61,00,00,000/- against value of Rs 12,83,27,319/- on the basis of revaluation report dated 01-11-2006 from Registered valuer & Revaluation reserve of Rs 48,16,72,681/- was created for the increase in value of the Building.
 - Residential flat is on ownership basis in a co-operative Housing Society including cost of 5 Shares of Rs.50/- each aggregating to Rs.250/- for which certificate is still awaited.
 - Depreciation on Building includes Depreciation as relatable to increase on account of revaluation Rs.2,20,52,487/- (Previous year Rs.2,32,13,144/-) is charged to Revaluation Reserve.
 - Deductions from Capital Work in Progress represents transfer to relative Fixed Assets / Expenses on Completion / Installation.

	Rupees	31-03-2011 Rupees	31-3-2010 Rupees
SCHEDULE 'F'			
INVESTMENTS (LONG TERM):			
OTHER INVESTMENTS:			
UNQUOTED (Non Trade):			
A (i) IN FULLY PAID-UP EQUITY SHARES			
5735 Shares of Rs.12.50/- each of The Ganesh Flour Mills Co.Ltd.		1	1
40000 Shares(incl 30000 Bonus shares) of Rs.10/- each of Brady Services Private Ltd.		1,00,000	1,00,000
30000 Shares of Rs.10/- each of Brady Air Ltd.(Formerly known as Brady Satlink Ltd)		3,00,000	3,00,000
2500 Shares of Rs.10/- each of Brady Telesoft Pvt. Ltd.		25,000	25,000
50000 Shares of Rs.10/- each of Brady Futures Pvt. Ltd.		5,00,000	5,00,000
13260 Shares of Rs.10/- each of G. Claridge & Co. Ltd.		2,74,040	2,74,040
VALUE OF UNQUOTED INVESTMENTS (A)		11,99,041	11,99,041
QUOTED:			
B. (i) IN FULLY PAID-UP EQUITY SHARES (Trade)			
10 Shares of Rs.10/- each of Kothari Sugar & Allied Industries Ltd.		100	100
5000 Shares of Rs.10/- each of Industrial Investment Trust Ltd.		3,37,500	3,37,500
3500 Shares of Rs.10/- each of Bank of Baroda		2,97,500	2,97,500
		6,35,100	6,35,100
(ii) IN FULLY PAID-UP EQUITY SHARES OF SUBSIDIARY COMPANY (Trade)			
1798151 Shares (previous year 1815690 shares) of Rs.10/- each of Brady & Morris Engineering Co. Ltd.		25,94,227	26,38,075
VALUE OF QUOTED INVESTMENTS (B)		32,29,327	32,73,175
TOTAL (A + B)		44,28,368	44,72,216
Market Value of Quoted Investments		15,82,98,881	15,50,47,335

	Rupees	31-03-2011 Rupees	31-3-2010 Rupees
SCHEDULE 'G'			
CURRENT ASSETS, LOANS AND ADVANCES			
(A) CURRENT ASSETS:			
1. Stock in Trade (including in transit)			
(Certified by the Management)			
(a) Trading Goods	65,85,878		74,13,134
(b) Goods in Transit	52,500		94,631
(c) Trading Stock in Process	-		7,57,469
		66,38,378	82,65,234
2. Sundry Debtors:			
(Unsecured-considered good unless otherwise stated)			
(i) exceeding six months	68,86,271		89,33,255
(ii) Other Debts	3,13,40,389		1,93,80,194
		3,82,26,660	2,83,13,449
3. Cash and Bank Balances:			
(i) Cash on hand	1,26,178		1,11,107
(ii) Bank Balances			
With Scheduled Banks			
(a) On Current account	20,61,593		24,14,690
(including Dividend account Rs. 3,32,702/- Previous year Rs.1,30,195/-)			
(b) On Fixed Deposit Account	15,22,948		11,49,299
Interest accrued but not due	45,926		5,422
	15,68,874		11,54,721
		37,56,645	36,80,518
(B) LOANS AND ADVANCES:			
(Considered Good, unless otherwise stated)			
Loan-due by Subsidiary Company	2,37,60,000		2,37,60,000
ADVANCES:			
Advances Recoverable in Cash or in kind or for value to be received:	6,29,29,824		5,52,76,600
(including Rs.5,91,91,906/- Due from subsidiary company previous year Rs.5,03,88,902/-)			
Advance Payment of Tax etc	97,68,900		1,03,41,033
Advance Payment of FBT	-		18,93,404
Deposits	18,18,879		15,99,804
		9,82,77,603	9,28,70,841
TOTAL		14,68,99,286	13,31,30,042

	Rupees	31-03-2011 Rupees	31-3-2010 Rupees
SCHEDULE 'H'			
CURRENT LIABILITIES AND PROVISIONS:			
(A) CURRENT LIABILITIES:			
Sundry Creditors: (see note B -11 of Schedule 'P')	1,27,53,778		1,96,32,997
Unclaimed Dividends	3,32,702		1,30,196
	1,30,86,480		1,97,63,193
Advances from Customers	34,07,244		38,71,037
		1,64,93,724	2,36,34,230
(B) PROVISIONS			
For Accrued Privilege Leave	10,22,278		7,20,023
For Taxation (including wealth tax)	82,14,235		74,22,935
For Fringe Benefit tax	-		19,75,000
Proposed Dividend	38,25,000		38,25,000
Tax on Proposed Dividend	1,72,628		1,87,194
		1,32,34,141	1,41,30,152
TOTAL		2,97,27,865	3,77,64,382

	Rupees	2010-2011 Rupees	2009-2010 Rupees
SCHEDULE 'I'			
SALES / INSTALLATION CONTRACT RECEIPTS			
Trading Sales (including service income Rs.10,76,934/-Previous year Rs.4,58,035/-) (Tax deducted at source Rs.46,998/-Previous year Rs.55,009/-)		10,15,23,136	7,74,66,765
Installation Contract Receipts (after debiting Rs. 72,052/- in respect of loss on foreign exchange previous year Rs. NIL)		55,52,019	-
TOTAL		10,70,75,155	7,74,66,765
SCHEDULE 'J'			
OTHER INCOME			
Commission(Gross) (Tax deducted at source Rs.4,06,140/- Previous year Rs.2,07,660/-)		36,07,703	9,90,542
Dividend from Investments (Gross)		29,22,304	28,30,035
Rent/Licence Fees(Gross) (Tax deducted at source Rs.14,41,276/- Previous year Rs.27,59,048/-)		6,18,35,680	5,90,93,150
Compensation for Maintenance & Service Charges(Gross) (Tax deducted at source Rs.12,59,291/- Previous year Rs.1,41,507/-)		1,02,54,108	95,17,008
Interest Received (Gross) (Tax deducted at source Rs.1,99,527/- Previous Year Rs.4,49,002/-) From:			
(a) Customers	622		714
(b) Bank F.D.	89,385		1,63,007
(c) Interest on Income Tax Refund	1,69,805		-
(d) Subsidiary Co.	19,00,800		19,00,800
		21,60,612	20,64,521
Credit Balances written back		2,49,097	385
Bad Debts Recovered		20,740	13,021
Profit on sale of Investment		19,08,878	594
Service Income (Gross tax deducted at source Rs.82,730/- Previous year Rs. 1,64,307/-)		11,23,232	31,14,440
Miscellaneous Income		2,68,678	28,345
TOTAL		8,43,51,032	7,76,52,041
Note : Dividend from Investments in Companies are as under :			
(a) Trade Investments in Subsidiary Company		27,22,304	27,23,535
(b) Other Trade Investments		60,000	36,500
(c) Non Trade Investments		1,40,000	70,000
TOTAL		29,22,304	28,30,035

	Rupees	2010-2011 Rupees	2009-2010 Rupees
SCHEDULE 'K'			
COST OF TRADING SALES/RAW MATERIALS CONSUMED/SOLD/ EXPENDITURE ON INSTALLATION CONTRACTS			
A) COST OF TRADING SALES			
Opening Stock		81,70,604	76,31,271
Purchases (including service expenses Rs.13,37,100/-Previous year Rs.7,66,208/-) (after crediting Rs.58,544/- In respect of foreign exchange previous year Rs.63,131/-)		8,50,70,277	6,86,39,914
Expenditure on Installation Contracts			
Cost of Material	7,31,041		-
Subcontractor charges	15,47,286	22,78,327	-
		9,55,19,208	7,62,71,185
Less: Closing Stock			
Trading Stock	65,85,878		74,13,134
Goods in Transit	-		7,57,469
		65,85,878	81,70,603
TOTAL		8,89,33,330	6,81,00,582
SCHEDULE 'L'			
PAYMENT TO AND PROVISIONS FOR EMPLOYEES			
Salaries, Wages & Bonus (Including Rs. 3,02,255/-for Accrued Privilege Leave, Previous year Rs. NIL)		1,61,19,226	1,33,20,813
Contribution to Provident Fund and Other Funds		12,60,852	8,12,553
Staff Welfare Expenses		6,84,052	5,58,902
TOTAL		1,80,64,130	1,46,92,267

	Rupees	2010-2011 Rupees	2009-2010 Rupees
SCHEDULE 'M'			
OTHER EXPENSES:			
Repairs to Buildings (Net of Recovery)		1,46,86,052	54,12,725
Repairs & Maintenance -Others		97,79,254	10,72,562
Rent		6,94,944	6,40,667
Rates & Taxes		63,012	1,06,398
Insurance		1,48,319	2,22,953
Commission & Discount (paid to subsidiary company Rs. 9,85,438/- Previous year Rs.6,82,657/-)		18,69,798	11,71,408
Sales Promotion/Development Expenses		7,09,947	1,39,813
Directors' Fees		97,500	87,500
Directors' Travelling Expenses		42,90,715	75,43,572
Travelling Expenses-others		40,66,711	45,65,829
Legal & Professional Fees		19,26,835	23,80,744
Auditors' Remuneration:			
Audit Fees (inclusive of out of Pocket expenses)	2,50,000		2,00,000
Other Services etc.	58,250		77,000
		3,08,250	2,77,000
Donation		650	2,02,050
Telephone Expenses		12,02,000	15,80,078
Packing & Forwarding Charges (Net)		17,27,703	14,96,077
Miscellaneous Expenses		71,71,803	61,08,327
Electricity Expenses (Net)		7,67,688	9,50,192
Bad Debts & Sundry balances written off		18,68,639	97
General Expenses		7,98,236	7,18,984
Loss on Fixed Assets Sold / Discarded		2,99,140	1,75,667
Seminar / Exhibition Expenses		19,112	6,25,370
Sales Tax / VAT		1,41,310	-
	TOTAL	5,26,37,618	3,54,78,012
Notes 1) : Auditors' Remuneration for other Services etc. comprise of :			
Taxation matters		15,000	32,500
Tax Audit fees		7,500	7,500
Certification work & other services		35,750	37,000
	TOTAL	58,250	77,000
2) Retainership Expenses		7,92,000	846,300
3) Sales Tax / VAT includes			
(a) Interest		13,596	-
(b) Penalty		16,484	-

	2010-2011 Rupees	2009-2010 Rupees
SCHEDULE 'N'		
INTEREST		
Term Loans	57,29,946	31,53,124
Others	28,52,375	13,42,568
TOTAL	85,82,321	44,95,692
Interest -Others include:		
(a) On Vehicle Loans	1,58,503	3,10,653
(b) On Dealership Deposits	42,533	40,162
(c) On Service Tax	4,021	-
(d) On others	17,809	-
TOTAL	2,22,866	3,50,815
SCHEDULE 'O'		
PRIOR PERIOD ADJUSTMENTS (NET)		
Credit		
Vat set-off wrongly adjusted in purchase written back	-	74,552
Excess provision for accrued privilege leave written back	-	1,08,006
Sales Return wrongly recorded in previous year written back	-	1,34,640
Excess provision of Expenses written back	-	9,580
Prior year income (net)	67,994	3,606
	67,994	3,30,384
Debit		
Excess Provision of Income in earlier years written off	-	72,243
Short Provision of Expenses	3,37,358	99,829
	3,37,358	1,72,072
TOTAL	2,69,364	(1,58,312)

SCHEDULE 'P'**NOTES ON ACCOUNTS 31.03.2011****A) SIGNIFICANT ACCOUNTING POLICIES:****1. ACCOUNTING CONCEPTS**

The Company follows the Mercantile System of Accounting and the accounts have been prepared on historical cost convention. The Financial Statements are prepared in accordance with the accounting standards specified in the Companies(Accounting Standards)Rules, 2006 notified by the Central Government in term of section211(3C) of the Companies Act,1956.

2. FIXED ASSETS AND DEPRECIATION:

- a. Fixed Assets are stated at cost except Brady House at Mumbai, which is revalued on the basis of the market value as at 1st November 2006 as certified by an approved valuer. Interest paid on loans taken for acquisition of Fixed Assets is capitalized upto the date of installation / put to use.
- b. Depreciation is provided on Written down Value Method at the rates prescribed under Schedule XIV to the Companies Act, 1956 as amended. As stated in Note 3 to Schedule E, depreciation relating to increase in the value of Brady House on account of revaluation is not charged to Profit & Loss Account but charged to Revaluation Reserve.

3. FOREIGN CURRENCY TRANSACTIONS:

All assets and liabilities remaining unsettled at the year-end are translated at the closing exchange rate. Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the relevant head of the Profit & Loss account except in case where they relate to acquisition of Fixed Assets in which case they are adjusted in the carrying cost of such assets/capital work in progress and the relevant loan account.

4. INVESTMENTS:

- a. Quoted Investments are stated at book value based on market value as at 31.3.1995 as per practice followed. Investments acquired upto 31.3.1995 are stated at book value except in a case where shares are cancelled the same are taken at face value. and those acquired after 31.3.1995, at cost in conformity with Accounting Standard (AS) 13 "Accounting for Investments" issued by the Institute of Chartered Accountants of India.
- b. Unquoted Investments in the Shares which have no realizable value are stated at token value of Re.1 each by writing down the value of the Investments. However other Investments are stated at cost.

5. INVENTORIES:

These are valued as under:

- i. Finished goods
- ii. Trading Stock in Process
- iii. Stores, Spares and Loose Tools
- iv. Goods in transit
- v. Trading Goods

At lower of cost or net realizable value.

6. GRATUITY / RETIREMENT BENEFITS:

- a. Contribution for incremental liability of Gratuity to approved gratuity fund is accounted on the basis of actuarial valuation.
- b. The liability in respect of unavailed privilege leave of employees is accounted on the basis of Actuarial valuation Certificate.

7. CONTINGENT LIABILITIES

Contingent Liabilities are not provided for and are disclosed by way of Notes.

8. PROFIT OR LOSS ON INSTALLATION CONTRACTS:

This is accounted on completion of Contracts.

9. DEFERRED REVENUE EXPENDITURE

- (i) Compensation payable on closure of Units / Voluntary block retirement is charged to Profit & Loss Account in five equal annual installments.
- (ii) Expenditure incurred in connection with issue of bonus shares is charged to Profit & Loss account in the year in which it is incurred.

10. TAXES ON INCOME:

Tax on Income taxes are accounted for in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", AS (22) issued by The Institute of Chartered Accountants of India. Tax expenses comprise both, current & deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequences attributable to timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using enacted tax rates.

11. PROVISIONS & CONTINGENT LIABILITIES:

Provisions are recognized for present obligation of uncertain timing or amount as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not possible that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability, unless the probability of outflow or resources embodying economic benefits is remote.

Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain events are also disclosed as contingent liabilities unless the probability of outflow of resources embodying economic benefit is remote.

B) NOTES ON ACCOUNTS - 31.03.2011

1. Estimated amount of capital commitments not provided for in the accounts, net of advances aggregate to NIL (Previous year Rs. 6,56,250/-).
2. **The Company is contingently liable in respect of:**
 - a. Inland Guarantees sanctioned by Bank aggregating to Rs.1,50,00,000/- (Previous Year Rs.1,00,00,000/-). The outstanding amount is Rs.1,14,37,203/- (Previous year Rs. 88,29,076/-), and Inland Letter of Credit sanctioned by Bank aggregating to Rs.50,00,000/- (Previous year Rs.50,00,000/-) The Outstanding amount is Rs.5,02,177/- (Previous year Rs. 3,97,466/-) is secured by way of extension of charge on Stock, Book Debts, Hypothecation of Plant & Machinery and Properties as referred to in Schedule 'C' of the Balance Sheet under the heading of Cash Credit.
 - b. Claims against the Company by the Income Tax Department on completion of Income Tax Assessments for which appeals filed are pending not acknowledged as Debts Rs.22,35,332/- (Previous year Rs. 39,90,392/-) against which payment has been made of Rs.26,53,757/- (Previous year Rs.10,71,132/-).
 - c. Claims against the Company by the Sales Tax Department on completion of Sales Tax Assessment for which appeals have been filed, not acknowledged as debts Rs.9,07,558/- (Previous Year Rs. 9,09,031/-), against which payment of Rs.27,098/- (Previous year Rs.21,496/-) has been made.
 - d. Claims made by ex-employees of the Company and pending before the appropriate authorities in respect of dues, reinstatement, permanency etc. which are contested by the Company the liability whereof is indeterminate.
3. **Details of remuneration paid to Managing Director are as under.**

	2010-2011	2009-2010
	Rs.	Rs.
Salary	15,90,000	9,60,000
House Rent Allowance	2,85,000	2,40,000
Contribution to Provident Fund	1,90,800	1,15,200
Medical	1,09,160	—
Personal Accident Insurance	5,101	5,990
	21,80,061	13,21,190

4. The position as on 31.03.2011 in respect of 20000 Ordinary Shares of Shree Changdeo Sugar Mills Limited held as securities against the loan given by the Company, continues to be same as reported last year, in as much as the application made u/s 111 of the Companies Act, 1956, against the refusal to transfer the shares in the name of the Company by the said Company is not yet disposed off and the said Company has still not returned these shares on refusal of transfer.

