

## BRADY HOUSE

W. H. BRADY & COMPANY LIMITED

101<sup>st</sup> ANNUAL REPORT 2013-14



## W. H. BRADY & CO. LIMITED

### BOARD OF DIRECTORS

#### MR. PAVAN G. MORARKA

Chairman & Managing Director

#### MR. KAUSHIK D. SHAH

#### MR. PINAKI MISRA

#### MR. PRAKASH V. MEHTA

#### MR. VAIBHAV P. MORARKA

### CHIEF OPERATING OFFICER

MR. RAJENDER K. SHARMA

### AUDITORS

C. L. Dalal & Co.

Chartered Accountants

### BANKERS

BANK OF BARODA, MUMBAI

AXIS BANK, MUMBAI

THE RATNAKAR BANK LTD., MUMBAI

PUNJAB NATIONAL BANK, MUMBAI

### REGISTERED OFFICE

"Brady House"

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

Tel : 22048361-5 | Fax : 22041855

CIN : L17110MH1913PLC000367

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

Tel: 2847 0652 / 4043 0200

Email: info@bigshareonline.com

### BRANCH AND SALES OFFICES

**AHMEDABAD** - Chamunda Char Rasta, Naroda

**KOLKATA** - Commercial Point, 79, Lenin Sarani

**COIMBATORE** - 221, Satyamoorti Road, Ramnagar

**CHENNAI** - Swati Complex, Nandanam

**NEW DELHI** - 14/15F, Cannaught Place

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## NOTICE

**NOTICE** is hereby given that the One Hundred and First Annual General Meeting (AGM) of the Members of W. H. Brady & Company Limited will be held on Saturday, September 27, 2014, at 12:15 p.m. or immediately after conclusion of the AGM of the Subsidiary M/s.Brady & Morris Engineering Company Limited at Maharashtra Chambers of Commerce Trust, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai - 400001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint a Director in place of Mr. Vaibhav Morarka, who retires from office by rotation and being eligible offers himself for re-appointment.
4. To re-appoint, Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to pass the following resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. C. L. Dalal & Co., Chartered Accountants having Firm Registration No:102026W, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the third consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors.

### SPECIAL BUSINESS:

5. To consider, and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Article 161 of the Articles of Association of the Company, Section 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, and subject to the approval of shareholders at the forthcoming AGM, Mr. Pavan G. Morarka be and is hereby re-appointed as the Chairman and Managing Director of the Company for a fresh term of 3 years commencing from 1st January, 2014 upon terms and conditions as detailed in the explanatory statement with liberty to the Board of Directors to alter or to vary the same so as not to exceed the limits set out in Section 198, 309 read with Schedule XIII of the Companies Act, 1956 or any amendment thereto as may be agreed by the Board of Directors of the Company and Mr. Pavan G. Morarka.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, perquisites, allowances and benefits as mentioned in the explanatory statement, subject to obtaining other requisite approvals and compliances under the provisions of the Act.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.”

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kaushik D. Shah (DIN: 00024305), Director of the Company who retires by rotation, be and is hereby re-appointed as an Independent Director of the Company to hold office for one term of five consecutive years commencing from 01.04.2014 upto 31.03.2019, not liable to retire by rotation.”

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pinaki Misra (DIN: 00568348), Director of the Company who retires by rotation, be and is hereby re-appointed as an Independent Director of the Company to hold office for one term of five consecutive years commencing from 01.04.2014 upto 31.03.2019, not liable to retire by rotation.”

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Schedule IV to the said Act (including any statutory modification(s) or re-



enactment thereof for the time being in force), Mr. Prakash V. Mehta (DIN: 00001366), Director of the Company who retires by rotation, be and is hereby re-appointed as an Independent Director of the Company to hold office for one term of five consecutive years commencing from 01.04.2014 upto 31.03.2019, not liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the earlier Ordinary Resolution passed by the shareholders at the General Meeting of the Company held on 29th September, 2001, consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company for borrowing, whether by way of Term Loan / Equipment Finance / Cash Credit facilities or the like, from time to time, any sum or sums at its discretion from Financial Institutions / Banks / Others on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time Rs.500 Crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby given to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable, immovable properties and other assets, both present and future and in such manner as the Board may deem fit, in favour of the Financial Institutions/Banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any other person(s)/bodies corporate by way of private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.500 Crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

11. To consider, and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** subject to Section 188, 177 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Equity Listing Agreement (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded for the Company to enter into various transactions with M/s. Brady & Morris Engg. Co. Ltd., a subsidiary of the Company, for an aggregate value of Rs.35 Crores, for the financial year 2014-2015, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or anyone or more Directors of the Company."