5. MOVEMENT OF SHARES

During the year the shares of subsidiary company Brady & Morris Engineering Co. Ltd. were sold. The details are as under :-

	NOS.	Amount
Opening	1815690	Rs.26,38,075/-
Purchase	NIL	NIL
Sales	17539	Rs. 43,848/-
Closing	1798151	Rs.25,94,227/-

6. SEGMENT INFORMATION (AS -17)

The Company is engaged primarily in marketing of material handling equipments, textile machinery and stores etc. Accordingly there are no separate reportable segments as per Accounting Standard – 17 dealing with segment reports.

7. RELATED PARTIES DISCLOSURES: (AS-18)

A) Particulars of parties where control exists.

Sl. No	Name	Particulars
1	Brady & Morris Engg. Co. Ltd	79.92% of the equity capital as on 31.03.11 is held by the Company.
2	Other related parties :	
	Brady Services Pvt. Ltd.	Associate
	Brady Telesoft Pvt. Ltd.	Associate
	Brady Air Ltd.	Associate
	Brady Futures Pvt Ltd.	Associate
	Global Tradecrackers Ltd.	Associate
	Zoeftig Brady	Associate (AOP)
3	Mr.Pavan G. Morarka	Managing Director (Key Management Personnel)

B) Transactions etc. with related Parties during the year.

		Subsidiary Co.	Associates	Key Management Personnel
		Rs.	Rs.	Rs.
I	Purchase of Products	6,81,13,071	—	—
		(3,41,73,332)	(—)	(—)
II	Commission Paid	9,85,438	—	—
		(6,82,657)	(—)	(—)
III	Commission Received	33,60,221	—	—
		(—)	(—)	(—)
IV	Sale of Products	2,08,995	—	—
		(4,01,310)	(—)	(—)
V	Dividend received during the year	27,22,304	1,40,000	—
		(27,23,535)	(70,000)	(—)
VI	Rent Received	3,96,000	700	—
		(3,96,000)	(—)	(—)
VII	Interest Received	19,00,800	—	—
		(19,00,800)	(—)	(—)
VIII	Other reimbursements including expenses	13,75,852	800	—
		(25,53,217)	(—)	(—)
IX	Outstanding (Payable)/Receivable on Current A/c	5,91,91,906	1500	—
		(5,03,88,902)	(—)	(—)
X	Outstanding Receivable on Loan A/c	2,37,60,000	—	—
		(2,37,60,000)	(—)	(—)
XI	Salary, HRA, PF & other funds cont	—	—	21,80,061
		(—)	(—)	(13,21,190)

8. EARNING PER SHARE (AS – 20):

Sl. No.	Particulars	2010-11	2009-10
A	Calculation of weighted average Number of equity shares of Rs. 10/- each		
	Number of shares at the beginning of the Year.	2550000	2550000
	Shares issued during the year.	NIL	NIL
	Total number of equity shares Outstanding at the end of the year.	2550000	2550000
B	Net Profit after tax available for Equity Shareholders (Rupees)	1,42,98,164	2,25,70,450
C	Basic and Diluted Earning per share (Rs)	5.61	8.85

9. DEFERRED TAXATION:

As per Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the deferred tax for the year has been recognised in the Profit & Loss account.

Break up of Deferred Tax Asset (NET) is as follows: -

	31.03.2011	31.03.2010
	Rs.	Rs.
On difference between book depreciation and depreciation under Income Tax, 1961	3,66,283	7,70,828
On expenditure under Sec. 43B of the Income Tax Act, 1961.	1,49,434	18,753
	5,15,717	7,89,581

- 10 Confirmations for Debit & Credit balance have been verified to the extent the same are available.
- 11 Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, under said Act have not been made.
- 12 Dividend remitted during the year to foreign share holders as under.

Particulars	2010-2011	2009-2010
Number of non-resident shareholders	9	9
Total Equity Shares of Rs. 10/- each	30800	30800
Dividend Remitted (Rs)	46,200	46,200
13 Expenditure in Foreign Currency		
Travelling Expenses	35,29,023	72,36,650
14 Earning in Foreign Exchange		
Installation Income received	36,74,731	Nil
15 C.I.F. value of Imports (Trading goods)	31,36,704	22,93,016

16. Quantitative information with regard to the manufacturing and trading activities of the Company as certified by the Managing Director on which Auditors have relied upon.

A). TURNOVER

	2010-2011		2009-2010	
	Qty	Value	Qty	Value
	(Nos)	(Rs)	(Nos)	(Rs)
Trading Goods (*)		10,15,23,136		7,74,66,765
Installation Contract Receipts		55,52,019		NIL
Service Income(included in trading sale as above)		10,76,934		4,58,035

B) CAPACITY & PRODUCTION

Licensed Capacity	Not applicable	Not Applicable
Installed Capacity	Not applicable	Not Applicable
Production during the year		
Brad Coner	NIL	NIL

C) TRADED GOODS (*)

Opening Stock	82,65,234	76,31,271
Closing Stock (Including Trading stock in process)	66,38,377	82,65,234
Purchases	8,50,70,277	6,86,39,915
Purchases for Installation Contracts	7,31,041	NIL

(*) Quantitative information cannot be presented in Summary Form for Traded Goods in view of numerous and diverse items dealt with by the Company.

17. a) The Accounting Standard – 15 on 'Employee benefit' prescribed by the Central Government, has become applicable to the company from 1st April, 2008. In accordance with provisions of Accounting Standard (AS-15), the liability for privilege leave at the year end has been actuarially ascertained at Rs.10,22,278/- against which the provision of Rs.7,20,023/- was held upto 31.03.2010. Accordingly a sum of Rs.3,02,255/- has been provided during the year.

- b) Details of Employee/Benefits as required by the Accounting Standard -15 "Employee Benefits" are as follows:

1. Defined Contribution Plans

Rs.in lacs

During the year ended 31st March 2011, the company has recognized the following amounts in the profit loss account:

- Contribution to Provident Fund and Family Pension Fund. 6.99

The above amounts are included in 'Contribution to Provident Fund' and other funds' under 'Payment to and provisions for employees in Schedule L

2. Defined Benefit Plan (Funded)

- a. A general description of the Employees Benefit Plan:

The company has an obligation towards gratuity, a funded benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement/death while in employment or on termination of the employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

- b. Details of defined benefit Plan – As per Actuarial Valuation as on 31st March, 2011.

Particulars

I Components of employer expenses

Rs.in lacs

- | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| 1. Current Service Cost | 1.88 |
| 2. Interest Cost | 1.28 |
| 3. Expected Return on Plan Assets | (1.34) |
| 4. Actuarial Losses/(Gains) | (0.21) |
| 5. Total Expense recognized in the profit & loss account.
(included in 'Contribution to provident fund, and other funds'
under 'Payment to and provisions for employees in Schedule L) | 1.61 |

II Actual Return on Plan Assets for the year ended 31st March, 2011

- | | |
|-----------------------------------------|------|
| 1. Expected Return on Plan Assets | 1.34 |
| 2. Actuarial gain/(loss) on Plan Assets | 1.69 |
| 3. Actual Return on Plan Assets | 3.03 |

III Net asset/(liability) recognized in the Balance Sheet as at 31st March, 2011

- | | |
|-----------------------------------------------------------|-------|
| 1. Present Value of Defined Benefit Obligation | 16.53 |
| 2. Fair Value of Plan Assets. | 17.98 |
| 3. Funded status[Surplus/(Deficit)] | — |
| 4. Unrecognized Past service Cost. | — |
| 5. Net asset/(liability) recognized in the Balance sheet. | 1.45 |

IV Change in Defined Benefit Obligation during the year ended 31st March, 2011

- | | |
|----------------------------------------------------------------------|-------|
| 1. Present Value of Defined Benefit Obligation as at 1st April, 2010 | 15.49 |
| 2. Current Service Cost | 1.88 |
| 3. Interest Cost | 1.28 |
| 4. Curtailment Cost/(Credit) | — |
| 5. Settlement Cost/(Credit) | — |

6.	Plan amendments	—
7.	Acquisitions/ Amalgamations	—
8.	Actuarial gain/(losses)	1.47
9.	Benefits paid	(3.59)
10.	Present Value of Defined Benefit Obligation as at 31st March, 2011	16.53
V	Change in Fair Value of Plan Assets during the year ended 31st March, 2011	
1.	Plan Assets as at 1st April, 2010	15.15
2.	Acquisitions/ Amalgamations	—
3.	Expected Return on Plan Assets.	1.34
4.	Actuarial Gains/(losses)	1.69
5.	Actual Company Contributions	3.41
6.	Benefits paid.	(3.59)
7.	Plan Assets as at 31st March 2011	17.98
8.	Total Actuarial Gain/(Loss) to be Recognised	0.21
VI	Actuarial Assumptions	
1.	Discount Rate	8.25%
2.	Rate of Return on plan Assets Prev	8.00%
3.	Salary Escalation rate	5.00%
4.	Attretion Rate Previous year	2.00%
5.	Discount Rate Current	8.25%
6.	Rate of Return on Plan Assets Current	8.00%
7.	Salary Escalation Current	5.00%
8.	Attretion Rate Current year	2.00%
VII	The expected rate of return on the plan assets is based on the average long term rate of return expected on investment of the Fund during the estimated term of the obligations. The expected return on plan assets is Rs.1,34,040/-.	
VIII	The assumption of the future salary increases, considered in actuarial valuation, takes into account in inflation, seniority, promotion and other relevant factors.	
IX	The major categories of Plan Assets as a percentage of the total plan assets	
1.	Insurer Managed Funds	15.15
2.	Others	0.00
3.	Total	15.15
X	Category of Assets	
1.	Insurer Managed Funds	17.98
XI	Experience Adjustments	
1.	On Plan Liability (Gain)/Loss	1.01
2.	On Plan asset (Loss)/Gain	1.69

18. Sundry Creditors include Interest payable on:

	2010-2011 Rs.	2009-2010 Rs.
a. Loan against cars	13,083	14,209
b. Dealership deposit	2,82,312	1,23,415
c. Term Loan	1,87,737	1,99,131
	4,83,132	3,36,755

19. The provision for Income Tax & Wealth Tax made in the Accounts, is considered adequate having regard to the provisions of the Income Tax Act, 1961 and Wealth Tax act 1957 as amended upto date.
20. No provision is required in respect of impairment of assets as required by Accounting Standard – 28 issued by the Institute of Chartered Accountants of India.
21. Figures of the previous year have been regrouped wherever necessary to conform to the presentation for the current year.
22. Company Profile: As per statement enclosed.

Signature to Schedule A to P

As per our attached Report of even date
For and on behalf of
C. L. DALAL & CO.
Chartered Accountants

For and on behalf of the Board

Pavan G. Morarka Chairman & Managing Director

R. C. JAIN
Partner

K.D.Shah Director

Mumbai : 24th June, 2011

Mumbai : 24th June, 2011

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL PROFILE

State Code 11

Sl. No	Particulars		
I	Registration Details	367	
	Balance Sheet Date	31.3.2011	
II	Capital Raised during the year (Amount in Rs. Lac)		
	Public Issue		Right Issue
	NIL		NIL
	Bonus Issue		Private Placement
	NIL		NIL
III	Position of Mobilisation and Deployment of Funds (Amount in Rs. Lac)		
	Total Liabilities		Total Assets
	6248.48		6248.48
	Sources of Funds		
	Paid up Capital		Reserves & Surplus
	255.00		4835.32
	Secured Loans		Unsecured Loans
	735.70		422.46
	Deferred Tax Liability		
	NIL		
	Application of Funds		
	Net Fixed Assets		Investments
	5027.32		44.28
	Net Current Assets		Deferred Tax Asset
	1171.71		5.16
	Misc. Expenditure		Accumulated Losses
	NIL		NIL
IV	Performance of the Company		
	Turnover (Including other income)		Total Expenditure
	1914.26		1735.33
	Profit / (Loss) before Tax		Profit/(Loss) after Tax
	178.93		142.98
	Earnings per share in Rs		Dividend Rate
	5.61		15%
V	Generic names of Principal Products of the Company:		
	Item Code No.	8425.0000	
	Product Description	Pulley Blocks	

For and on behalf of the Board

Sd/-

Pavan G Morarka

Chairman & Managing Director

Mumbai : 24th June, 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

		As at 31-03-2011 (Rs. in lacs)	As at 31-03-2010 (Rs. in lacs)
A CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Tax & Extraordinary items		178.93	273.12
Add/(Less)Adjustments for:			
Depreciation		53.16	50.40
Interest /Dividend Received		(50.83)	(48.95)
(Profit)/Loss on sale / discarding of Fixed Assets		2.99	1.75
(Profit)/Loss on sale of Investment		(19.09)	-
Income from Rent & Compensation		(720.90)	(686.10)
Interest paid		85.82	44.96
Gratuity & Leave Provision		6.43	-
		(642.41)	(637.94)
Operating Profit before Working Capital changes	a	(463.49)	(364.82)
Trade & Other Receivables		(99.13)	94.28
Inventories		16.27	(4.30)
Trade Payables		(71.41)	(205.45)
CASH GENERATED FROM OPERATIONS	b	(154.27)	(115.47)
Interest Paid		(85.82)	(44.96)
Direct taxes Paid		(43.86)	(41.88)
	c	(129.68)	(86.84)
Cash flow before Extra ordinary items (a+b+c)		(747.44)	(567.12)
Prior Period items(Net)		(2.69)	(1.58)
Net Cash generated from/(used) in operating activities	A	(750.13)	(568.71)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(214.87)	(269.08)
Sale of Fixed Assets		1.11	0.34
Sale of Investment		19.53	-
Interest/Dividend received		29.66	29.95
Rent and Compensation		720.90	686.10
Loans & Advances		(78.72)	(122.64)
Net Cash generated from/(used in) Investing activities	B	477.61	324.67

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	As at 31-03-2011 (Rs. in lacs)	As at 31-03-2010 (Rs. in lacs)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from/Repayment long term borrowings	202.87	205.33
Security & Other Deposits	26.70	10.64
Dividend Paid (including Dividend tax)	(40.12)	(40.12)
Financing activities C	189.44	175.85
Net (decrease)/increase in cash& cash equivalents(A+B+C)	(83.09)	(68.19)
Cash & Cash equivalent		
At the beginning		
Cash & Bank balances	36.81	27.05
Bank Overdraft	(147.57)	(69.63)
	(110.77)	(42.58)
At the end of the year		
Cash & Bank balances	37.11	36.81
Bank Overdraft	(230.96)	(147.57)
	(193.85)	(110.77)
Increase (decrease) in Cash & Cash equivalent	(83.09)	(68.19)
Cash and Cash equivalent represents Cash and Bank Balances, Overdrafts and Margin Money.		

As per our attached Report of even date
 For and on behalf of
C. L. DALAL & CO.
 Chartered Accountants

For and on behalf of the Board

Pavan G. Morarka Chairman & Managing Director

R. C. JAIN
 Partner

K.D.Shah Director

Mumbai : 24th June, 2011

Mumbai : 24th June, 2011

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANY'S ACT, 1956
RELATING TO SUBSIDIARY COMPANY**

Name of Subsidiary Company	Brady & Morris Engg. Co. Ltd.
Financial Year of the Subsidiary Co. ended on	31st March, 2011
a) Number of Shares of Rs. 10/- each in the Subsidiary Company held by W. H. Brady & Co. Ltd. at the above date (Representing 79.92% of Share Capital of the former)	17,98,151
b) The net aggregate amount of the Profit/(Loss) of the Subsidiary Company so far as it concerns the members of W. H. Brady & Co. Ltd. which has not been dealt with in W.H.Brady & Co. Ltd.'s account upto 31st March, 2011 are as follows: For the year ended 31.3.2011 For the previous years	(2,15,71,655) 1,24,16,829
c) The net aggregate amount of the Profits of the Subsidiary Company which are dealt with in W. H. Brady & Co. Ltd's account upto 31st March, 2011 being the Dividends received are as under: For the year ended 31st March, 2011 For the previous years	27,22,304 1,50,76,982

For and on behalf of the Board

Pavan G. Morarka Chairman & Managing Director

K.D.Shah Director

Mumbai : 24th June, 2011



CONSOLIDATED FINANCIAL STATEMENTS
OF
W.H.BRADY & CO. LTD.

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**To the Board of Directors of W. H. BRADY & CO. LTD.**

1. We have examined the attached Consolidated Balance Sheet of W. H. Brady & Co. Ltd. and its Subsidiary as at March 31, 2011, the Profit & Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with generally accepted auditing standards in India. These Standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of the Company and its subsidiary included in the consolidated financial statements.
4. On the basis of information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of the Company and its aforesaid subsidiary, we are of the opinion that:
 - a) The Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of the Company as at 31st March, 2011
 - b) The Consolidated Profit and Loss Account gives a true and fair view of the consolidated results of operations of the Company for the year ended on that date
 - c) The Consolidated Cash Flow Statement gives a true and fair view of the Cash Flow for the year ended on that date.

FOR AND ON BEHALF OF
C. L. DALAL & CO.
 CHARTERED ACCOUNTANTS

R. C. JAIN

PARTNER

Place : Mumbai

Membership No.5180

Date : 24th June, 2011

Firm Regn.No.102026W

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

	SCHEDULE	RUPEES	As at 31-3-2011 RUPEES	As at 31-3-2010 RUPEES
I. SOURCES OF FUNDS:				
SHAREHOLDERS' FUNDS				
SHAREHOLDERS' FUNDS				
(a) SHARE CAPITAL	A	2,55,00,000		2,55,00,000
(b) RESERVES & SURPLUS	B	49,64,06,594	52,19,06,594	53,25,42,448
				55,80,42,448
DEFERRED TAX LIABILITY (NET)			11,57,552	70,464
MINORITY INTEREST			41,31,070	1,03,46,340
LOAN FUNDS:				
(a) SECURED LOANS	C	21,88,11,331		14,14,39,546
(b) UNSECURED LOANS	D	4,76,67,446		4,49,07,846
			26,64,78,777	18,63,47,392
TOTAL			79,36,73,993	75,48,06,644
II. APPLICATION OF FUNDS:				
FIXED ASSETS				
(a) Gross Block	E	84,30,50,102		79,73,29,866
(b) Less: Depreciation		23,70,00,643		20,24,08,973
(c) Net Block		60,60,49,459		59,49,20,893
(d) Capital Work in Progress		2,65,47,446		2,74,72,757
			63,25,96,905	62,23,93,650
INVESTMENTS	F		24,62,143	24,62,143
CURRENT ASSETS LOANS & ADVANCES	G			
(a) Current Assets				
(i) Inventory		16,87,11,744		13,63,37,188
(ii) Sundry Debtors		12,06,31,581		17,75,90,988
(iii) Cash & Bank Balances		1,15,46,681		1,14,50,347
(b) Loans & Advances		3,38,32,838		3,63,31,858
		33,47,22,844		36,17,10,381
LESS: CURRENT LIABILITIES AND PROVISIONS	H	17,61,52,720		23,18,54,627
Net Current Assets			15,85,70,124	12,98,55,754
MISCELLANEOUS EXPENDITURE	I		44,821	95,097
(TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)				
TOTAL			79,36,73,993	75,48,06,644
NOTES FORMING PART OF ACCOUNTS	R			

The above Balance Sheet, Schedules & relevant notes are authenticated by us

As per our attached Report of even date

For and on behalf of

C. L. DALAL & CO.

Chartered Accountants

For and on behalf of the Board

Pavan G. Morarka

Chairman & Managing Director

R. C. JAIN

Partner

K.D.Shah

Director

Mumbai : 24th June, 2011

Mumbai : 24th June, 2011

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011

	SCHEDULE	Rupees	2010-2011 Rupees	2009-2010 Rupees
INCOME :				
Sales	J		30,84,05,823	30,71,70,099
Other Income	K		8,27,59,580	8,27,49,407
Increase in Stock	L		3,31,66,854	-
TOTAL			42,43,32,257	38,99,19,506
EXPENDITURE:				
Cost of Trading Sales/Raw-Materials Consumed/Sold	M		22,82,74,896	18,42,49,891
Decrease in Stock	L		-	1,44,85,610
Payments to and Provisions for Employees	N		5,24,40,766	3,92,47,224
Manufacturing and Other Expenses	O		12,01,54,577	8,88,46,256
Interest	P		2,01,78,080	1,50,16,586
Depreciation / Amortisation		3,69,09,939		3,85,88,900
Less: Transferred from Revaluation Reserve		2,20,52,487		2,32,13,144
			1,48,57,452	1,53,75,756
Expenditure for Increase in Authorised share capital written off			50,275	50,275
TOTAL			43,59,56,046	35,72,71,598
Profit/(Loss) for the year			(1,16,23,789)	3,26,47,909
Provision for Income Tax				
Current Tax			32,80,000	61,00,000
Wealth tax			35,800	29,500
Deferred Tax			10,87,088	5,89,381
Profit/(Loss) after Tax			(1,60,26,677)	2,59,29,028
Add/(Less): Minority Interest			54,19,906	(6,45,140)
Prior Years' Adjustments (Net)	Q		(2,59,164)	(3,45,888)
Add : Excess Provision of taxation w/back.			(59,012)	4,88,319
Balance brought forward from the previous year			5,27,08,057	3,66,42,514
Transfer from General Reserve			29,00,000	-
Amount Available for Appropriation			4,46,83,110	6,20,68,832
APPROPRIATIONS:				
Proposed Dividend (Previous year inclusive of Subsidiary Company)			38,25,000	72,00,000
Tax on Proposed Dividend			1,72,628	7,60,775
Transfer to General Reserve			8,00,000	14,00,000
Balance carried to Balance Sheet			3,98,85,482	5,27,08,057
TOTAL			4,46,83,110	6,20,68,832
Basic/Diluted earning per Equity Share			(6.28)	10.17
Nominal Value per Equity Share			10.00	10.00
NOTES FORMING PART OF ACCOUNTS	R			

As per our attached Report of even date
For and on behalf of
C. L. DALAL & CO.
Chartered Accountants

R. C. JAIN
Partner

Mumbai : 24th June, 2011

The above Profit & Loss Account, Schedules &
relevant notes are authenticated by us

For and on behalf of the Board

Pavan G. Morarka

Chairman & Managing Director

K.D.Shah

Director

Mumbai : 24th June, 2011

SCHEDULES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

		As at 31-3-2011 Rupees	As at 31-3-2010 Rupees
SCHEDULE 'A'			
SHARE CAPITAL			
Authorised:			
5000000 Equity shares of Rs. 10 each		5,00,00,000	5,00,00,000
Issued and Subscribed :			
2550000 Equity Shares of Rs.10 each fully paid (of the above 850000 equity shares of Rs.10/- each have been allotted as fully paid bonus shares out of profit & loss account, in addition to allotment of 960000 equity shares of Rs.10/- each by capitalisation of reserve in earlier years making total capitalisation of 1810000 equity shares of Rs.10/- each as fully paid- up bonus shares.)		2,55,00,000	2,55,00,000
TOTAL		2,55,00,000	2,55,00,000
SCHEDULE 'B'			
RESERVES & SURPLUS			
Capital Reserve on Consolidation		1,53,87,283	1,55,18,825
Revaluation Reserve:	45,27,32,884		47,59,46,028
Less: Transferred to Profit & Loss Account	2,20,52,487		2,32,13,144
	43,06,80,397		45,27,32,884
Less: Minority Interest	23,33,239		22,42,606
		42,83,47,158	45,04,90,278
General Reserve	84,00,000		70,00,000
Set aside during the year	8,00,000		14,00,000
	92,00,000		84,00,000
Less: Transferred to Profit & Loss Account	29,00,000		-
	63,00,000		84,00,000
Less: Minority Interest	-		5,21,100
		63,00,000	78,78,900
Profit & Loss Account	3,98,85,482		5,27,08,057
Less: Minority Interest	(64,86,672)		(59,46,388)
		4,63,72,153	5,86,54,445
TOTAL		49,64,06,594	53,25,42,448
SCHEDULE 'C'			
SECURED LOANS:			
FROM BANKS:			
Term Loan		7,99,46,106	5,80,25,955
Housing Loan		28,60,823	34,67,281
Cash Credit		13,42,08,683	7,81,94,605
OTHERS			
Secured by Hypothecation of Vehicles		17,95,719	17,51,705
TOTAL		21,88,11,331	14,14,39,546
SCHEDULE 'D'			
UNSECURED LOANS:			
DEPOSITS FROM:			
(i) Tenants	4,17,20,996		3,90,56,396
(ii) Dealers	21,46,450		21,51,450
(iii) A Private Limited Company	38,00,000		37,00,000
		4,76,67,446	4,49,07,846
TOTAL		4,76,67,446	4,49,07,846

SCHEDULE 'E'
FIXED ASSETS

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 1-4-2010 RUPEES	ADDITIONS RUPEES	DEDUCTIONS RUPEES	AS AT 31-3-2011 RUPEES	FOR THE YEAR RUPEES	DEDUCTIONS RUPEES	TOTAL 31-3-2011 RUPEES	AS AT 31-3-2011 RUPEES	AS AT 31-3-2010 RUPEES
Building on Lease hold land	61,20,35,386	93,24,985	—	62,13,60,372	2,36,99,340	—	16,25,39,910	45,88,20,462	47,31,94,816
Residential Flat	63,93,114	—	—	63,93,114	2,71,775	—	12,29,397	51,63,717	54,35,493
Bungalow at Ahmedabad	48,648	—	—	48,648	35	—	47,973	675	709
Ownership Office Premises	33,90,039	—	—	33,90,039	79,941	—	18,71,151	15,18,888	15,98,829
Freehold Land	2,06,25,646	84,06,161	—	2,90,31,807	—	—	—	2,90,31,807	2,06,25,646
Leasehold Land	68,54,506	—	—	68,54,506	—	—	—	68,54,506	68,54,506
Factory Buildings	3,62,20,301	5,43,930	—	3,67,64,231	25,50,518	—	1,33,68,892	2,33,95,339	2,54,01,928
Office Buildings	3,58,41,037	15,757	—	3,58,56,794	11,97,248	—	1,31,36,528	2,27,20,265	2,39,01,756
Plant & Machinery	1,91,26,376	24,78,143	9,910	2,15,94,609	17,54,870	9,910	1,28,34,105	87,60,504	80,37,231
Furniture & Fittings	1,76,16,131	2,05,95,278	1,85,166	3,80,26,243	24,13,117	1,09,451	83,23,213	2,97,03,030	1,15,96,585
Electrical cable & Installations	50,92,815	14,00,226	24,293	64,68,748	4,90,693	6,726	24,32,951	40,35,797	31,43,831
Air Conditioning Machines	32,15,640	6,86,242	28,344	38,73,538	3,69,214	23,621	12,23,885	26,49,853	23,37,548
Office Equipments	40,04,227	7,52,446	1,95,854	45,60,818	3,93,394	1,30,563	17,05,245	28,55,574	25,61,814
Vehicles	1,67,32,682	23,42,259	12,18,609	1,78,56,332	21,13,145	7,78,081	1,05,09,625	73,46,706	75,58,120
Tools & Equipments	11,13,731	2,94,350	619	14,07,462	49,787	619	9,97,732	4,09,730	1,65,167
Computer Installations	85,72,449	19,03,438	13,18,500	91,57,388	14,86,132	12,24,532	66,28,428	25,28,959	22,05,621
Water Coolers	3,44,436	—	41,684	3,02,752	31,368	34,766	82,806	2,19,946	2,58,232
Refrigerator	26,700	—	—	26,700	1,761	—	15,802	10,898	12,659
TOTAL	79,72,53,865	4,87,43,215	30,22,979	84,29,74,100	3,69,02,339	23,18,270	23,69,47,443	60,60,26,657	5,94,89,0491
Intangible Assets	—	—	—	—	—	—	—	—	—
Website Development	76,002	—	—	76,002	7,600	—	53,200	22,802	30,402
TOTAL	79,73,29,867	4,87,43,215	30,22,979	84,30,50,102	3,69,09,939	23,18,270	23,70,00,643	60,60,49,459	59,49,20,893
Capital Work in Progress	—	—	—	—	—	—	—	—	—
Renovation of Building	—	—	—	—	—	—	—	—	—
Building Under Construction	2,13,87,710	1,45,22,004	3,59,09,714	—	—	—	—	—	21,38,7710
Plant & Machinery Under	—	—	—	—	—	—	—	—	—
Installation	5,59,796	25,87,535	—	31,47,331	—	—	—	31,47,331	55,97,96
Computer under Installation	11,07,651	—	11,07,651	—	—	—	—	—	11,07,651
Building Under Construction	44,17,600	1,28,28,650	—	1,72,46,250	—	—	—	1,72,46,250	44,17,600
Orrissa Project A/c	20,00,000	3,88,101	—	23,88,101	—	—	—	23,88,101	—
Structural Repairs	—	1,04,31,581	68,02,314	36,29,267	—	—	—	36,29,267	—
Website Development	—	1,36,497	—	1,36,497	—	—	—	1,36,497	—
Total Work in Progress	2,94,72,757	4,08,94,368	4,38,19,679	2,65,47,446	—	—	—	2,65,47,446	27,47,2757
Grand Total	82,68,02,623	8,96,37,583	4,68,42,657	86,95,97,548	3,69,09,939	23,18,270	23,70,00,643	63,25,96,905	62,29,36,550
PREVIOUS YEAR	79,89,03,265	3,40,22,938	81,23,579	82,48,02,624	3,85,88,900	19,38,711	20,24,08,974	62,23,93,650	

- NOTES**
- During the Financial year 2006-07 Building on Lease Hold Land at Mumbai was revalued at Rs 61,00,00,000/- against value of Rs 12,83,27,319/- on the basis of revaluation report dtd.01.11.2006 from Registered valuer. Revaluation reserve of Rs 48,16,72,681/- was created during the previous year for the increase in value of the Building
 - Residential flat is on ownership basis in a co-operative Housing Society including cost of 5 Shares of Rs.50/- each aggregating to Rs.250/- for which certificate is still awaited.
 - Depreciation on Building includes Depreciation as relatable to increase on account of revaluation Rs.2,20,52,487/- (Previous year Rs.2,32,13,144/-) is charged to Revaluation Reserve.
 - Deductions from Capital Work in Progress represents transfer to relative Fixed Assets / Expenses on Completion / Installation.

	As at 31-3-2011 Rupees	As at 31-3-2010 Rupees
SCHEDULE 'F'		
INVESTMENTS (LONG TERM):		
OTHER INVESTMENTS:		
UNQUOTED (Non Trade):		
A (i) IN FULLY PAID-UP EQUITY SHARES		
84699 Shares of Rs. 12.50 each of The Ganesh Flour Mills Co. Ltd.	2	2
80000 Shares(Including 60000 Bonus shares) of Rs. 10/- each of Brady Services Private Ltd.	2,00,000	2,00,000
30050 Shares of Rs. 10/- each of Brady Air Ltd. (Formerly known as Brady Satlink Ltd.)	3,00,500	3,00,500
5000 Shares of Rs. 10/- each of Brady Telesoft Private.Ltd.	50,000	50,000
100000 Shares of Rs.10/-each of Brady futures Private.Ltd.	10,00,000	10,00,000
13260 shares of Rs. 10 each of G.Claridge & Co.Ltd. (Previous year pledged with a bank on Cash Credit A/c)	2,74,040	2,74,040
(ii) Preference Shares		
520 7% First Cumulative Preference Shares of Rs. 12.50 each of Ganesh Floor Mills Co.Ltd. (Cost Rs. 6645/-)	1	1
VALUE OF UNQUOTED INVESTMENTS (A)	18,24,543	18,24,543
QUOTED:		
B. (i) IN FULLY PAID-UP EQUITY SHARES(Trade)		
10 Shares(previous year 200shares) of Rs.10 each of Kothari Sugar & Allied Industries Ltd. (During the year, 190 shares have been cancelled by reduction of Share)	100	100
5000 Shares of Rs.10 each of Industrial Investment Trust Ltd.	3,37,500	3,37,500
3500 Shares of Bank of Baroda of Rs.10 each	2,97,500	2,97,500
VALUE OF QUOTED INVESTMENTS (B)	6,35,100	6,35,100
C. OTHERS		
25 shares of Rs. 100 each fully paid of The Manekchowk Co-operative Bank Ltd.	2,500	2,500
	2,500	2,500
TOTAL (A + B + C)	24,62,143	24,62,143
Market value of Investments	37,15,938	2 5,29,375

	Rupees	Rupees	As at 31-3-2011 Rupees	As at 31-3-2010 Rupees
SCHEDULE 'G'				
CURRENT ASSETS, LOANS AND ADVANCES				
(A) CURRENT ASSETS:				
1. Stock in Trade (including in transit) (Certified by the Management)				
(a) Trading Goods		64,15,811		74,13,134
(b) Work in process (Trading stock in process)		-		7,57,469
(c) Semi Finished Goods		9,70,65,363		6,38,98,509
(d) Bought out Components		3,91,47,744		5,50,74,674
(e) Raw Materials		2,49,39,263		77,20,782
(f) Stores & Loose Tools		7,52,404		8,99,699
(g) Goods in Transit		3,91,159		5,72,921
			16,87,11,744	13,63,37,188
2. Sundry Debtors: (Considered good, unless otherwise stated)				
(1) Debts outstanding for a period exceeding six months		2,25,36,584		1,80,88,589
(2) Other Debts		9,80,94,997		15,95,02,399
			12,06,31,581	17,75,90,988
(3) Cash and Bank Balances:				
(i) Cash on hand		1,34,563		1,51,345
(ii) Bank Balances				
With Scheduled Banks				
(a) On Current account	26,93,786			32,24,641
(b) On Fixed Deposit Account	86,72,406			80,68,939
Interest accrued but not due	45,926			5,422
	87,18,332			80,74,361
		1,14,12,118		1,12,99,002
			1,15,46,681	1,14,50,347
(B) LOANS AND ADVANCES:				
(Considered Good, unless otherwise stated)				
LOANS :				
ADVANCES:				
Advances Recoverable in Cash or in kind or for value to be received:	1,33,03,845			1,39,19,615
Advance Payment of Tax etc.	1,10,32,842			1,16,56,754
Fringe Benefit tax	67,22,501			80,95,034
Deposits with Customs, Port trust and others	27,73,650			26,60,455
		3,38,32,838		3,63,31,858
			3,38,32,838	3,63,31,858
TOTAL			33,47,22,844	36,17,10,381

	Rupees	As at 31-3-2011 Rupees	As at 31-3-2010 Rupees
SCHEDULE 'H'			
CURRENT LIABILITIES AND PROVISIONS:			
(A) CURRENT LIABILITIES:			
Sundry Creditors:	13,87,76,317		19,02,37,578
Unclaimed Dividend	6,28,171		2,89,066
		13,94,04,488	19,05,26,643
Advances		2,12,00,134	2,09,09,099
		16,06,04,622	21,14,35,742
(B) PROVISIONS			
Accrued Privilege Leave	14,09,235		11,28,175
For Income Tax(Including wealth tax)	98,34,235		90,47,935
Proposed Dividend	38,25,000		72,00,000
Tax on Proposed Dividend	1,72,628		7,60,775
For Fringe Benefit tax	3,07,000		22,82,000
		1,55,48,098	2,04,18,885
TOTAL		17,61,52,720	23,18,54,627
SCHEDULE 'I'			
MISCELLANEOUS EXPENDITURE:			
(TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)			
Differential Expenses for Increase in Authorised Capital		44,821	95,097
TOTAL		44,821	95,097