**Registered Office :**

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
(DIN : 00174796)  
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 Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23/09/2014 to 26/09/2014 (both days inclusive).
4. The Dividend on Equity Shares as recommended by the Board of Directors of the Company, when sanctioned at the AGM of the Company will be paid on or after 29/09/2014 to those members whose names appear on the Register of Members of the Company as at the close of the business hours on 26/09/2014. In respect of shares held in demat mode, dividend will be paid on the basis of beneficial ownership as on 26/09/2014 as per details furnished by National Security Depository Ltd. [NSDL] and Central Depository Services [India] Ltd. [CDSL].
5. 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 its 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.	31.03.2007	27.09.2007	26.10.2014
2.	31.03.2008	30.08.2008	29.09.2015
3.	31.03.2009	19.09.2009	18.10.2016
4.	31.03.2010	18.09.2010	17.10.2017
5.	31.03.2011	12.08.2011	11.09.2018
6.	31.03.2012	29.09.2012	28.10.2019
7.	31.03.2013	28.09.2013	27.10.2020

6. 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.
7. 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.
8. The Company has listed its shares on BSE Limited, Mumbai.
9.
  - a. The Company has appointed M/s. BIGSHARE SERVICES PRIVATE LIMITED as Common Registrar & Share Transfer Agent of the Company for physical 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](mailto:info@bigshareonline.com)



10. 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.
11. All documents referred 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 AGM.
12. 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.
13. 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.
14. 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.
15. **VOTING THROUGH ELECTRONIC MEANS**  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to cast their vote electronically, through e-voting services provided by Central Depository Services Limited (CDSL), on all resolutions set forth in this Notice.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on September 21, 2014 at 9.00 a.m. and ends on September 23, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) August 22, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.



<div>Dividend Bank Details#</div>	<div>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</div> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.</li> </ul>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant W. H. BRADY & COMPANY LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The Company has appointed Mr. Mahesh Kumar Soni, Partner of M/s. GMJ & Associates, Company Secretaries, Mumbai (C.P. No.2324) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's/CDSL's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**Registered Office :**

Brady House,  
 12-14, Veer Nariman Road,  
 Fort, Mumbai - 400 001.  
 August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
 (DIN : 00174796)  
 Chairman & Managing Director



## **ANNEXURE TO THE NOTICE**

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

#### **Item No. 4 :**

The present term of Mr. Pavan G. Morarka as Chairman & Managing Director has expired on 31.12.2013. The Board of Directors in their wisdom have felt the need to compensate the Chairman & Managing Director for his efforts and time, accordingly, the Directors in the Board Meeting held on 08.02.2014 have taken a decision for re-appointment of Mr. Pavan G. Morarka as Chairman & Managing Director of the Company for a period of 3 [Three] years with effect from 1st January, 2014 subject to approval of the members of the Company at General Body Meeting on the following terms:-

- 1) Salary: ₹ 2,00,000/- [Rupees Two Lacs] per month with liberty to the Board to increase the same upto ₹ 2,25,000/- [Rupees Two Lacs Twenty Five Thousand] per month during the tenure.
- 2) House Rent Allowance ₹ 50,000/- per month.
- 3) Perquisites:

In addition to above Salary and allowance, he will be also entitled to the following perquisites:

- a) Gratuity payable at a rate of half month's salary for each completed year of service.
- b) Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- c) Leave unavailed will be allowed to be encashed at the end of the tenure as per Company's Rules.
- d) Leave Travel Concession for self and family once a year incurred in accordance with the rules of the Company.
- e) Car and Telephone- Car for use of Company's business and telephone at residence. Personal long distance calls and use of car for private purpose shall be billed by the Company.