	Rupees	For the Year 2010-2011 Rupees	For the Year 2009-2010 Rupees
SCHEDULE 'J'			
SALES			
Trading Sales		11,66,53,573	11,07,77,985
'[Including service income Rs.10,76,934/- (Previous year Rs.4,58,035/-) (Tax deducted at source Rs.46,998/-)(Previous year Rs.55,009/-)]			
Manufacturing Sales		19,17,52,250	19,63,92,114
TOTAL		30,84,05,823	30,71,70,099
SCHEDULE 'K'			
OTHER INCOME			
Commission (Gross)		11,57,393	29,83,315
(Tax deducted at source Rs.4,95,965/- (Previous year Rs.2,76,660/-)			
Dividend from Investments(Gross)		30,62,304	29,00,035
(Tax deducted at source Rs.NIL (Previous year RsNil/-)			
Rent/Licence Fees(Gross)		6,14,39,680	5,86,56,362
(Tax deducted at source Rs.14,41,276/- Previous Year Rs.27,59,048/-)			
Compensation for Maintenance & Service Charges(Tax deducted at source Rs.14,09,291/-) (Previous year Rs.383132/-)		1,17,54,108	1,10,17,008
Interest Received (Gross)			
(Tax deducted at source Rs.2,48,105/- (Previous Year Rs.511328/-)			
(a) From customers	622		714
(b) On Income Tax	1,69,805		-
(c) On Bank Fixed deposit	3,21,225		5,70,560
(d) On others	98,723		13,103
		5,90,375	5,84,377
Late Delivery Charges (Recovered)		-	1,01,464
Profit on Sale of Investment		19,08,878	594
Service Income (Gross) T.D.S Rs.82,730/- (Previous Year Rs.1,87,483/-)		17,12,432	4712,427
Credit Balances written back (Net)		2,49,097	14,20,613
Bad Debts Recovered		20,740	13,021
Miscellaneous Income		8,64,573	3,60,191
		8,27,59,580	8,27,49,407

	Rupees	For the Year 2010-2011 Rupees	For the Year 2009-2010 Rupees
SCHEDULE 'L'			
INCREASE/(DECREASE) IN STOCKS			
Opening Stock as on 1-4-2010			
I) Finished Goods	-		-
ii) Semi Finished Goods	<u>6,38,98,509</u>	6,38,98,509	<u>7,83,84,119</u>
			7,83,84,119
Less: Closing Stock as on 31-3-2011			
I) Finished Goods	-		-
ii) Semi Finished Goods	<u>9,70,65,363</u>		<u>6,38,98,509</u>
		9,70,65,363	63898509
TOTAL		<u><u>3,31,66,854</u></u>	<u><u>(1,44,85,610)</u></u>
SCHEDULE 'M'			
COST OF TRADING SALES/RAW MATERIALS			
CONSUMED/SOLD			
I. COST OF TRADING SALES			
Opening Stock	6,44,81,036		76,31,271
Purchases [(Including service Expenses of Rs.13,37,100/- Previous Year Rs. 7,66,208/-)]	<u>1,88,56,472</u>		<u>17,37,30,741</u>
	8,33,37,508		18,13,62,012
Less:Closing Stock	<u>64,15,812</u>		<u>6,44,81,036</u>
		7,69,21,696	11,68,80,975
II. RAW MATERIALS CONSUMED/SOLD			
Opening Stock	77,20,782		3,23,81,592
Purchases	<u>20,80,58,084</u>		<u>4,27,08,106</u>
	21,57,78,866		7,50,89,698
Less:Closing Stock	<u>6,44,25,666</u>		<u>77,20,782</u>
		15,13,53,200	6,73,68,916
TOTAL		<u><u>22,82,74,896</u></u>	<u><u>1,84,24,9,891</u></u>
SCHEDULE 'N'			
PAYMENTS TO AND PROVISIONS			
FOR EMPLOYEES			
Salaries, Wages & Bonus		4,69,94,059	3,53,38,500
Contribution to Provident Fund and Other Funds		33,20,907	23,42,402
Workmen & Staff Welfare Expenses		<u>21,25,800</u>	<u>15,66,323</u>
TOTAL		<u><u>5,24,40,766</u></u>	<u><u>3,92,47,224</u></u>

	Rupees	For the Year 2010-2011 Rupees	For the Year 2009-2010 Rupees
SCHEDULE 'O'			
MANUFACTURING AND OTHER EXPENSES :			
Stores & Loose Tools Consumed		2,07,33,308	1,49,44,752
Sub Contractors Charges		2,20,80,815	1,32,15,584
Repairs to Buildings (Net of Recovery)		1,47,37,422	56,69,637
Repairs to Plant & Machinery		4,47,185	4,15,002
Repairs & Maintenance -Others		1,03,90,344	13,55,535
Power & Fuel (Net of Recovery)		18,35,511	19,78,130
Rent		17,97,514	16,05,281
Rates and Taxes(Net of Recovery)		3,14,269	5,47,364
Insurance		4,90,408	4,51,669
Commission & Discount		51,11,941	22,99,730
Sales Promotion/Development Expenses		7,09,947	1,39,813
Directors' Fees		2,70,000	2,35,000
Directors' Entertainment Expenses		17,864	1,30,305
Directors' Travelling Expenses		43,90,292	76,47,558
Travelling Expenses-others		62,92,321	67,98,956
Electricity Charges		7,67,688	9,50,192
Legal and Professional Fees		30,88,233	38,09,537
Auditors' Remuneration:			
Audit Fees(inclusive of out of pocket expenses)	3,25,000		2,50,000
Other Services etc.	82,500		1,10,000
		4,07,500	3,60,000
General Expenses		7,98,236	7,18,984
Bad Debts & Sundry Balances written off		35,64,075	41,764
Loss on Sale of Fixed Assets(Net)		3,98,811	2,04,603
Donation		650	2,02,050
Telephone Expenses		12,02,000	15,80,078
Packing & Forwarding Charges(Net)		17,27,703	14,96,077
Miscellaneous Expenses		1,85,80,540	2,20,48,655
TOTAL		12,01,54,577	8,88,46,256
Note: Auditors' Remuneration for other Services etc.comprises of :			
Taxation matters		22,500	40,000
Tax Audit fees		12,500	12,500
Certification work & other Services		47,500	57,500
TOTAL		82,500	1,10,000

	Rupees	For the Year 2010-2011 Rupees	For the Year 2009-2010 Rupees
SCHEDULE 'P'			
INTEREST			
Term Loans		71,78,236	1,34,38,448
Others		1,29,99,844	15,78,138
TOTAL		2,01,78,080	1,50,16,586
Interest -Others include:			
(a) On vehicle loans.		2,12,579	3,10,653
(b) On Dealership Deposits		42,533	40,162
(c) Service tax		4,021	-
(d) Others		17,809	-
		2,76,942	3,50,815
SCHEDULE 'Q'			
PRIOR YEAR ADJUSTMENTS (NET)			
Credit			
Excess provision of expenses written back		5,760	5,62,533
Excess provision of Privilege Leave for earlier years written back		21,195	-
Prior year Income		67,995	3,606
		94,950	5,66,139
Debit:			
Short provision of Income tax for earlier years		-	72,243
Short provision of exps for earlier years(net)		3,54,114	8,39,784
		3,54,114	9,12,027
TOTAL		(2,59,164)	(3,45,888)

SCHEDULES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011

SCHEDULE - 'R'

A. SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Preparation of Financial Statements

The Company follows the Mercantile System of Accounting and the accounts has been prepared on historical cost convention. The Financial Statements are prepared in accordance with the accounting standards specified in the Companies(Accounting Standards)Rules, 2006 notified by the Central Government in term of section211(3C) of the Companies Act,1956

2 Principles of Consolidation

The consolidated financial statements relate to W. H. Brady & Co. Ltd. (the Parent Company), and its subsidiary, Brady & Morris Engg. Co. Ltd., incorporated in India. W. H. Brady & Co. Ltd. holds 79.92% equity shares of Brady & Morris Engg. Co. Ltd.. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the parent company and its subsidiary have been combined on a line – by – line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra – group balances and intra – group transactions resulting unrealized profit or losses. in accordance with accounting standard (AS-21) consolidated financial statements. The amounts shown in respect of reserves comprise the amount of the relevant reserve as per the balance sheet of the parent company and its share in the post – acquisition increase in the relevant reserves of subsidiary.
- b) Consolidated financial statements are prepared by using uniform accounting policies for like transactions and other events in similar circumstance.
- c) The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.
- d) The excess / shortfall of cost to the parent company of its investment in subsidiary over its portion in the subsidiary is recognized in the financial statements as Goodwill / Capital Reserve respectively. The parent company's portion of equity in the subsidiary is determined on the basis of the book value of assets and liabilities as per the financial statements of the subsidiary.

3 Other Significant Accounting Policies

These are set out in the notes to the accounts under "Statement of Accounting Policies" of the financial statements of W. H. Brady & Co. Ltd. and Brady & Morris Engg. Co. Ltd.

B. OTHER NOTES FORMING PART OF CONSOLIDATED ACCOUNTS

1. Contingent liabilities not provided for in respect of :-
 - a. Claims against the Company not acknowledged as debts Rs. NIL(Previous Year Rs.NIL/-)
 - b. Disputed sales tax demand under appeal Rs. 9,07,558/- (Previous Year Rs. 9,09,031)
 - c. Disputed excise duty demand under appeal Rs.NIL (Previous Year Rs. NIL/-)
 - d. Disputed Income Tax demand under appeal Rs.32,08,422/-(Previous Year Rs.49,63,482 /-).
 - e. Claims made by the ex – employees of the Company and pending before the appropriate authorities in respect of reinstatement, lay off wages, etc. which are contested by the Company, the liability whereof is indeterminate.
 - f. Outstanding amount in respect of Guarantees given by Banks aggregating to Rs.6,75,62,968/- (Previous year Rs. 4,96,43,851/-).
 - g. Estimated amount of contracts remaining to be executed on capital account and not provided for in accounts, net of advance aggregate to Rs.75,74,507/-(Previous year Rs. 70,05,250/-).
2. The position as on 31.3.2011 in respect of 20000 Ordinary Shares of Shree Changdeo Sugar Mills Limited held as securities against the loan given by the Company, continues to be same as reported last year, in as much as the application made u/s 111 of the Companies Act, 1956, against the refusal to transfer the shares in the name of the Company by the said Company is not yet disposed off and the said company has still not returned these shares on refusal of transfer.
3. The Company is engaged primarily in manufacturing & marketing of material handling equipments, textile machinery and stores, etc. Accordingly there are no separate reportable segments as per Accounting Standard – 17 dealing with segment reports.
4. The provision for Income Tax and Wealth Tax made in the Accounts, is considered adequate having regard to the provision of the Income Tax Act, 1961 and the wealth Tax Act, 1957 as amended up to date.

5. RELATED PARTIES DISCLOSURES: (AS-18)
A) Particulars of parties:

Sl. No	Name	Particulars
1	Brady Services Pvt. Ltd.	Associate
2	Brady Telesoft Pvt. Ltd.	Associate
3	Brady Air Ltd.	Associate
4	Brady Futures Pvt Ltd.	Associate
5	Global Tradecrackers Ltd.	Associate
6	Mr.Pavan G. Morarka	Key Management Personnel
7	Zoeftig Brady	Associate (AOP)

B) Transactions etc. with Related Parties during the year.

Sl. No	Particulars	Associates Rs.	Key Management Personnel Rs.
I	Dividend received during the year	2,80,000	—
		(1,40,000)	(—)
II	Maintenance / Commitment charges received	15,00,000	—
		(15,00,000)	(—)
III	Other reimbursements including expenses	1,25,99,467	—
		(27,29,503)	(—)
IV	Deposit Balance	38,00,000	—
		(37,00,000)	(—)
V	Sitting Fees paid	—	45,000
		(—)	(40,000)
VI	Salary, HRA, PF & other funds cont	—	21,80,061
		(—)	(13,21,190)
VII	Rent Received	700	—
		(—)	(—)
VIII	Outstanding (Payable)/Receivable on Current A/c	1,500	—
		(—)	(—)
IX	Sale of Products inclusive of taxes etc.	41,466	—
		—	(—)
X	Advances Recoverable	27,23,335	—
		(—)	(—)
XI	Debtors Outstanding	75,41,466	—
		(—)	(—)

6. DEFERRED TAXATION:

Breakup of deferred tax Liability (Net) is as follows:

	31.3.2011 Rs.	31.3.2010 Rs.
Difference between book depreciation & depreciation under I.T.Act, 1961	(16,38,670)	(89,217)
Expenditure under Sec. 43B of the I.T.Act, 1961	4,81,118	18,753
Total	(11,57,552)	(70,464)

7. No provision is required to be made in respect of impairment of Assets as required by Accounting Standard No. 28 issued by the Institute of Chartered Accountants of India.

8. Figures of the previous year have been regrouped wherever necessary to conform to the presentation for the current year.

Signature to Schedules A to R

 As per our attached report of even date
 For and on behalf of
C.L.DALAL & CO.
 Chartered Accountants

For and on behalf of the Board

Pavan G Morarka

Chairman & Managing Director

R.C.JAIN
 Partner

K D Shah

Director

MUMBAI : 24th June, 2011

MUMBAI : 24th June, 2011

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

		As at 31-03-2011 (Rs. in lacs)	As at 31-03-2010 (Rs. in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Tax & Extraordinary items		(116.24)	326.48
Add/(Less)Adjustments for:			
Depreciation / Amortisation		148.57	153.76
Interest /Dividend Received		(34.37)	(34.84)
(Profit)/Loss on sale of Fixed Assets		3.99	2.04
(Profit)/Loss on sale of Investment		(19.09)	-
Loss on write off of Investments		-	-
Loss on Fixed Assets discarded		-	-
Income from Rent & Compensation		(731.94)	(696.73)
Interest paid		201.78	150.17
Gratuity & Leave Provision		10.84	-
		(420.21)	(425.61)
Operating Profit before Working Capital changes	a	(536.45)	(99.14)
Trade & Other Receivables		569.59	(439.04)
Inventories		(323.75)	(151.59)
Other Current Assets		-	-
Loans & Advance		5.03	(6.55)
Trade Payables		(508.31)	289.70
CASH GENERATED FROM OPERATIONS	b	(257.44)	(307.48)
Interest Paid		(201.78)	(146.90)
Increase in Misc Exp		0.51	0.51
Direct taxes Paid		(48.74)	(60.27)
	c	(250.01)	(206.66)
Cash flow before Extra ordinary items (a+b+c)		(1043.90)	(613.27)
Prior Period Items (Net)		3.18	(1.42)
Net Cash generated from/(used) in operating activities	A	(1040.72)	(614.70)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(486.52)	(358.66)
Sale of Fixed Assets		20.20	1.69
Purchase/Sale of Investments		19.53	-
Interest / Dividend received		34.37	34.84
Rent and Compensation		731.94	696.73
Net Cash generated from/(used in) Investing activities	B	319.51	374.61

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	As at 31-03-2011 (Rs. in lacs)	As at 31-03-2010 (Rs. in lacs)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from/Repayment long term borrowings	213.58	15.18
Security & Other Deposits	27.60	(10.74)
Dividend Paid (Including Dividend Tax)	(79.61)	(79.61)
Net Cash generated from/(used in) Financing activities	161.57	(75.16)
Net (decrease)/increase in cash& cash equivalents(A+B+C)	(559.64)	(315.25)
Cash & Cash equivalent		
At the beginning		
Cash & Bank balances	114.50	75.42
Bank Overdraft	(781.95)	(427.61)
	(667.44)	(352.19)
At the end of the year		
Cash & Bank balances	115.01	114.50
Bank Overdraft	(1342.09)	(781.95)
	(1227.08)	(667.45)
Increase (decrease) in Cash & Cash equivalent	(559.64)	(315.25)
Cash and Cash equivalent represents Cash and Bank Balances, Overdrafts and Margin Money.		

As per our attached report of even date

For and on behalf of

C.L.DALAL & CO.

Chartered Accountants

R.C.JAIN

Partner

MUMBAI : 24th June, 2011

For and on behalf of the Board

Pavan G Morarka

Chairman & Managing Director

K D Shah

Director

MUMBAI : 24th June, 2011



**ACCOUNTS OF THE
SUBSIDIARY COMPANY**

BRADY & MORRIS ENGG. CO. LTD

BRADY & MORRIS ENGG. CO. LTD.

BOARD OF DIRECTORS

MR. PAVAN G. MORARKA Chairman

MR. KAUSHIK D. SHAH

MR. GAUTAM DIVAN

MR. MAHENDRA K. SHAH

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 400001.

Tel : 22048361-5 • Fax : 22041855

Email : bradys@mtnl.net.in

Website: www.bradys.in

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

CONTENTS	PAGE
Notice	62
Directors' Report.....	66
Secretarial Compliance Certificate	72
Auditors Report	75
Balance Sheet	78
Profit & Loss Account	79
Schedules A to P.....	80
Company Profile	96
Cash Flow Statement	98
Green Initiative in Corporate Governance.....	101
Attendance Slip / Proxy Form.....	103

NOTICE

NOTICE is hereby given that 65th Annual General Meeting of the Members of **Brady & Morris Engineering Company Limited** will be held on Friday, August 12, 2011 at 11.15 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhanukar Sabhagriha, Oricon House 6th Floor, 12, K Dubash Marg, Fort, Mumbai - 400001 to transact the following businesses:-

1. To Consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Pavan G. Morarka, who retires from office by rotation, and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. C. L. Dalal & Co., Chartered Accountants, Mumbai, having firm registration no. 102026W, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

To Consider and if thought fit, to pass with or without modification(s), the following Resolutions:

4. AS AN ORDINARY RESOLUTION:

“RESOLVED THAT the Authorised Share Capital of the Company be and is hereby increased from present Rs. 500,00,000/- [Rupees Five Crores Only] divided into 50,00,000 [Fifty Lacs] Equity Shares of Rs. 10/- [Rupees Ten only] each to Rs. 15,00,00,000/- [Rupees Fifteen Crores Only] divided into 50,00,000 [Fifty Lacs] Equity Shares of Rs. 10/- [Rupees Ten Only] each and 100,00,000 [One Crore] Preference Shares of Rs. 10/- [Rupees Ten Only] and that Clause V of the Memorandum of Association of the Company be altered accordingly.”

5. A SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the existing guidelines issued by the Securities & Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretariat of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable laws, and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committee constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board. The consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot on preferential basis upto 1,00,00,000 [One Crore] Preference Shares of face value of Rs.10/- each at an exercise price (Including Premium) to be decided by the Board of Directors.

“RESOLVED FURTHER THAT Mr. Pavan G. Morarka, Director of the Company be and is hereby severally authorized to take all such steps and sign all such documents as may be deemed necessary to give effect to this resolution and to delegate all or any of the powers herein conferred to any officer or officers of the Company to give effect to the aforesaid resolution or to legal experts, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as required for the above.”

FOR AND ON BEHALF OF THE BOARD

Sd/-
PAVAN G. MORARKA
Chairman

Registered Office:

Brady House
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
Maharashtra, India.
June 24, 2011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES 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 FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 09.08.2011 to 12.08.2011 (both days inclusive).
3. Pursuant to the provision of Section 205(A) of the Companies Act, 1956, 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 it's due date of transfer to Investors education and protection Fund is as below:

Sr. No.	Year ended	Date of Declaration	Due date of transfer to IEPF
1.	31.03.2004	14.08.2004	13.09.2011
2.	31.03.2005	27.08.2005	26.09.2012
3.	31.03.2006	23.09.2006	22.10.2013
4.	31.03.2007	27.09.2007	26.10.2014
5.	31.03.2008	30.08.2008	29.09.2015
6.	31.03.2009	19.09.2009	18.10.2016
7.	31.03.2010	18.09.2010	17.10.2017

4. 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.
Members are requested to visit the website of the Company 'www.bradys.in' for viewing the quarterly & annual financial results and for more information on the Company.
5. 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.
6. The Company has listed its shares on The Bombay Stock Exchange Limited, Mumbai.
7. 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 them for early disposal at the address as given below.
b. Members holding Shares in physical 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 the address given below 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.

M/S. BIGSHARE SERVICES PRIVATE LIMITED

Unit: [BRADY & MORRIS ENGINEERING COMPANY LIMITED]
E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri [East], Mumbai - 400 072.
Tel: 022 2847 0652 / 4043 0200
Email: info@bigshareonline.com

8. All documents referred to in the Notice 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.
9. 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.
10. 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.
11. 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.
12. **The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with M/S. BIGSHARE SERVICES PRIVATE LIMITED.**
13. Explanatory statement pursuant to Section 173(2) in respect of item no. 4 & 5 is annexed herewith.

FOR AND ON BEHALF OF THE BOARD

Sd/-
PAVAN G. MORARKA
Chairman

Registered Office:

Brady House
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
Maharashtra, India.

June 24, 2011

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956.

ITEM NO. 4:

The Authorised Share Capital of the Company presently stands at Rs. 500,00,000/- [Rupees Five Crores Only] divided into 50,00,000 [Fifty Lacs] Equity Shares of Rs. 10/- [Rupees Ten only] each. The Company proposes to increase its Authorised Share Capital from Rs. 5,00,00,000/- (Rupees Five Crores only) to Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 50,00,000 [Fifty Lacs] Equity Shares of Rs. 10/- [Rupees Ten Only] each and 100,00,000 [One Crore] Preference Shares of Rs. 10/- [Rupees Ten Only] each.

The proposed increase of the Authorised Share Capital of the Company requires approval of the members in General Meeting. Consequently, upon the increase in Authorised Share Capital of the Company, its Memorandum will require alteration so as to reflect the increase in share capital. The Articles of Association of the Company is not required to be amended as the corresponding Article provides that the Authorised Share Capital is as per the corresponding Clause in Memorandum of Association.

The Board recommends the Resolution.

None of the Directors of the Company are concerned or interested in the Resolution.

ITEM NO. 5:

The Company has been taking loans and advances from its parent Company M/s W.H. Brady & Co. Ltd. from time to time to meet its working capital requirements. Due to losses in the current year and to improve its net worth, the Company has requested the Parent Company to convert major part of its loans and advances into Preference capital. We are pleased to inform that the parent company has agreed for the same.

All documents referred to above 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.

The Board recommends the Resolution.

Mr. Pavan Morarka & Mr. Kaushik D. Shah, being common Directors may be deemed to be interested.

FOR AND ON BEHALF OF THE BOARD

Sd/-
PAVAN G. MORARKA
Chairman

Registered Office:

Brady House
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001.
Maharashtra, India.

June 24, 2011

DIRECTORS' REPORT 2010-2011

TO,

THE MEMBERS

Your Directors have pleasure in presenting the Sixty Fifth Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2011.

1. FINANCIAL RESULTS:

	2010 – 2011 (Rs.in Lacs)	2009-2010 (Rs.in Lacs)
a) Gross Turnover	3024.57	2861.74
b) Operating Profit/(Loss) before interest and Depreciation	(63.09)	280.93
c) Less: Interest	134.97	124.22
d) Profit/(Loss) Before Depreciation	(198.06)	156.71
e) Less: Depreciation	95.41	103.35
f) Profit/(Loss) Before Tax	(293.47)	53.36
g) Less: Tax for the Year		
(i) Current	—	16.25
(ii) Deferred	8.13	3.53
(iii) Fringe Benefit Tax	—	—
Sub - total	8.13	19.78
h) Profit/(Loss) After Tax	(301.60)	33.58
i) Add / (Less): Prior Year's adjustment	2.68	(0.15)
j) Profit/(Loss) for the year	(298.92)	33.43
k) Add: Balance brought forward from the previous year	126.36	134.42
l) Add: Transfer from General Reserve	29.00	—
m) Profit/(Loss) available for Appropriations	(143.56)	167.85
n) Less : Appropriations -		
Proposed Dividend	—	33.75
Tax on Dividend	—	5.74
Transfer to General Reserve	—	2.00
Sub - total	—	41.49
Balance carried to Balance Sheet	(143.56)	126.36
EPS	(13.40)	1.49

2. DIVIDEND:

In view of the losses incurred by the Company, your Directors express their inability to recommend any dividend for the year ended 31st March, 2011.

3. WORKING RESULTS:

The Company has incurred losses during the year mainly due to substantial increase in input costs, wages, financial costs, etc. The management is continuously taking appropriate steps to reduce the costs and work out new strategies to become profitable.

4. FUTURE OUTLOOK:

Although, the current year working is likely to be better than the previous year, the impact may only be visible from the 3rd quarter. The management has reworked the marketing strategies and increased efforts to reduce the costs. This would result into improvement of overall performance of the Company.

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. Pavan Morarka, Director retires from his office 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 have been followed along with proper explanation relating to material departures;

- (b) The Directors have 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 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. INCREASE IN AUTHORISED SHARE CAPITAL:

The present Authorised share capital of the company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 5000000 (Fifty Lacs) equity shares of Rs.10/- (Rupees Ten only) each.

Your Board recommends to enhance the Authorised Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 5000000 (Fifty Lacs) equity shares of Rs.10/- (Rupees Ten only) each to Rs.15,00,00,000/- (Rupees Fifteen crores only) divided into 5000000 (Fifty Lacs) Equity shares of Rs.10/- (Rupees Ten only) each and 10000000 [One Crore] Preference Shares of Rs. 10/- [Rupees Ten Only].

It is therefore, proposed to increase the authorized capital from Rs. 5,00,00,000/- (Rupees Five Crores only) to Rs.15,00,00,000/- (Rupees Fifteen crores only) by creation of 10000000 [One Crore] Preference Shares of Rs. 10/- [Rupees Ten Only].

Consequently, Clause V of the Memorandum of Association of the Company is proposed to be altered.

In terms of the provisions of Section(s) 16 and 94 consent of the Members is required for any alteration in Memorandum and Articles of Association of the Company. The Board recommends the Resolutions for your approval.

8. PERSONNEL & PARTICULARS OF EMPLOYEES:

None of the employees of the Company is in receipt of remuneration drawing in excess of limits prescribed under Section 217 (2A) of the Companies Act, 1956 read with (Particulars of Employees) Rules, 1975 as amended and hence no information is furnished thereto.

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 A and forms part of this Report.

10. COMPLIANCE CERTIFICATE:

Pursuant to provisions of Section 383A of the Companies Act, 1956 and the rules made thereunder, the Company has obtained a Compliance Certificate from GMJ & Associates, Company Secretaries. The same is attached herewith.

11. CORPORATE GOVERNANCE:

Though Provisions of Clause 49 of the Listing Agreement of the Stock Exchange do not apply to the Company, the Company has adopted best practices prevailing for internal regulations and for good Corporate Governance. A small note on Corporate Governance Practices adopted by the Company voluntarily is attached as Annexure B to the Directors Report.

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, 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.

13. INSURANCE:

All the properties of the Company including Factory Building Plant & Machinery, Stocks, etc. are adequately insured.

14. ACKNOWLEDGEMENT:

The Directors acknowledge the invaluable support extended to the Company by the financial institutions, bankers, employees of the Company, staff and management of the parent company.

FOR AND ON BEHALF OF THE BOARD

Sd/-
PAVAN G. MORARKA
Chairman

Mumbai: 24th June, 2011.

ANNEXURE 'A' TO THE DIRECTORS' REPORT

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, 2011.

A) CONSERVATION OF ENERGY:

- a) Company's operations involve low energy consumption. Wherever possible, energy conservation measures have already been implemented and there are no major areas where further energy conservation measures can be taken. However, efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: NIL
- c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:
Efforts made by us to economise consumption of power had a marginal impact on cost of production.
- d) Total energy consumption per unit of production as per Form-A of the Annexure in respect of industries specified in the Schedule thereto: NOT APPLICABLE

B) TECHNOLOGY ABSORPTION:

Efforts made in Technology Absorption as per Form-B.

FORM - B

1. Research & Development (R & D)

- a) Specified areas in which R & D carried out by the Company
- b) Benefit derived as a result of above R & D
- c) Future plan of action
- d) Expenditure on R & D
 - i. Capital
 - ii. Recurring
 - iii. Total
 - iv. Total R & D Expenditure as a percentage of total turnover.

NONE

2. Technology Absorption, Adaptation and innovation:

- a) Efforts in brief made towards technology Absorption, Adaptation and innovation
- b) Benefit derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc.

NONE

3. Imported Technology:

During the last five years no technology has been imported hence this is not applicable.

C) FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

Please refer Notes No. 17 to 19 of the Notes on Accounts.

FOR AND ON BEHALF OF THE BOARD

Sd/-

PAVAN G. MORARKA
Chairman

Mumbai: 24th June, 2011

ANNEXURE B TO DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2011 VOLUNTARY REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the system by which Companies are directed and controlled by the management in the best interest of the Shareholders and others; ensuring greater transparency and better and timely financial reporting. Corporate Governance therefore generates long term economic value for its Shareholders.

Your Company believes that the implementation of Corporate Governance principles generates public confidence in the corporate system. With this belief, your Company has initiated significant measures for compliance with Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Brady & Morris Engineering Company Limited ("the Company") is committed to adhere to the corporate governance code as prescribed by the SEBI and Stock Exchange and has accordingly implemented various aspects of the code.

To implement the Corporate Governance practice, the Company has a well defined policy consisting of the following:

- Ensure that the Quality and frequency of Financial and Managerial Information's, which the Management shares with the Board, fully placed before the Board Members in control of the Company's affairs.
- Ensure that the Board exercises its Fiduciary responsibilities towards Shareowners and Creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committees thereof.
- Ensure that the Board, the Management, the Employees and all the other stakeholders are fully committed to maximizing long-term value to the shareowners and to the Company.
- Ensure that the core values of the Company are protected.

BOARD OF DIRECTORS:

The details of composition of the Board, category, attendance of Directors at Board Meetings during the financial year and last Annual General Meeting, number of other Directorships and other Committee Memberships are given below:

Name of Director	Category	Date of Appointment	No. of Board Meeting attended	Attendance at last AGM
Mr. Pavan G. Morarka	Chairman	27.02.1985	6	YES
Mr. Kaushik D. Shah	Director	19.05.1994	6	YES
Mr. Mahendra K. Shah	Director	29.06.2007	6	YES
Mr. Gautam R. Divan	Director	28.07.2007	5	YES

During the financial year ended March 31, 2011, 6 [SIX] Board meetings were held on 30.04.2010, 31.05.2010, 31.07.2010, 18.09.2010, 28.10.2010 and 12.02.2011.

INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information with the Company & to any of the employee of the Company. The Board is provided with all the relevant information on the important matters affecting the working of the Company as well as the related details required deliberations by the members of the board.

Among others, this includes:

- Annual operating plans, capital budgets and updates.
- Quarterly results of the Company and its operating divisions.
- Minutes of meeting of audit committee and other committees.
- Information on recruitment and remuneration of senior officers just below the board level.
- General notices of interests.
- Materially important show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents or dangerous occurrences.

- Details of any joint venture of collaboration agreement.
- Sale of material nature of investments, subsidiaries, assets which is not in the normal course of business.
- Foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement.
- Any materially significant effluent or pollution problem.
- Any issue which involves possible public or product liability claims of a substantial nature.
- Significant development in the human resource and industrial relations fronts.
- Legal compliances reporting system.

The Board is routinely presented with all information under the above heads whenever applicable and materially significant.

GENERAL SHAREHOLDERS INFORMATION:

ANNUAL GENERAL MEETING	:	65th Annual General Meeting.
DAY & DATE	:	August 12, 2011.
TIME	:	11.15 A. M.
VENUE	:	Maharashtra Chambers of Commerce Trust,
		Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai – 400001
DATE OF BOOK CLOSURE	:	09.08.2011 to 12.08.2011 [Both days inclusive].

SHARE TRANSFER SYSTEM:

Share Transfer Requests are received at the registered office of the Company as well as directly at RTAs office. RTA does the verification and processing of documents. In order to comply with the requirement of SEBI circular Nos. SMD/POLICY/CIR-10/02 dated May 7, 2002 to effect transfer of shares within one month, the RTA has been authorised to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals. The share certificates duly endorsed for transfer are returned to shareholders within stipulated time of 30 days.

REGISTRAR AND SHARE TRANSFER AGENT:
M/S. BIGSHARE SERVICES PRIVATE LIMITED

Unit : [BRADY & MORRIS ENGINEERING COMPANY LIMITED]

E-2/3, Ansa Industrial Estate, Saki Vihar Road,

Saki Naka, Andheri [East], MUMBAI - 400 072.

Tel: 022 2847 0652 / 4043 0200

Email: info@bigshareonline.com

LISTING:

The Bombay Stock Exchange Limited, Mumbai.

STOCK CODE OF THE COMPANY:

The Bombay Stock Exchange Limited, Mumbai

Scrip Name	:	BRADY & MORRIS ENGINEERING COMPANY LIMITED
Scrip Code	:	505690.
Electronic Mode	:	INE856A01017.
DEPOSITORY CONNECTIVITY	:	NSDL and CDSL.
ISIN NO. FOR THE COMPANY'S SECURITY	:	INE856A01017.

DEMATERIALISATION OF SHARES:

As on March 31, 2011, 2131667 Shares representing 94.74% of total Equity Shares were held in dematerialised form with NSDL and CDSL.

Members can hold shares in electronic forms and trade the same in Depository System. However, they can hold the same in physical form also.

GENERAL BODY MEETINGS:

The last three Annual General Meetings were held as under:

Financial Year ended	Date	Time	Venue
31.03.2008	30.08.2008	11.30 A.M.	Maharashtra Chamber of Commerce Trust, Orion House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001.
31.03.2009	19.09.2009	11.30 A.M.	- As above -
31.03.2010	18.09.2010	11.00 A.M.	- As above -

All the matters as set out in the respective notices were passed by the Shareholders. No special resolution was required to be put through postal ballot last year.

MEANS OF COMMUNICATION:

Quarterly results are published in prominent daily newspapers.

The Company has its own website and all the vital information relating to the Company and its products are displayed on the web site. Address of the website is www.bradys.in

SHAREHOLDING PATTERN AS ON MARCH 31, 2011:

Category	No. Of shares held	% of shareholding
Promoters	1826351	81.17
Private Bodies Corporate	22644	1.00
Indian Public	258424	11.49
NRI/OCBs	142581	6.34
Total	2250000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2011:

No. of Equity Shares held	No. of Shareholders	Share Amount	% of Equity Capital
Upto 5000	1037	11,78,250	5.24
5001-10000	59	4,42,700	1.97
10001-20000	22	2,85,780	1.27
20001-30000	09	2,45,930	1.09
30001-40000	02	77,500	0.34
40001-50000	02	94,500	0.42
50001-100000	02	1,39,880	0.62
100001 & above	06	2,00,35,460	89.05
Total	1139	2,25,00,000	100.00

ADDRESS FOR CORRESPONDENCE:

Mr. R. K. Sharma
Compliance Officer
BRADY & MORRIS ENGINEERING COMPANY LIMITED
12-14, Veer Nariman Road,
Fort, Mumbai - 400 001
E-mail: companysecretary@bradys.in
Telephone No. 22048361/2/3.

SECRETARIAL COMPLIANCE CERTIFICATE

COMPANY NO. 11-004729.

AUTHORISED SHARE CAPITAL : RS. 5,00,00,000/-.

PAID UP SHARE CAPITAL : RS. 2,25,00,000/-.

The Members,

M/s. BRADY & MORRIS ENGINEERING COMPANY LIMITEDBrady House,
12/14, Veer Nariman Road,
MUMBAI - 400 001.

We have examined the registers, records, books and papers of **M/s. BRADY & MORRIS ENGINEERING COMPANY LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ended on MARCH 31, 2011. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company and its officers, We 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 there under 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 thereunder wherever 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 30.04.2010, 31.05.2010, 31.07.2010, 18.09.2010, 28.10.2010 and 12.02.2011 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 18th September, 2010 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 has 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:
 - i. delivered all the certificates on allotment of Shares in accordance with the provisions of the Companies Act, 1956.
 - ii. transferred the dividend to a separate account within the stipulated period of five days
 - iii. duly complied with the requirements of Section 217 of the Act.
 - iv. 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 Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued 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 review.
22. There were no transactions necessitating the Company to keep in abeyance the rights of dividend, right 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 293(1)(d) of the Act.
25. The Company has complied with the provisions of 372A of the Act.
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 Objects 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 no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment has been imposed on the Company during the financial year, for offences under the Act.
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.

For GMJ & Associates

Company Secretaries

Sd/-

Mansi Damania

Partner

ACS: 22670, COP:8120

Place: Mumbai.