The appointment of Mr. Pavan G. Morarka has been done as per Section B to PART-II of Schedule-XIII. Necessary disclosures as provided in SECTION B to PART-II of Schedule-XIII to the Companies Act, 1956 are as follows:

1. The above revision and change in terms have been approved by a Resolution passed by the Remuneration Committee.
2. The Company has not defaulted on any Debts or Debentures or Interest payable thereon.
3. The Resolution proposed above is a Special Resolution.

#### **I. GENERAL INFORMATION:**

1. Nature of Industry:

The Company is engaged in the business of Airport Infrastructure and services, marketing & trading of Textiles and Engineering Products.

2. Date of Commencement of Commercial Production:

Not Applicable, as the Company is an existing Company.

3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable.



4. Financial Performance based on given indicators:

(₹ in Lacs)

Sr. No.	Particulars	2013-2014	2012-2013	2011-2012
1.	Gross Income	2088.38	2212.41	1957.81
2.	Profit before tax	426.41	332.91	263.56
3.	Profit after tax	336.39	272.17	217.11
4.	Dividend paid (including tax)	44.75	44.75	45.90
5.	Rate of dividend %	15%	15%	15%

5. Foreign Investments or Collaborations:

Company does not have any investment outside India.

**INFORMATION ABOUT THE APPOINTEE:**

Mr. Pavan G. Morarka is the Chairman & Managing Director aged about 58 years has an experience of over 25 years to his credit.

Comparative Remuneration with respect to Industry, size of the Company etc. is not possible to be complied as it is difficult to call and compile information from such industries. In this regard the Board is of the opinion that the proposed remuneration is not detrimental to the interest of either the Company or its other stakeholders.

Mr. Pavan G. Morarka is the Chairman and Managing Director of the Company and his past remuneration for the last three years is as under:-

(₹ in Lacs)

Remuneration	2013-2014	2012-2013	2011-2012
	25.75	23.32	23.82

**II. OTHER INFORMATION:**

The Company has been making profits and declaring dividends for the past many years.

**III. DISCLOSURE:**

Necessary disclosures shall be made in the Directors' Report annually and Shareholders will be provided all the necessary information.

The Board recommends the resolution to be passed by the Shareholders.

Except Mr. Pavan G. Morarka and Mr. Vaibhav Morarka, none of the other Directors of the Company is/are interested in the resolution.

**Item No.5, 6 & 7:**

Section 149, 150, 152 & Schedule IV of the newly enacted Companies Act, 2013 makes it mandatory for every Listed Company to appoint Independent Directors for not more than two terms of five consecutive years each, the first term by passing an Ordinary Resolution and the second term by passing a Special Resolution. The Independent Directors shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Kaushik D. Shah, Mr. Pinaki Misra and Mr. Prakash V. Mehta being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Kaushik D. Shah, Mr. Pinaki Misra and Mr. Prakash V. Mehta as Independent Directors on the Board of the Company for one term of five consecutive years commencing from 01.04.2014 upto 31.03.2019.

In the opinion of the Board, Mr. Kaushik D. Shah, Mr. Pinaki Misra and Mr. Prakash V. Mehta fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A brief profile of proposed Independent Directors, including nature of their expertise, is provided hereunder.