Date: 24.06.2011

ANNEXURE - 'A' TO THE SECRETARIAL COMPLIANCE CERTIFICATE

Name of the Company: M/s. BRADY & MORRIS ENGINEERING 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	Register of Contracts.
6.	303	Register of Directors.
7.	125	Register of Charges
8.	307	Register of Directors' Shareholding

ANNEXURE - 'B' TO THE SECRETARIAL COMPLIANCE CERTIFICATE

Name of the Company: M/s. BRADY & MORRIS ENGINEERING 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- Form 20B.	09.11.2010	Yes	No
2	Balance Sheet U/s. 210- Form 23AC/23ACA.	05.10.2010	Yes	No
3	Secretarial Compliance Certificate U/s. 383A.	26.09.2010	Yes	No
4	Form 11NV	08.11.2010	NA	NA

For GMJ & Associates

Company Secretaries

Sd/-

Mansi Damania

Partner

ACS: 22670, COP:8120

Place: Mumbai.

Date: 24.06.2011

AUDITORS' REPORT

To the Members of Brady & Morris Engineering Co. Ltd.

1. We have audited the attached Balance Sheet of Brady & Morris Engineering Company Limited as at March 31, 2011 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the annexure referred to above, we report that -
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of the audit;
 - (b) In our opinion proper books of account as required by the law, have been kept by the company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Profit & Loss account and the cash flow statement dealt with by this report are in agreement with the books of account of the company;
 - (d) In our opinion the balance sheet, profit & loss account and the cash flow statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors as on March 31, 2011 and taken on record by the board of directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements, read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:
 - (i) In the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2011;
 - (ii) In the case of the Profit and Loss Account, of the loss of the company for the year ended on that date; and
 - (iii) In the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

For and on behalf of
C. L. DALAL & CO.
Chartered Accountants

Date: 24th June, 2011
Place: Mumbai

Sd/-
R. C. JAIN
Partner
Membership No. : 5180
Firm Regn. No. : 102026W

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE REPORT OF THE AUDITORS

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the programme of verification is reasonable having regard to the size of the company and the nature of its assets. We have been informed that no material discrepancies were noticed on such verification subject to observation in (a) above.
- (c) During the year, the Company has not disposed off any major part of Plant & Machinery that would affect the going concern status of the Company.
- (ii) (a) As explained to us, the inventories have been physically verified during the year by the management except inventories lying with third parties which have been confirmed and stock in transit which have been subsequently received. In our opinion, the frequency of verification is reasonable.
- (b) As explained to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the inventory records, we are of the opinion that, the company is maintaining proper records of inventory. Discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) (a) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 301 of the Act, and therefore, the provisions of clauses (iii) (b), (iii) (c) & (iii) (d) of the Order are not applicable to the Company.
- (b) The Company has not taken any loans secured or unsecured from companies, firms, or other parties covered in the Register maintained under Section 301 of the Act, except interest bearing unsecured loan from its holding company of Rs. 237.60 lacs, and an interest-free unsecured loan of Rs. 37 Lacs from an associate private limited company, for which there is no stipulation as to repayment of principal and interest.
- (iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the Register required to be maintained under that Section, and
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements in respect of its Holding Company during the year have been made at prices based on the policy laid down and mutually agreed upon for marketing company's products as in past based on list prices fixed from time to time. However, the reasonableness of such prices cannot be evaluated having regard to prevailing market rates at the relevant time.
- (vi) According to the information and explanations given to us, the Company has not accepted deposits from the public and hence, the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Act, and the rules framed thereunder, are not applicable to the Company.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) Maintenance of cost record under Section 209(1)(d) of the Companies Act, 1956 is not applicable to the Company.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth tax, Service tax, Custom duty, Excise duty, Cess and any other statutory dues applicable to it.

- (b) On the basis of our examination of documents and records there are no disputed statutory dues outstanding of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess etc.
- (x) In our opinion the Company has accumulated losses at the end of the Financial year which are not more than 50% of it's net worth and the company has incurred cash losses during the financial year under report. However, the company had not incurred any cash losses immediately preceding the financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) In our opinion the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence, maintenance of records is not applicable.
- (xiii) In our opinion the Company is not a chit fund or nidhi mutual benefit fund/society and therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other Securities and accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanation furnished to us, the Term Loan raised during the year has been generally applied for the purpose for which the same was obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under Section 301 of the Act and therefore, the provisions of clause 4(xviii) of the Order are not applicable to the Company.
- (xix) According to the information and explanations given to us, the Company has not issued any debenture and therefore, the provisions of clause 4(xix) of the Order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the provisions of clause 4(xx) of the Order with regard to end use of money raised on public issue are not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under review.

For and on behalf of
C. L. DALAL & CO.
Chartered Accountants

Sd/-
R. C. JAIN
Partner

Membership No. : 5180
Firm Regn. No. : 102026W

Date: 24th June, 2011
Place: Mumbai

BALANCE SHEET AS AT 31ST MARCH 2011

	Schedule	Rupees	31.03.2011 Rupees	31.03.2010 Rupees
I. SOURCES OF FUNDS				
1. SHARESHOLDERS' FUNDS				
(a) Capital	A	2,25,00,000		2,25,00,000
(b) Reserves & Surplus	B	1,16,19,718		2,71,56,292
			3,41,19,718	4,96,56,292
2. DEFERRED TAX LIABILITY (NET)			16,73,269	8,60,045
3. LOAN FUNDS				
(a) Secured Loans	C	14,52,41,604		8,81,56,427
(b) Unsecured Loans	D	2,91,81,450		2,90,91,450
			17,44,23,054	11,72,47,877
TOTAL			21,02,16,041	16,77,64,215
II. APPLICATION OF FUNDS :				
1. FIXED ASSETS				
(a) Gross Block	E	16,31,82,763		15,08,83,764
(b) Less : Depreciation		5,60,99,984		4,81,77,789
(c) Net Block		10,70,82,779		10,27,05,975
(d) Capital Work in Progress		2,27,81,682		80,85,047
			12,98,64,461	11,07,91,022
2. INVESTMENTS	F		6,28,002	6,28,002
3. CURRENT ASSETS, LOANS AND ADVANCES	G			
(a) Inventories		16,22,43,430		12,80,71,954
(b) Sundry Debtors		8,24,04,920		14,55,90,650
(c) Cash & Bank Balances		77,90,037		77,69,829
(d) Deposits		9,54,771		10,60,651
(e) Loans & Advances		1,75,52,371		1,45,49,268
		27,09,45,529		29,70,42,352
LESS : CURRENT LIABILITIES AND PROVISIONS	H	20,56,21,760		24,07,92,259
Net Current Assets			6,53,23,769	5,62,50,094
III. MISCELLANEOUS EXPENDITURE AND LOSSES				
(Expenditure for increase in Authorised Share capital net of write off Rs.50275/- previous year Rs.50275/-)			44,821	95,097
Debit balance in Profit & Loss A/c			1,43,54,988	-
TOTAL			21,02,16,041	16,77,64,215
NOTES FORMING PART OF ACCOUNTS	P			

As per our attached Report of even date

For and on behalf of

C. L. DALAL & CO.

Chartered Accountants

R. C. JAIN

Partner

Mumbai : 24th June, 2011

The above Balance Sheet, Schedules and relevant

Notes are authenticated by us

For and on behalf of the Board

Pavan G. Morarka

Chairman

K.D.Shah

Director

Mumbai : 24th June, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

	Schedule	Rupees	2010 - 2011 Rupees	2009 - 2010 Rupees
INCOME				
Sales	I		26,98,22,800	26,42,77,975
Other Income	J		50,51,007	81,17,611
Increase in Stock	K		3,31,66,854	-
TOTAL			30,80,40,661	27,23,95,586
EXPENDITURE :				
Raw materials and Bought out				
Components Consumed	L		19,83,24,237	11,80,20,079
Decrease in Stock	J		-	1,44,85,610
Trading Purchase			93,39,396	3,27,03,873
Payments to and Provisions for Employees	M		3,43,76,636	2,45,54,956
Manufacturing and other expenses	N		7,22,58,618	5,44,87,688
Interest on cash Credit / Term Loan etc.			1,34,96,559	1,24,21,694
Depreciation/ Amortisation			95,41,492	1,03,35,308
Differential Expenses for increase in Authorised Share Capital written off.			50,275	50,275
TOTAL			33,73,87,213	26,70,59,482
Profit/(Loss) before Taxation			(2,93,46,552)	53,36,104
Less : Provision for Taxation				
Current Tax			-	16,25,000
Deferred Tax			8,13,224	3,52,527
Profit / (Loss) after Taxation			(3,01,59,776)	33,58,577
Add / (Less) : Prior Period Adjustment (Net)	O		10,199	(5,04,200)
Add : Exces Provision of Taxation w/back			2,58,016	4,88,319
Add : Profit Brought Forward			1,26,36,573	1,34,42,460
Add : Transfer from General Reserve			29,00,000	-
Amount Available for Appropriation			(1,43,54,988)	1,67,85,156
APPROPRIATIONS :				
Proposed Dividend			-	33,75,000
Tax on Proposed Dividend			-	5,73,581
Transferred to General Reserve			-	2,00,000
Balance Carried to Balance Sheet			(1,43,54,988)	1,26,36,573
Earning per share (Refer Note 9 of Schedule P)				
BASIC & DILUTED			(13.40)	1.49
Nominal Value per Equity share			10.00	10.00
NOTES FORMING PART OF ACCOUNTS	P			

The above Profit & Loss Account, Schedules and relevant Notes are authenticated by us

As per our attached Report of even date
For and on behalf of
C. L. DALAL & CO.
Chartered Accountants

For and on behalf of the Board

Pavan G. Morarka Chairman

R. C. JAIN
Partner

K.D.Shah Director

Mumbai : 24th June, 2011

Mumbai : 24th June, 2011

**SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2011 AND PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011**

	Rupees	As at 31.03.2011 Rupees	As at 31.03.2010 Rupees
SCHEDULE 'A'			
SHARE CAPITAL			
Authorised :			
5000000 Shares of Rs. 10/- each		5,00,00,000	5,00,00,000
Issued & Subscribed :		2,25,00,000	2,25,00,000
2250000 (Previous Year 2250000) Equity Shares of Rs. 10/- each fully paid up.			
Of the above shares			
(i) 84290 Equity Shares are allotted as fully paid up pursuant to contracts, without payments being received in cash.			
(ii) 1500000 (Previous Year 1500000) Equity Shares are allotted as Bonus Shares by capitalisation of Profits			
(iii) 1798151 (Previous Year 1815690) Equity shares are held by the holding company W.H.BRADY & CO. LTD.			
TOTAL		2,25,00,000	2,25,00,000
SCHEDULE 'B'			
RESERVES & SURPLUS :			
REVALUATION RESERVE :			
Balance as per last Balance Sheet		1,16,19,718	1,16,19,718
GENERAL RESERVE :			
Balance as per last Balance Sheet		29,00,000	27,00,000
Add : Set aside during the year		-	2,00,000
		29,00,000	29,00,000
Less: Transferred to Profit & Loss A/c		29,00,000	-
		-	29,00,000
Profit & Loss Account		-	1,26,36,574
TOTAL		1,16,19,718	2,71,56,292
SCHEDULE 'C'			
SECURED LOANS FROM :			
Bank :			
Cash Credit Account	11,11,12,847		6,34,37,517
Term Loan Account	3,35,98,394		2,44,24,917
		14,47,11,241	8,78,62,434
Others :			
Hypothecation of Vehicles from			
(i) Banks	5,30,363		2,93,993
(ii) Others	-		-
		5,30,363	2,93,993
TOTAL		14,52,41,604	8,81,56,427
SCHEDULE 'D'			
UNSECURED LOANS :			
Holding Company		2,37,60,000	2,37,60,000
Deposits from Others :			
Private Limited Company		38,00,000	37,00,000
Dealers		16,21,450	16,31,450
TOTAL		2,91,81,450	2,90,91,450

SCHEDULE 'E'
FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT	ADDITIONS	DEDUCTIONS	AS AT	UP TO	FOR THE	DEDUCTIONS	TOTAL AS AT	AS AT	AS AT
	01/04/2010 RUPEES	RUPEES	RUPEES	31/03/2011 RUPEES	31/03/2010 RUPEES	YEAR RUPEES	RUPEES	31/03/2011 RUPEES	31/03/2011 RUPEES	31/03/2010 RUPEES
FREEHOLD LAND	2,06,25,646	84,06,161	-	2,90,31,807	-	-	-	-	2,90,31,807	2,06,25,646
LEASEHOLD LAND	68,54,506	-	-	68,54,506	-	-	-	-	68,54,506	68,54,506
FACTORY BUILDING	3,62,20,301	5,43,930	-	3,67,64,231	1,08,18,374	25,50,518	-	1,33,68,892	2,33,95,339	2,54,01,928
OFFICE BUILDINGS	3,58,41,036	15,757	-	3,58,56,793	1,19,39,280	11,97,248	-	1,31,36,528	2,27,20,265	2,39,01,756
PLANT & MACHINERY	1,91,26,376	24,78,143	9,910	2,15,94,609	1,10,89,144	17,54,870	9,910	1,28,34,104	87,60,505	80,37,232
TOOLS & IMPLEMENTS	10,53,734	2,94,350	-	13,48,084	9,09,523	46,872	-	9,56,395	3,91,689	1,44,211
ELECTRIC CABLE & INSTALLATION	40,31,498	-	-	40,31,498	13,49,276	3,73,097	-	17,22,373	23,09,125	26,82,222
AIR CONDITIONING	22,89,321	16,500	28,344	22,77,477	4,54,848	2,54,152	23,621	6,85,379	15,92,098	18,34,473
FURNITURE & FITTINGS	1,08,03,887	33,920	1,80,321	1,06,57,486	32,88,965	13,52,176	1,04,904	45,36,237	61,21,250	75,14,923
OFFICE EQUIPMENTS	28,28,670	4,020	-	28,32,690	9,06,123	2,71,445	-	11,77,568	16,55,122	19,22,548
WATER COOLERS	3,44,436	-	41,684	3,02,752	86,204	31,368	34,766	82,806	2,19,946	2,58,232
REFRIGERATOR	26,700	-	-	26,700	14,041	1,761	-	15,802	10,898	12,659
TYPEWRITER	-	-	-	-	-	-	-	-	-	-
COMPUTER	63,27,935	18,14,995	13,18,500	68,24,430	46,60,303	11,99,472	12,24,532	46,35,243	21,89,188	16,67,632
VEHICLE	44,33,714	6,00,980	3,30,998	47,03,696	26,16,109	5,00,913	2,21,564	28,95,458	18,08,238	18,17,605
TOTAL	15,08,07,762	1,42,08,756	19,09,757	16,31,06,761	4,81,32,189	95,33,892	16,19,297	5,60,46,784	10,70,59,977	10,26,75,573
INTANGIBLE ASSETS										
WEB SITE	76,002	-	-	76,002	45,600	7,600	-	53,200	22,802	30,402
DEVELOPMENT										
TOTAL	15,08,83,764	1,42,08,756	19,09,757	16,31,82,763	4,81,77,789	95,41,492	16,19,297	5,60,99,984	10,70,82,779	10,27,05,975
CAPITAL WORK IN PROGRESS										
PLANT & MACHINERY UNDER INSTALLATION	5,59,796	25,87,535	-	31,47,331	-	-	-	-	31,47,331	5,59,796
COMPUTER UNDER INSTALLATION	11,07,651	-	11,07,651	-	-	-	-	-	-	11,07,651
ORRISSA PROJECT A/C	20,00,000	3,88,101	-	23,88,101	-	-	-	-	23,88,101	20,00,000
BUILDING UNDER CONSTRUCTION	44,17,600	1,28,28,650	-	1,72,46,250	-	-	-	-	1,72,46,250	44,17,600
TOTAL	80,85,047	1,58,04,286	11,07,651	2,27,81,682	-	-	-	-	2,27,81,682	80,85,047
GRAND TOTAL	15,89,68,811	3,00,13,042	30,17,408	18,59,64,445	4,81,77,789	95,41,492	16,19,297	5,60,99,984	12,98,64,461	11,07,91,022
PREVIOUS YEAR	15,00,08,228	72,96,848	3,36,265	15,69,68,811	3,80,15,195	1,03,35,308	1,72,714	4,81,77,789	11,07,91,022	

	Rupees	As at 31.03.2011 Rupees	As at 31.03.2010 Rupees
SCHEDULE 'F'			
INVESTMENTS (NON TRADE - LONG TERM)			
Unquoted Investments :			
(A) IN SHARES OF JOINT STOCK COMPANY (FULLY PAID UP)			
(a) Equity Shares :			
(1) 78964 Shares of Rs. 12.50 each of Ganesh Flour Mills Company Ltd. (cost Rs.4,00,037)	1		1
(2) 40000 Shares(Including 30000 Bonus shares) of Rs.10 each of Brady Services Pvt. Ltd.	1,00,000		1,00,000
(3) 50 shares of Rs.10 each of Brady Air Ltd. (Previously known as Brady Satlink Ltd.)	500		500
(4) 2500 shares of Rs. 10 each of Brady Telesoft Pvt. Ltd.	25,000		25,000
(5) 50000 shares of Rs. 10 each of Brady Futures Pvt. Ltd.	5,00,000		5,00,000
(b) Preference Shares : fully paid 520 7 % First Cumulative Preference Shares of Rs. 12.50 each of Ganesh Flour Mills Co. Ltd. (Cost Rs. 6,645)	1		1
		6,25,502	6,25,502
(B) OTHERS			
The Manekchowk Co-Op. Bank Ltd. (25 Shares of Rs. 100/- each fully paid)		2,500	2,500
TOTAL		6,28,002	6,28,002
SCHEDULE 'G'			
CURRENT ASSETS, LOANS AND ADVANCES			
CURRENT ASSETS			
(A) INVENTORIES :			
(As valued and certified by a Director)			
(1) Stores	1,81,811		1,15,382
(2) Loose Tools	5,70,593		7,84,317
		7,52,404	8,99,699
(3) Stock in Trade / in Transit			
Bought out Components	3,91,47,743		5,50,74,674
Raw Materials	2,49,39,262		77,20,782
Semi Finished Goods	9,70,65,362		6,38,98,509
Stock in Transit	3,38,659		4,78,290
		16,14,91,026	12,71,72,255
		16,22,43,430	12,80,71,954
(B) SUNDRY DEBTORS : (Unsecured, Considered good unless otherwise stated)			
1. Over six Months :	1,56,50,312		91,55,334
2. Others : (Include Rs.75,41,466/- due by AOP in which Company is a member, previous year Rs. NIL/-)	6,67,54,608		13,64,35,316
		8,24,04,920	14,55,90,650