**Directors' Profile:**

Name of the Director	Mr. Kaushik D. Shah	Mr. Pinaki Misra	Mr. Prakash V. Mehta
Date of Appointment	23/06/1984	23/06/1984	19/05/1994
Expertise in Specific Functional Area	Expert in Merger & Acquisition and Valuation of Business Enterprises	Specializes in Corporate Law, Foreign Exchange, Customs Law and Constitutional Laws	Joint Ventures & Foreign Collaborations, Property Law & Corporate Law
Qualification	Chartered Accountant	L.L.B	Advocate & Solicitor
Director in Other Private/Public Limited Companies/Firm	1. Brady and Morris Engineering Company Limited 2. Amol Dicalite Limited 3. Arman Financial Services Limited 4. Brady Services Private Limited 5. Global Tradecracker Private Limited 6. Leading Hotels Limited 7. Life Care Institute 8. DBS Advisory Services Pvt. Ltd. 9. Dhirubhai Shah & Co.	1. Ferro Alloys Corporation Limited 2. Jupiter Estates Private Limited 3. White Lily Estates Private Ltd. 4. Janpath Properties Private Limited 5. Ocean Grand Resorts And Hotels Private Limited 6. Brady Telesoft Private Limited	1. Advani Hotels & Resorts Ltd. 2. Bharat Biljee Ltd. 3. Camphor & Allied Products Ltd. 4. Credal Advisory Services Pvt. Ltd. 5. Hikal Ltd. 6. G-Corp Lotus Mall Pvt. Ltd. 7. India Safety Vaults Pvt. Ltd. 8. Iris Investments Pvt. Ltd. 9. JBF Industries Ltd. 10. Lexserve India Pvt. Ltd. 11. Mukand Ltd. 12. Mukand Engineers Ltd. 13. Lotus Shopping Centres Pvt. Ltd. 14. PCS Technology Ltd. 15. Pegasus Assets Reconstruction P. Ltd. 16. Rajasvi Properties Holdings Pvt. Ltd. 17. Tulsidas Khimji Pvt. Ltd. 18. Malvi Ranchoddas & Co. (Partner) 19. Malvi Ranchoddas Girish N. Shah & Co., Ahmedabad (Partner) 20. The Bombay Incorporated Law Society
Membership of Committees in other Private/Public Limited Companies	Arman Financial Services Limited Chairman of Audit Committee	NA	NA
No. of Shares Held in the Company as on 31.03.2014 (Face Value of ₹ 10/- per share)	4,605	7,500	750



The Company has received from each of them (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

A copy of the Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board recommends the Ordinary Resolutions as set out at item no. 5, 6 & 7 for approval of the Members.

**Item No. 8 & 9 :**

The Shareholders of the Company had, by an Ordinary Resolution at the AGM of the Company held on 29th September, 2001, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 500 Crores for the business of the Company.

At the same AGM of the Company, the shareholders had accorded consent to the Board of Directors for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings.

However, Section 180(1) of the Companies Act, 2013, provides that the Board of Directors of the Company shall exercise the said powers only with the consent of the Company by a Special Resolution. Hence, the Special Resolutions at Item No.8 & 9 are intended for this purpose.

It may be noted that the Directors and Key Managerial Personnel of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**Item No. 10 :**

The Company in ordinary course of its business, and on arm's length basis, purchases goods and materials from M/s. Brady & Morris Engg. Co. Ltd., a subsidiary of the Company, besides allocating common corporate expenditure, sale of goods and materials, providing guarantee and making of investments/loans.

The value of the transactions proposed which would be on an arm's length basis, is based on the Company's estimated transaction value for FY 2014-15.

The proposal has been approved by the Audit Committee at its meeting held on August 8, 2014 in accordance with the Securities and Exchange Board of India Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and the revised Clause 49 of the Listing Agreement, to be effective from October 1, 2014, as well as Section 177 of the Companies Act, 2013.

Even though approval of the Shareholders would not be required under the provisions of the Companies Act, 2013 for transactions which are in the ordinary course of the Company's business and are at arm's length, in terms of the Securities and Exchange Board of India Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and the revised Clause 49 of the Listing Agreement, to be effective from October 1, 2014, all existing material related party contracts or arrangements as on the date of the said circular, which are likely to continue beyond March 31, 2015, shall be placed for approval of the shareholders in the First General Meeting subsequent to October 01, 2014. However, a company may choose to get such contracts approved by the shareholders even before October 01, 2014.

The transactions envisaged likely to exceed during the financial year, 5% of the annual turnover or 20% of the net worth of the Company, whichever is higher as per the latest Audited financial statements of the Company and are considered material in terms of the revised Clause 49 of the Listing Agreement, approval of the Shareholders is therefore being sought in terms of the aforesaid Securities and Exchange Board of India Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and the revised Clause 49 of the Listing Agreement, to be effective from 1st October, 2014.

It may be noted that the Directors and Key Managerial Personnel of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company. Your Directors recommend the resolution as at Item No. 10 for your approval.

**Registered Office :**

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
(DIN: 00174796)

Chairman & Managing Director

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present their One Hundred & First Annual Report on the business and operations of your Company together with the audited accounts for the financial year ended 31st March, 2014.

### 1. FINANCIAL HIGHLIGHTS:

	2013-2014 (₹ in Lacs)	2012-2013 (₹ in Lacs)
a) Gross Turnover	<u>2088.38</u>	<u>2211.30</u>
b) Operating Profit before Interest and Depreciation	<u>572.45</u>	643.76
c) Less : Interest	<u>153.18</u>	195.66
d) Profit Before Depreciation	<u>419.27</u>	448.10
e) Less : Depreciation	<u>84.27</u>	95.71
f) Profit before exceptional items	<u>335.00</u>	352.39
g) Add/(Less) : Exceptional items	<u>91.41</u>	(19.48)
h) Profit before Tax	<u>426.41</u>	332.91
i) Less: Tax for the year:		
(i) Current	86.00	67.00
(ii) Deferred	3.81	(6.51)
(iii) Wealth tax	<u>0.21</u>	<u>0.25</u>
	<u>90.02</u>	60.74
j) Profit after Tax	<u>336.39</u>	272.17
k) Add/(Less) Prior year adjustments	<u>(0.48)</u>	(3.96)
l) Profit for the year	<u>335.91</u>	268.21
m) Add: Balance brought forward from the previous year	<u>947.65</u>	738.19
n) Profit available for appropriations	<u>1283.56</u>	1006.40
o) Less: Appropriations:-		
i) Proposed Dividend	38.25	38.25
ii) Tax on proposed Dividend	6.50	6.50
iii) Transfer to General Reserve	<u>17.00</u>	<u>14.00</u>
	<u>61.75</u>	58.75
p) Balance carried to Balance Sheet	<u>1221.81</u>	947.65
EPS	<u>13.19</u>	10.67

### 2. DIVIDEND:

Your Directors are pleased to recommend for the approval of the shareholders dividend @ 15% i.e. ₹ 1.50/- per share for the year ended 31st March, 2014.

### 3. WORKING RESULT:

Although, the turnover is slightly lower than the previous year, the profit for the year is much higher. This has been possible due to better strategy and sustained effort from all the employees of the company.



**4. FUTURE OUTLOOK:**

As we are all aware that the country has been going through difficult economic phase, in particular since past two years, your Directors decided to adopt a cautious approach. As the economic situation in the country is expected to improve in the near future, your Directors are hopeful of better working results in the current year. The company is also exploring new business opportunities.

**5. DELISTING :**

The Board of Directors in their meeting held 8th August, 2014 have taken a considered view to delist the shares of the Company from BSE Limited. Your Company would be taking all necessary steps as per the Guidelines listed by SEBI / Stock Exchange in this regard.

**6. BOARD OF DIRECTORS:**

Mr. Pavan G. Morarka is re-appointed as the Chairman & Managing Director of the Company with effect from 1st January, 2014 for a period of 3 years.

As per Section 149(10) of the Companies Act, 2013, the existing Independent Directors, Mr. Kaushik D. Shah, Mr. Pinaki Misra and Mr. Prakash V. Mehta are eligible to be re-appointed for one term of 5 consecutive years. They shall not be liable to retire by rotation. Accordingly, resolutions proposing appointment of the Independent Directors form part of the Notice of the AGM.

**7. 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 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.

**8. 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.

**9. SUBSIDIARY OF THE COMPANY:**

The Balance Sheet and Statement of Profit & Loss of Brady & Morris Engineering Co. Ltd. (the subsidiary of the Company) for the year ended 31st March 2014 along with the Directors' Report are annexed for information of the shareholders.

**10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

Information required in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the company as there was no manufacturing activity during the year.

**FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:**

Please refer Notes No. 30.2, 34 and 35.

**11. SECRETARIAL COMPLIANCE CERTIFICATE:**

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

**12. APPOINTMENT OF AUDITORS:**

M/s. C. L. Dalal & Co., Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. C. L. Dalal & Co., Chartered Accountants as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the One Hundred & Fourth AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

**13. 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.

**14. HEALTH, SAFETY AND ENVIRONMENT:**

The Company, in order to fulfill its commitment towards health, safety and environment, has taken active steps towards Safety Management System. For developing effectiveness of Safety Management System, training of all employees across the Company is ensured through various training programs. The same is being monitored through internal audit teams and delegation of safety management up to the local level. Further, emergency management plans are reviewed and updated regularly. Regular site visits ensure the enhancement of safety culture which has also ensured the safe commissioning of the new projects.