	Rupees	As at 31.03.2011 Rupees	As at 31.03.2010 Rupees
SCHEDULE 'G' (CONTD.)			
(C) CASH AND BANK BALANCES :			
(I) Cash on Hand		8,385	40,238
(II) Bank Balance with Scheduled Banks			
(a) Current Account (Including Dividend Account Rs.2,95,469/- Previous Year Rs.1,58,870/-)	6,32,193		8,09,951
(b) Fixed Deposits (Pledged with a bank against Guarantees)	71,49,458	77,81,651	69,19,640
		77,90,037	77,29,591
			77,69,829
(D) OTHER CURRENT ASSETS :			
(Unsecured, Considered good)			
Security & other Deposit		9,54,771	10,60,651
(E) LOANS AND ADVANCES :			
(Unsecured, considered good)			
(i) Advances Recoverable in cash or in kind or value to be received includes Rs.27,23,335/- due from AOP in which Company is a member, Previous Year NIL)	95,65,928		90,31,917
(ii) Statutory Advance payments	63,58,742		58,37,871
(iii) Advance payment or Income Tax etc.	12,63,942		13,15,721
(iv) Advance payment of Fringe Benefit Tax	3,63,759		3,63,759
		1,75,52,371	1,65,49,268
TOTAL		27,09,45,529	29,90,42,352
SCHEDULE 'H'			
CURRENT LIABILITIES AND PROVISIONS :			
(A) CURRENT LIABILITIES :			
(i) Sundry Creditors (including interest payable Rs.2,96,801/- previous year Rs. 1,70,022/-)	12,60,22,539		17,06,04,581
(ii) Advances received (including Rs.5,91,91,906/-from Holding Co. Previous year Rs.5,03,88,902/-)	7,69,84,796		6,37,40,075
(iii) Unclaimed Dividends	2,95,469	20,33,02,804	1,58,870
			23,45,03,526
(B) PROVISIONS :			
(i) Provision for Accrued Privilege Leave	3,86,957		4,08,152
(ii) Provision for Taxation	16,25,000		16,25,000
(iii) Provision for Fringe Benefit Tax	3,07,000		3,07,000
(iv) Proposed Dividend	-		33,75,000
(v) Tax on Proposed Dividend	-		5,73,581
		23,18,957	62,88,733
TOTAL		20,56,21,761	24,07,92,259

	Rupees	2010 - 2011 Rupees	2009 - 2010 Rupees
SCHEDULE 'I'			
SALES :			
Manufacturing Sales	29,26,69,333		25,24,61,194
Less : Excise Duty	<u>(3,26,33,946)</u>		<u>(2,18,95,749)</u>
		26,00,35,387	23,05,65,445
Trading Sales		97,87,413	3,37,12,530
TOTAL		<u>26,98,22,800</u>	<u>26,42,77,975</u>
SCHEDULE 'J'			
OTHER INCOME			
Interest Received (Gross)			
Tax Deducted at Source Rs.48,578/- (Previous Year Rs.62,326/-)			
a) on Bank F.D.	2,31,840		4,07,553
b) on Others	<u>98,723</u>		<u>13,103</u>
		3,30,563	4,20,656
Dividend Income		1,40,000	70,000
Commission Received (Gross) (Including Rs. 9,85,438/- from Holding Co. Previous year Rs. 6,82,657/-) Tax Deducted Rs.89,825 (Previous Rs.69,000)		18,95,349	26,75,430
Service & Maintenance Charges (Gross) (Tax Deducted at Source Rs.1,50,000/- Previous Year Rs.2,41,625/-)		15,00,000	15,00,000
Late Delivery Charges Recovered		-	1,01,464
Sundry Balance written back		-	14,20,228
Service Income(Gross)(TDS Rs. Nil Previous Year Rs.23,176/-)		5,89,200	15,97,987
Misc.Income		5,95,895	3,31,846
(Including sale of Scrap Rs.4,02,505/- Previous Year Rs.1,33,671)			
TOTAL		<u>50,51,007</u>	<u>81,17,611</u>
SCHEDULE 'K'			
INCREASE / (DECREASE) IN STOCKS			
Opening Stock as on 01.04.2010			
Semi Finished Goods		6,38,98,509	7,83,84,119
Less : Closing Stock as on 31.03.2011			
Semi Finished Goods		9,70,65,363	6,38,98,509
TOTAL		<u>3,31,66,854</u>	<u>(1,44,85,610)</u>

	Rupees	2010 - 2011 Rupees	2009 - 2010 Rupees
SCHEDULE 'L'			
CONSUMPTION OF RAW MATERIALS AND BOUGHT OUT COMPONENTS			
Opening Stock as on 01.04.2010			
(I) Raw Materials	77,20,782		34,58,676
(II) Bought out Components	5,55,52,964		2,89,22,916
		6,32,73,745	3,23,81,592
Add : Purchases during the year inclusive of incidental expenses			
(I) Raw Materials	7,52,98,452		4,27,08,106
(II) Bought out Components	12,41,77,706		10,62,04,125
		19,94,76,158	14,89,12,231
		26,27,49,903	18,12,93,823
Less : Closing Stock as on 31.03.2011			
(I) Raw Materials	2,49,39,263		77,20,782
(II) Bought out Components	3,91,47,744		5,50,74,674
(III) Stock in Transit	3,38,659		4,78,290
		6,44,25,666	6,32,73,746
TOTAL		19,83,24,237	11,80,20,077
SCHEDULE 'M'			
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES			
(I) Salaries, Wages, Bonus, Allowances Etc.		3,08,74,833	2,20,17,687
(II) Contribution to Provident and other Funds / Schemes (Includes contribution to Approved Gratuity Fund Rs.4,41,428/- Previous year Rs.1,34,420/-)		20,60,055	15,29,849
(III) Workmen & Staff Welfare Expenses		14,41,748	10,07,421
TOTAL		3,43,76,636	2,45,54,957

	Rupees	2010 - 2011 Rupees	2009 - 2010 Rupees
SCHEDULE 'N'			
MANUFACTURING AND OTHER EXPENSES			
Stores / Loose Tools consumed		2,07,33,308	1,49,31,052
Sub Contractors' Charges		2,20,80,815	1,32,15,584
Power & Fuel (Net of recovery)		18,35,511	19,78,130
Repairs to Building		51,370	2,56,912
Repairs to Machinery		4,80,891	4,29,284
Rent		14,98,570	14,01,402
(includes Rs.3,96,000/- to Holding Co. Previous year Rs.3,96,000/-)			
Rates & Taxes (Net of recovery)		2,51,257	4,40,966
Bad Debts & other irrecoverable amounts written off net		16,95,436	41,667
Insurance		3,42,089	2,28,716
Commission / Discount		75,87,802	18,10,979
(Including Rs. 33,60,221/- to Holding Co. Previous Year Rs. 14,92,369/-)			
Directors' Fees		1,72,500	1,47,500
Directors' Travelling Expenses		99,577	103,986
Travelling Exp. - Others		22,25,610	22,33,127
Legal & Professional Charges		11,61,398	14,28,793
Auditors' Remuneration			
A) Audit Fees	75,000		50,000
B) For other Services	24,250		33,000
		99,250	83,000
Bank Charges		30,92,904	1544,198
Miscellaneous Expenses (Net of Recovery)			
(Including Rs.22,293/- for Auditors' Travelling Previous Year Rs.29,234/-)		87,50,659	1,41,83,456
Loss on Sale of Fixed Assets		99,671	28,936
TOTAL		7,22,58,618	5,44,87,688
NOTES :-			
1. Auditors' Remuneration For Other Services Comprises Of :			
Taxation Matters		7,500	7,500
Tax Audit Fees		5,000	5,000
Certification Work & Other Services		11,750	20,500
TOTAL		24,250	33,000
2. Miscellaneous Expenses include...			
a) Erection & Commissioning Expenses		8,54,758	12,48,608
b) Penalty		12,082	18,245
SCHEDULE 'O'			
Prior Period Adjustment (NET)			
Credit :			
Excess Provision for Expenses now written back	5,760		2,35,755
Excess Provision for Privilege leave for earlier year written back	21,195		-
		26,955	2,35,755
Debit :			
Short Provision of Expenses in earlier year		16,756	7,39,955
TOTAL		(10,199)	5,04,200

SCHEDULE 'P'**A. SIGNIFICANT ACCOUNTING POLICIES – 31.03.2011****1. ACCOUNTING CONCEPTS :**

The accounts have been prepared on historical cost convention. The company follows the accrual basis of accounting. The Financial Statements are prepared in accordance with the accounting standards specified in the Companies (Accounting Standards) Rules, 2006 notified by the Central Government in terms of section 211 (3C) of the Companies Act, 1956.

2. Use of Estimates :

The presentation of financial statements requires certain estimates and assumptions. These estimates and assumptions affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known /materialized.

3. Revenue Recognition :

Revenue (income) is recognized when no significant uncertainty as to the measurability or collectibility exists.

4. FIXED ASSETS AND DEPRECIATION :

(a) Fixed Assets, other than unsold portion of land at Mumbai, are stated at their original cost including the expenditure incurred in connection with the shifting of the factory by apportioning the same as under :

- (i) direct expenditure to the respective fixed assets;
- (ii) indirect expenditure on pro-rata basis to the related fixed assets;

(b) Depreciation is charged on fixed assets at the written down value method as per the rates prescribed under Schedule XIV of the Companies Act, 1956 as amended. Depreciation on additions during the year is provided on pro-rata basis. Depreciation is provided on deduction from assets in the year up to the date of deduction only.

(c) Intangible assets are written off over a period of 10 years in ten equal installments.

(d) Interest paid on Term Loan for acquisition of fixed assets is capitalized up to the date of installation / ready to use.

5. FOREIGN CURRENCY TRANSACTIONS :

All monetary assets and liabilities remaining unsettled at the year end are translated at the closing exchange rate. Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the relevant head of the Profit & Loss Account except in case where they relate to acquisition of Fixed Assets in which case they are adjusted in the carrying cost of such assets / capital work in progress and the relevant loan account.

6. INVESTMENTS :

(a) Quoted investments are stated at cost or market value whichever is less.

(b) Unquoted investments are stated at cost and other unquoted investments which are not realizable, are stated at token value of Re.1/- each by writing down the value of investments.

(c) Investments in Govt. Securities are stated at cost.

7. INVENTORIES :

These are valued as under:

Stores; Loose Tools; Spare parts; Bought out components, Raw materials and Work-in-progress, Trading goods, and Finished Goods at lower of cost or at net realizable value, and Scrap at realizable value.

8. EMPLOYEE BENEFITS :

(a) Incremental liability for Gratuity is accounted based on actuarial valuation certificate received by an Actuary as per Accounting Standard 15 issued by the Institute of Chartered Accountants of India.

(b) Liability for unavailed Privilege leave is accounted on the basis of actuarial certificate received by an Actuary as per Accounting Standard 15 issued by the Institute of Chartered Accountants of India.

9. CONTINGENT LIABILITIES :

Contingent Liabilities are not provided for and are disclosed by way of notes.

10. DEFERRED REVENUE EXPENDITURE :

(a) Compensation payable on closure of unit / voluntary block retirement is accounted by spreading the total expenditure over a period of five years in equal installments.

- (b) Expenses incurred due to increase in Authorized Share Capital is equally spread over for a period of five years.
- (c) Expenditure incurred in connection with issue of Bonus Shares is charged to Profit & Loss Account in the year in which it is incurred.

11. TAXES ON INCOME :

Income taxes / expenses comprise both, current & deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using enacted tax rates.

12. PROVISIONS & CONTINGENT LIABILITIES:

Provisions are recognized for present obligation of uncertain timing or amount as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not possible that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability, unless the probability of outflow or resources embodying economic benefits is remote.

Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain events are also disclosed as contingent liabilities unless the probability of outflow of resources embodying economic benefit is remote.

B. NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31.03.2011

1. CONTINGENT LIABILITIES IN RESPECT OF :

- (a) Claims made by the ex-employees of the Company and pending before the appropriate authorities in respect of dues, reinstatement, permanency etc. which are contested by the Company the liability whereof is indeterminate.
 - (b) In respect of Guarantees aggregating to Rs. 5,61,25,765 /- (Previous Year Rs. 4,08,14,775/-) given to clients by the Company's bankers for Performance / Advance Guarantees against counter guarantees given by the Company to the said bankers.
 - (c) Contingent liability in respect of I.T. liability for assessment year 08- 09 under section 143(1) of the Income Tax Act 1961 pending rectification of demand Rs.9,73,090/- (Previous Year Rs. 9,73,090/-)
 - (d) Claim of Warranty expenses made by dealer of Rs. 3,22,176/- (previous year Rs.3,22,176/-)
2. Estimated amount of contracts remaining to be executed on capital account and not provided for in accounts aggregate to Rs. 75,74,507/- (Previous Year Rs. 63,49,000/-).
3. As reported earlier, the Company had filed appeal with the Company Law Board against the dismissal of the Company's application by the said Board in 1982 in connection with the transfer of 54000 Equity Shares of the Ganesh Flour Mills Co. Ltd. to its name. The appeal is pending for final hearing and disposal. However, by way of abundant caution, the Company during the year ended 31st March, 1994, stated the value of the said investment at a token figure of Re.1 each by writing off the investment.
4. (a) The Company has been granted Cash Credit Facilities aggregating to Rs.1450 lacs. (Previous year Rs.1450 lacs) by the Bankers which is inclusive of the facilities for Letter of Guarantee, Letter of Credit, etc. of Rs.800 lacs (previous year Rs.650 lacs) which are secured by hypothecation of raw material, stock-in-process, finished goods and book debts.
- (b) The Company has been granted Term Loans I, II, III & IV of Rs. 613.03 lacs (previous year Rs.263 lacs) and Term Loan Union Miles of Rs 0.03 lacs(previous year NIL). The Term Loan I of Rs.67 lacs is secured by equitable mortgage of existing factory land & building and hypothecation of entire plant & machinery at Vatva which has been satisfied in full during the year. The term Loan II of Rs.196 lacs is secured by equitable mortgage of factory land & building at Plot No.326-B, Sarsa Kanera Road, Sarsa Patia, Village Kanera, Dist. Kanera. Gujarat and Extension of Factory Land and Building at Vatva. The term loan III of Rs. 250 lacs is secured by hypothecation of plant and machinery acquired utilizing the term loans. Extension of EM of properties already mortgaged with the Bank to cover our entire exposure to the company. The term loan IV of Rs. 1 crore is secured by equitable mortgage of plot of land to be acquired utilizing the term loans with further extension of equitable mortgage of properties already mortgaged with the Bank to cover our entire exposure to the company. The Term Loan Union Miles of Rs. 0.03 lacs is secured against hypothecation of vehicle.
- (c) The above facilities are further collaterally secured against commercial building at 414, Senapati Bapat Marg, Lower Parel, Mumbai-400 013, Factory Land & Building at 505, GIDC, Phase IV, Vatva, Ahmedabad and Factory

Land & Building at Plot No.326-B, Sarsa Kanera Road, Sarsa Patia, Village Kanera, Dist. Kanera. Gujarat, by way of first charge on the prime and collateral security as mentioned above. The term loan IV is collaterally secured against the equitable mortgage of plot of land to be acquired utilizing the term loans with further extension of equitable mortgage of properties already mortgaged with the bank to cover our entire exposure to the company.

- (d) Term Loan II of Rs.196 lacs is repayable in 60 equal monthly installments after 3 months moratorium period from the date of 1st disbursement on 08.10.07. The Term Loan III of Rs.250 lacs is repayable in 54 equal monthly installments after 06 months moratorium period from the date of 1st disbursement on 21.06.10 and the Term Loan IV of Rs.100 lacs is repayable in 54 equal monthly installments after 06 months moratorium period from the date of 1st disbursement on 28.09.10 .

- 5 Interest on Cash Credit, Term Loan etc. of Rs.1,34,96,559/- (Previous Year Rs.1,24,21,694/-) is inclusive of following:-

	Current Year Rupees	Previous Year Rupees
(a) Against Hypothecation of Vehicles	54,076	103,247
(b) On Term Loans	14,48,290	38,54,382
(c) On Cash Credit	97,61,317	63,27,695
(d) Others	1,92,585	1,10,678
(e) On Dealership Deposits	1,39,491	1,24,892
(f) Interest to Holding Company	19,00,800	19,00,800
	1,34,96,559	1,24,21,694

6. Employees Benefits (AS 15):

- a. In accordance with provisions of Accounting Standard (AS-15), as at 31.03.2011 the liability for the balance Privilege Leave is of Rs. 3,86,957/- as per Actuarial valuation, has been accounted for in the financial statement, (Previous year Rs.4,08,152/- as at 31.03.10). Accordingly, an amount of Rs.21,195/- has been written back to Profit & Loss A/c.
- b. Details of Employee Benefits as required by the Accounting Standard -15 “ Employee Benefits” are as follows:

(I) Defined Contribution Plans

During the year ended 31st March 2011, the company has recognized the following amounts in the profit loss account:

	Current Year	Previous Year
Contribution to Provident Fund and Family Pension Fund	9.92	10.26

The above amounts are included in ‘Contribution to Provident Fund’ and other funds’ under ‘Payment to and provisions for employees in Schedule M

(II) Defined Benefit Plan (Funded)

- a. A general description of the Employees Benefit Plan:

The company has an obligation towards gratuity, a funded benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement/death while in employment or on termination of the employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

- b. Details of defined benefit Plan – As per Actuarial Valuation as on 31st March, 2011.

Particulars	Current Year	Rs.in lacs
		Previous Year
I. Components of employer expenses		
1. Current Service Cost	1.73	1.33
2. Interest Cost	0.84	0.87
3. Expected Return on Plan Assets	(0.99)	0.76
4. Actuarial Losses/(Gains)	2.02	(0.57)
5. Total Expense recognized in the profit & loss account (included in 'Contribution to provident fund, and other funds' under 'Payment to and provisions for employees in Schedule M).	3.61	1.34
II. Actual Contribution and Benefit Payments for the year ended 31st March, 2011		
1. Actual Benefit payments	4.41	(0.22)
2. Actual Contributions	-	1.34
III. Net asset/(liability) recognized in the Balance Sheet as at 31st March, 2011		
1. Present Value of Defined Benefit Obligation	11.67	10.94
2. Fair Value of Plan Assets	11.67	9.59
3. Funded status[Surplus/(Deficit)]	-	-
4. Unrecognized Past service Cost	-	-
5. Net asset/(liability) recognized in the Balance sheet	-	(1.34)
IV. Change in Defined Benefit Obligation during the year ended 31st March, 2011		
1. Present Value of Defined Benefit Obligation as at 1st April, 2010	10.94	9.62
2. Current Service Cost	1.73	1.33
3. Interest Cost	0.84	0.87
4. Curtailment Cost/(Credit)	-	-
5. Settlement Cost/(Credit)	-	-
6. Plan amendments	-	-
7. Acquisitions/ Amalgamations	-	-
8. Actuarial (gain)/losses	2.57	(0.67)
9. Benefits paid	(4.41)	(0.22)
10. Present Value of Defined Benefit Obligation as at 31st March, 2011	11.67	10.94
V. Change in Fair Value of Plan Assets during the year ended 31st March, 2011		
1. Plan Assets as at 1st April, 2010	9.59	9.62
2. Acquisitions/ Amalgamations	-	-
3. Expected Return on Plan Assets	0.99	0.76
4. Actuarial (Gains)/losses	0.55	(0.57)
5. Actual Company Contributions	4.95	-
6. Benefits paid	(4.41)	(0.22)
7. Plan Assets as at 31st March 2011	11.67	9.59

Particulars	Current Year	Rs.in lacs	
		Previous Year	
VI. Actuarial Assumptions			
1. Discount Rate	8.25%	8.00%	
2. Expected rate of Return on plan Assets	8.00%	8.00%	
3. Salary Escalation rate	3.00%	3.00%	
VII. The expected rate of return on the plan assets is based on the average long term rate of return expected on investment of the Fund during the estimated term of the obligations. The actual return on plan assets is Rs.1,53,608/- (Previous Year Rs.19,318/-)			
VIII. The assumption of the future salary increases, considered in actuarial valuation, takes into account in inflation, seniority, promotion and other relevant factors.			
IX. The major categories of Plan Assets as a percentage of the total plan assets			
1. Insurer Managed Funds	11.67	9.59	
2. Others	-	-	
3. Total	11.67	9.59	
X. Experience Adjustments			
1. Present Value of Defined Benefit Obligation as at 31st March, 2011	11.67	10.94	
2. Fair Value of Plan Assets as at 31st March, 2011	11.67	9.62	
3. Fund status [Surplus/(Deficit)]	-	-	
4. Experience adjustment on Plan liabilities	2.85	(0.67)	
5. Experience adjustment on Plan assets	0.55	(0.57)	

7. SEGMENT INFORMATION (AS-17)

The Company is engaged primarily in manufacture of material handling equipments. Accordingly there are no separate reportable segments as per Accounting Standard – 17 dealing with segment reports.

8. RELATED PARTIES DISCLOSURES: (AS-18)

A) Particulars of parties where control exists

I) W. H. Brady & Co. Ltd.	Holding Company
II) Other related parties –	
Brady Services Pvt. Ltd.	Associate
Brady Telesoft Pvt. Ltd.	Associate
Brady Air Ltd.	Associate
Brady Futures Pvt. Ltd.	Associate
Global Tradecrackers Ltd.	Associate
Zoeftig Bradys	AOP
III) Mr. Pavan G. Morarka (Chairman)	Key Management Personnel

B) Transactions etc. with Related Parties during the year

		Holding Co.	Associates	Key Management Personnel
		Rs.	Rs.	Rs.
I	Sale of Products inclusive of taxes etc.	6,81,13,071	41,466	-
		(3,41,73,332)	(-)	(-)
II	Purchase of Products	2,08,995	-	-
		(4,01,310)	(-)	(-)
III	Reimbursement of expenses received	-	1,25,98,667	-
		(-)	(27,29,503)	(-)
IV	Dividend paid during the year	27,22,304	-	33,750
		(27,23,535)	(-)	(33,750)
V	Dividend received during the year	-	1,40,000	-
		(-)	(70,000)	(-)
VI	Maintenance/ commitment/ charges received during the year	-	15,00,000	-
		(-)	(15,00,000)	(-)
VII	Other expenses including reimbursements paid	13,75,852	-	-
		(25,53,217)	(-)	(-)
VIII	Commission paid	33,60,221	-	-
		(-)	(-)	(-)
IX	Commission Received	9,85,438	-	-
		(6,82,657)	(-)	(-)
X	Deposit Balance	-	38,00,000	-
		(-)	(37,00,000)	(-)
XI	Sitting fees paid	-	-	45,000
		(-)	(-)	(40,000)
XII	Interest paid	19,00,800	-	-
		(19,00,800)	(-)	(-)
XIII	Rent paid	3,96,000	-	-
		(3,96,000)	(-)	(-)
XIV	Long Term Loan payable	2,37,60,000	-	-
		(2,37,60,000)	(-)	(-)
XV	Advance Received	5,91,91,906	-	-
		(5,03,88,902)	(-)	(-)
XVI	Advances Recoverable	-	27,23,335	-
		(-)	(-)	(-)
XVII	Debtors Outstanding	-	75,41,466	-
		(-)	(-)	(-)

Figures in brackets indicate corresponding figures of previous year.

9. EARNINGS PER SHARE (AS-20)

	Current Year 2010-11 Rupees	Previous Year 2009-10 Rupees
a) Calculation of weighted average number of equity shares of Rs.10/- each Number of shares	2250000	2250000
b) Net profit after tax available to equity shareholders (Rupees)	(3,01,59,776)	33,58,577
c) Basic and Diluted Earnings per share (Rupees)	(13.40)	1.49

10. DEFERRED TAXATION :

Break up of Deferred Tax Liability / Asset (Net) is as follows:-

	31.03.2011 Rs.	31.03.2010 Rs.
Tax on Difference between book depreciation and depreciation under Income Tax Act, 1961	(20,04,953)	(8,60,045)
Tax on Expenditure under Sec. 43B of the Income Tax Act, 1961	3,31,684	-
TOTAL – DEFERRED TAX ASSET / (LIABILITY)	(16,73,269)	(8,60,045)

11. IMPAIRMENT OF ASSETS :

At each balance Sheet date the company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets have suffered impairment loss. If any such indication exists the company estimates the recoverable amount of such assets. If recoverable amount of the assets or cash generating unit to which the assets belong is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and debited to the Profit and Loss account. If at the balance sheet date there is an indication of a previously assessed impairment loss no longer existing, then recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciated historical cost.

12. Micro, Small and Medium Enterprises

The Company has issued the letters for obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006. However based on the information available with the company there are no outstanding dues to such Micro, Small and Medium Enterprises.

13. CAPACITY, PRODUCTION AND SALES (AS CERTIFIED BY A DIRECTOR AND RELIED UPON BY THE AUDITORS)**A. MANUFACTURED GOODS**

	Capacity installed (Per Annum)	Production	Sales	
		Nos.	Nos.	Rupees
Pulley Blocks incl. EHB	4000	3080 (2560)	3080 (2560)	17,69,68,633 (11,67,55,248)
Elevating Trucks	600	(9)	(9)	(95,472)
Spares & Components for Pulley Blocks, etc.	-	-	-	1,78,47,823 (1,42,62,975)
Cranes	156	109 (103)	109 (103)	9,78,11,410 (12,13,47,499)
Bread Plants	10	-	-	-
Confectionery Dies	60	-	-	-

	Capacity installed (Per Annum)	Production	Sales	
		Nos.	Nos.	Rupees
Spares & Components For Bread Plant, etc.	-	-	-	-
Sub-assembly for Airport Terminal Chair		3	3	41,466
Bakery / Biscuit Machinery	50	-	-	-
Textile / Sugar Machinery Spares, etc.	Rs.10 lacs	-	-	-
Total Sales of Engineering Products as per Schedule I		3192 (2672)	3192 (2672)	29,26,69,333 (25,24,61,194)

Note: Figures in brackets indicate corresponding figures of previous year.

B. TRADING GOODS

	ENGINEERING PRODUCTS	
	QUANTITY	VALUE (RS.)
Opening Stock	- (-)	- (-)
Purchases	Diverse Items	93,39,395 (3,27,03,873)
Sales	Diverse Items	97,87,413 (3,37,12,530)
Closing Stock	- (-)	- (-)

14. (I) Raw Materials Consumed:

	2010-2011		2009-2010	
	QTY.	VALUE	QTY.	VALUE
	M.T.	Rs.	M.T.	Rs.
(a) Steel	1902.83	7,61,13,066	854.36	3,84,46,000
(b) Non-Ferrous	-	-	-	-
TOTAL	1902.83	7,61,13,066	854.36	3,84,46,000

(II) Value of imported and indigenous Raw Materials consumed and percentage thereof to total value of consumption.

	IMPORTED		INDIGENOUS		TOTAL VALUE	
	2010-2011 Rs.	2009-2010 Rs.	2010-2011 Rs.	2009-2010 Rs.	2010-2011 Rs.	2009-2010 Rs.
Value	-	-	7,61,13,066	3,84,46,000	7,61,13,066	3,84,46,000
Percentage	-	-	100	100	100	100

15. SPARE PARTS AND COMPONENTS CONSUMED :

Value of imported and indigenous Spare Parts and Components consumed and percentage thereof to total value of consumption:

	IMPORTED		INDIGENOUS		TOTAL VALUE	
	2010-2011 Rs.	2009-2010 Rs.	2010-2011 Rs.	2009-2010 Rs.	2010-2011 Rs.	2009-2010 Rs.
Value		Nil	12,22,11,172	7,95,74,077	12,22,11,172	7,95,74,077
Percentage		Nil	100	100	100	100

16. STOCKS OF GOODS PRODUCED :

	OPENING		CLOSING	
	QTY.	VALUE	QTY.	VALUE
	Nos	Rs.	Nos.	Rs.
(a) Pulley Blocks	-	-	-	-
(b) Cranes	-	-	-	-
(c) Other Spare Parts & Accessories	-	-	-	-
(d) Scrap	-	-	-	-
TOTAL	-	-	-	-

	31.03.2011 Rs.	31.03.2010 Rs.
17. Remittance in foreign currency on account of Dividend	2,08,800	2,08,800
18. C.I.F. Value of Imports of Trading Goods	Nil	Nil
19. Expenditure & Earning in Foreign Exchange:		
(a) Expenditure on Travelling	Nil	Nil
(b) Earning (FOB) value of Exports	Nil	Nil

20. Previous Year's figures have been regrouped wherever necessary to make them comparable with Current Year.

21. Balance Sheet Abstract and Company's General Business Profile:

I.	Registration Details :	
	Registration No.	4729
	State Code No.	11
	Balance Sheet Date	31st March, 2011
II.	Capital raised during the year (Amount in Thousands of Rupees)	
	Public Issue	Nil
	Rights Issue	Nil
	Bonus Issue	Nil
	Private Placement	Nil
III.	Position of Mobilization and Deployment of Funds (Amount in Thousands of Rupees)	
	Total Liabilities	2,10,216
	Total Assets	2,10,216
	SOURCES OF FUNDS :	
	Paid-up Capital	22,500
	Reserves and Surplus	11,620
	Secured Loans	1,45,242
	Unsecured Loans	29,181
	Deferred Tax Liability	1,673
	Total	<u>2,10,216</u>
	APPLICATION OF FUNDS :	
	Net Fixed Assets	1,29,864
	Investments	628
	Net Current Assets	65,324
	Deferred Tax Asset	
	Miscellaneous Expenditure	45
	Accumulated Losses	14,355
	Total	<u>2,10,216</u>
IV.	Performance of the Company :	
	(amount in Thousand of Rupees)	Rs.
	Turnover (including other Income)	3,08,041
	Total Expenditure	(3,37,387)
	Profit/(Loss) before Tax	(29,347)
	Profit/(Loss) after Tax	(30,160)
	Earnings per share in Rs.	(13.40)
	Dividend Rate (%)	NIL

V.	Generic Names of Principal Products / Services of the Company	
	(a) Item Code No. (ITC Code)	8425.00
	Product Description	Pulley Blocks
	(b) Item Code No. (ITC Code)	8431.00
	Product Description	Spares & Components of Pulley Blocks
	(c) Item Code No. (ITC Code)	8,438.00
	Product Description	Bakery / Biscuit Machinery

Signature to Schedules 'A' to 'P'

As per our attached Report of even date
For and on behalf of
C. L. DALAL & CO.
Chartered Accountants

R. C. JAIN
Partner

Mumbai : 24th June, 2011

For and on behalf of the Board

Pavan G. Morarka Chairman

K.D.Shah Director

Mumbai : 24th June, 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rs. in lacs)

	As at 31-03-2011	As at 31-03-2010
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extraordinary items	(293.47)	53.36
Add/(Less) Adjustments for:		
Depreciation	95.41	103.35
Interest/Dividend Received	(4.71)	(4.91)
(Profit)/Loss on sale of Fixed Assets	0.50	0.29
Interest paid	134.97	124.22
	<u>226.18</u>	<u>222.95</u>
Operating Profit before Working Capital changes	(67.29)	276.31
Trade & Other Receivables	631.86	(533.32)
Inventories	(341.71)	(147.29)
Other Current Assets	1.06	(34.01)
Loans & Advances	(10.03)	79.67
Trade Payables	(351.70)	454.62
CASH GENERATED FROM OPERATIONS	<u>(70.53)</u>	<u>(180.33)</u>
Interest Paid	(134.97)	(101.95)
Direct taxes Paid	(8.13)	(18.39)
Decr. In Misc Exp	0.51	0.51
	<u>(142.59)</u>	<u>(119.83)</u>
Cash flow before Extra ordinary items (a+b+c)	(280.41)	(23.85)
Prior Period items (Net)	2.68	0.16
Net Cash generated from/(used) in operating activities	<u>(277.73)</u>	<u>(23.69)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(302.95)	(46.14)
Interest/Dividend received	4.71	4.91
Net Cash generated from/(used in) Investing activities	<u>(298.24)</u>	<u>(41.23)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from/Repayment long term borrowings	94.10	(142.67)
Security & Other Deposits	(1.00)	(0.10)
Dividend Paid (including Dividend tax)	0.00	(39.49)
Net Cash generated from/(used in) Financing activities	<u>93.10</u>	<u>(182.16)</u>
Net (decrease)/increase in cash& cash equivalents (A+B+C)	<u>(482.87)</u>	<u>(247.08)</u>
Cash & Cash equivalent		
At the beginning		
Cash & Bank balances	77.70	48.37
Bank Overdraft	(634.38)	(357.97)
	<u>(556.68)</u>	<u>(309.60)</u>
At the end of the year		
Cash & Bank balances	71.58	77.70
Bank Overdraft	(1,111.13)	(634.38)
	<u>(1,039.55)</u>	<u>(556.68)</u>
Increase (decrease) in Cash & Cash equivalent	<u>(482.87)</u>	<u>(247.08)</u>
Cash and Cash equivalent represents Cash and Bank Balances, Overdrafts and Margin Money.		

As per our attached Report of even date

For and on behalf of

C. L. DALAL & CO.

Chartered Accountants

R. C. JAIN

Partner

Mumbai : 24th June, 2011

For and on behalf of the Board

Pavan G. Morarka

Chairman

K.D.Shah

Director

Mumbai : 24th June, 2011

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NOTES



W. H. BRADY & COMPANY LIMITED

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

Green Initiative in Corporate Governance

Dear Shareholder,

In case you have not registered your e-mail address for receiving communication from the Company in electronic mode, you may submit the Registration Form given below. Shareholders holding shares in demat mode are request to register their e-mail address with the Depository Participant.

E-COMMUNICATION REGISTRATION FORM

(In terms of circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. /DP ID & Client ID:

Name of 1st Registered Holder:

Name of Joint Holder(s):

Registered Address:

Email ID (to be registered).....

I/we shareholder(s) of W. H. Brady & Company Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail id in your records for sending communication through e-mail.

Date

Signature

Note: Shareholder(s) are requested to keep the Company/Depository Participant informed as and when there is change in the e-mail address.



W. H. BRADY & COMPANY LIMITED**ATTENDANCE SLIP****Registered Office :**

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

I/We hereby record my/our presence at the NINETY EIGHT ANNUAL GENERAL MEETING of the Company on Friday, August 12, 2011 at 12.15 p.m. at Maharashtra Chamber of Commerce Trust, Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001.

(IN BLOCK LETTERS)

NAME OF THE SHAREHOLDER/PROXY :

SIGNATURE OF THE SHAREHOLDER/PROXY :

Ledger Folio No. DP ID No. Client ID No.

No. of shares held

Note : Please complete the attendance slip and hand it over at the Entrance of the Meeting Hall.

W. H. BRADY & COMPANY LIMITED**PROXY FORM****Registered Office :**

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

Ledger Folio No. DP ID No. Client ID No.

I/We of
.....being a Member/Members of
W. H. BRADY & COMPANY LIMITED HEREBY APPOINT
..... of..... (or failing him/her)
..... of..... (or failing him/her)
..... of..... as my/our Proxy to attend and vote for me/us and on my behalf
at the NINETY EIGHT ANNUAL GENERAL MEETING of the Company to be held on Friday, August 12, 2011 at 12.15 p.m. at
Maharashtra Chamber of Commerce Trust, Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg,
Fort, Mumbai 400 001, and at any adjournment thereof.

Signed this day of 2011.

Rs. 1/-
Revenue
Stamp

Signed by the said

NOTE : This Proxy Form in order to be effective should be duly stamped and completed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

BOOK POST

If undelivered please return to :

W. H. BRADY & COMPANY LTD.

Brady House
12/14 Veer Nariman Road,
Fort, Mumbai - 400 001

www.bradys.in