**15. INSURANCE:**

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

**16. 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. Your involvement as shareholders is greatly valued and your board looks forward to your continued support.

**Registered Office :**

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**

(DIN: 00174796)

Chairman & Managing Director



## ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2014 VOLUNTARY REPORT ON CORPORATE GOVERNANCE :

### Corporate Governance and Statement On Company's philosophy on Code of Governance:

Corporate Governance is about commitment to values and ethical business conduct. It is about how an organization is managed. The Company firmly believes in and has consistently practiced good Corporate Governance for the past several years for the efficient conduct of its business and in meeting its obligations towards all its stakeholders including amongst others, shareholders, customers, employees and the community in which the Company operates.

W. H. Brady & Company Limited [WHB] is committed to adhere to the corporate governance code as prescribed by SEBI and has accordingly implemented various aspects of the code.

As WHB aspires to achieve its vision, its Corporate Governance standards must be globally benchmarked. The Company's philosophy is to constantly improve and create sustainable value through ethical business conduct. It envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations and all its interactions with shareholders, employees, lenders and regulatory bodies.

The corporate governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company's focus revolves around values based on transparency, integrity and professionalism.

### Roles of various constituents of Corporate Governance in the Company

#### a) Board of Directors (Board):

The Directors of the Company are in a fiduciary position, empowered to oversee the management functions with a view to ensure its effectiveness and enhancement of stakeholder value. The Board reviews and approves management's strategic business plan & business objectives and monitors the Company's strategic direction.

#### b) Chairman & Managing Director (CMD):

The CMD is the Chairman of the Board and his primary role is to provide leadership to the Board and other Committees of the Board, for realizing the approved strategic business plan and business objectives. He presides over the meetings of the Board and the Shareholders.

### 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	4	No
Mr. Kaushik D. Shah	Director	23.06.1984	5	Yes
Mr. Pinaki Misra	Director	23.06.1984	1	No
Mr. Prakash Mehta	Director	19.05.1994	2	No
Mr. Vaibhav P. Morarka	Director	26.07.2013	3	Yes

CMD stands for Chairman and Managing Director.

During the Financial Year ended 31st March, 2014, 5 [FIVE] Board Meetings were held on 18.05.2013, 26.07.2013, 28.09.2013, 30.10.2013 and 08.02.2014.

**INFORMATION SUPPLIED TO THE BOARD:**

The Board has complete access to all information available with the Company. The Board is provided with all information on the important matters affecting the working of the Company.

Among others, this includes:

- General notices of interest of Directors.
- Appointment, remuneration and resignation of Directors.
- Formation/Reconstitution of Board Committees.
- Terms of reference of Board Committees.
- Minutes of meetings of Audit Committee and other Committees of the Board.
- Declaration of Independent Directors at the time of appointment/annually.
- Annual operating plans of businesses, capital budgets and any updates.
- Quarterly results for the Company and its operating divisions or business segments.
- Annual Financial results of the Company, Auditors' Report and the Report of the Board of Directors.
- Dividend declaration.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

**BOARD MATERIAL DISTRIBUTED IN ADVANCE:**

The agenda and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda

**RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS:**

The minutes of the proceedings of each Board and Committee meeting are recorded. Draft minutes are circulated to all the members of the Board/Board Committees for their comments. The minutes are entered in the Minutes Book within 30 days from conclusion of the meeting.

**GENERAL SHAREHOLDERS INFORMATION:**

ANNUAL GENERAL MEETING	:	One Hundred and First Annual General Meeting.
DAY & DATE	:	Saturday, September 27, 2014.
TIME	:	12:15 P.M.
VENUE	:	Maharashtra Chambers of Commerce Trust, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.
DATE OF BOOK CLOSURE	:	23/09/2014 to 26/09/2014 [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 requirements of SEBI Circular Nos. CIR/MIRSD/8/2012 dated July 5, 2012 to effect transfer of shares within 15 days, 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 15 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 :**

BSE Limited, Mumbai.

**STOCK CODE OF THE COMPANY :**

Scrip Name	:	H. 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 31st March, 2014, 24,64,753 Shares representing 96.66% 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 also hold the same in physical form.

**GENERAL BODY MEETINGS:**

The last three Annual General Meetings were held as under:

Financial Year ended	Date	Time	Venue
31.03.2011	12.08.2011	12.15 P.M.	Maharashtra Chamber of Commerce Trust, Orion House, 6th Flr, 12, K. Dubhash Marg, Fort, Mumbai 400 001.
31.03.2012	29.09.2012	12.15 P.M.	Alexandra Girls English Institution, 31, Hazarimal Somani, Marg, Mumbai 400 001
31.03.2013	28.09.2013	12.15 P.M.	Maharashtra Chamber of Commerce Trust, Orion House, 6th Flr, 12, K. Dubhash Marg, Fort, Mumbai 400 001.

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 website. Address of the website is [www.bradys.in](http://www.bradys.in)

**SHAREHOLDING PATTERN AS ON MARCH 31, 2014:**

Category	No. Of shares held	% of shareholding
Promoters	18,93,724	74.26
Private Bodies Corporate	2,19,746	8.62
Indian Public	3,98,539	15.63
NRI/OCBs	37,991	1.49
<b>Total</b>	<b>25,50,000</b>	<b>100.00</b>

**DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2014:**

No. of Equity Shares held	No. of Shareholders	No. of Shares	% of Equity Capital
Upto 500	1,170	1,13,961	4.47
501 - 1000	73	52,149	2.04
1001 - 5000	55	1,24,610	4.89
5001 - 10000	12	96,138	3.78
10001 to above	8	21,63,142	84.82
<b>Total</b>	<b>1,318</b>	<b>25,50,000</b>	<b>100.00</b>

**ADDRESS FOR CORRESPONDENCE:**

**Mr. Rajender K. Sharma**  
Compliance Officer

**W. H. BRADY & COMPANY LIMITED**

12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001  
E-mail: rksharma@bradys.in  
Telephone No. 22048361-5

**Registered Office :**

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
(DIN: 00174796)  
Chairman & Managing Director

**SECRETARIAL COMPLIANCE CERTIFICATE**

(Under Proviso to Sub-Section (1) of Section 383A of the Companies Act, 1956)

**Registration No. : 11-000367 of 1913**

**Nominal Capital : ₹ 5,00,00,000/-**

**Paid up Capital : ₹ 2,55,00,000/-**

To,  
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 as required to be maintained under the Companies Act, 1956 (to the extent applicable), the Companies Act, 2013 (to the extent notified), 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, 2014. 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 thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this certificate with the Ministry of Corporate Affairs within the time prescribed under the Act and the rules made thereunder.
3. The Company is a public limited company and hence comments are not required.
4. The Board of Directors duly met 5 times on 18th May, 2013, 26th July, 2013, 28th September, 2013, 30th October, 2013 and 8th February, 2014, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Books maintained for the purpose.
5. The Company has closed its Register of Members during the year from 24th September, 2013 to 27th September, 2013 and has complied with the provisions of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 28th September, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extraordinary General Meeting was held during the financial year under scrutiny.
8. The provisions of Section 295 relating to Loans to Director under the Companies Act, 1956 was applicable to the Company till 11.09.2013. Thereafter the provisions of section 185 of the Companies Act, 2013 were made applicable with effect from 12.09.2013. The Company has not advanced any loans to its Directors and/or persons or firms or Companies in which Directors are interested during the year under scrutiny.
9. The Company has entered into contract falling within the purview of section 297 of the Act, during the year under review.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year under scrutiny.
13. The Company has :
  - i. delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
  - ii. deposited dividend amount in a separate Bank Account.
  - iii. paid dividends to all the members within a period of 30 (Thirty) days from the date of declaration.
  - iv. amounts unpaid in dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years were transferred to the Investor Education and Protection Fund.



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

14. The Board of Directors of the Company is duly constituted and the appointment of a director has been duly made in accordance with the provisions of the Act during the financial year under scrutiny.
15. The appointment of Managing Director has been made in compliance with the provisions of Section 269 read with Schedule XIII to the Act. However, there is re-appointment of Managing Director during the financial year under scrutiny.
16. The Company has not appointed any sole-selling agents during the financial year under scrutiny.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities prescribed under the various provisions of the Act
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 thereunder.
19. The Company has not issued any shares/debentures/other securities during the financial year under scrutiny.
20. The Company has not bought back any shares during the financial year under scrutiny.
21. The Company has not issued any preference shares/debentures and hence there is no question of redemption of the same.
22. During the year there was no need for the Company to keep in abeyance right to dividend, rights shares and bonus shares.
23. The Company has not invited/accepted any deposits falling within the purview of Section 58A during the financial year under scrutiny.
24. The Company has borrowed funds from Banks and others during the financial year and complied with the provisions of Section 180 (a) & (c) of the Companies Act, 2013.
25. The Company has made investments in other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association 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 under scrutiny.
31. There was no prosecution initiated against or show cause notice received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.
33. The Company has not received any sum as security from its employees during the year under scrutiny.
34. The Company has been generally regular in depositing both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

For **GMJ & ASSOCIATES**  
COMPANY SECRETARIES

**[MAHESH SONI]**  
FCS : 3706 ; COP : 2324.

**PLACE: MUMBAI.**  
**DATE : AUGUST 8, 2014.**

**Reg. : W. H. BRADY & COMPANY LIMITED**
**Registration No. : 11- 000367 of 1913**
**Nominal Capital : ₹ 5,00,00,000/-**
**Paid-up Capital : ₹ 2,55,00,000/-**
**ANNEXURE A**
**Registers as maintained by the Company**

1. Register of Charges U/S.143
2. Register of Members U/S. 150
3. Attendance Register for General Meetings U/S. 174
4. Minutes Books of General Meetings and Board Meetings U/S.193
5. Attendance Register for Board Meetings U/S. 287
6. Register of Contracts U/S. 301
7. Register of Directors U/S. 303
8. Register of Directors Shareholding U/S. 307
9. Register of Share Transfer
10. Books of Accounts U/S 209
11. Register of Investments U/S. 372 A

**ANNEXURE B**
**Forms and Returns as filed by the Company with the Ministry of Corporate Affairs during the financial year ended on 31st March, 2014.**

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No.
01.	Form No. 32	303(2)	Appointment of Mr. Vaibhav Morarka as Director of the Company w.e.f. 26th July, 2013	27th July, 2013	Yes	---
02.	Form No.23	192	Regularisation of Mr. Vaibhav Morarka, who was appointed as an Additional Director of the Company w.e.f 26th July, 2013.	7th October, 2013	Yes	---
03.	Form No. 23B	224(1A)	Appointment of Auditor for the year ended 31st March, 2014.	7th October, 2013	Yes	---
04.	Compliance Certificate in Form No. 66	383A	Compliance Certificate for the year ended 31st March, 2013	7th October, 2013	Yes	---
05.	Balance Sheet and Profit & Loss Account in Form No. 23AC XBRL and 23ACAXBRL.	220	Annual Accounts for the year ended 31st March, 2013.	25th October, 2013	Yes	---
06.	Form 1 INV	Rule 3 of IEPF	Statement of amounts credited to Investor Education and Protection Fund.	28th October, 2013	Yes	---
07.	Annual Return in Form No. 20B.	159	Annual Return as on the date of the Annual General Meeting held on 28th September, 2013.	6th November, 2013	Yes	---
08.	Form 5 INV	Rule 3 of IEPF	Statement of unpaid & unclaimed amounts as on 28.09.2013 (AGM).	10th December, 2013	---	---
09.	Form No. 25C	269(2)	Re-appointment of Mr. Pavan Morarka as Managing Director w.e.f. 1st January, 2014	18th March, 2014	Yes	---

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF W. H. BRADY & CO. LTD.

### Report on the Financial Statements

We have audited the accompanying financial statements of W. H. BRADY & CO. LTD. ('the Company') which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act 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, 2014;
- (ii) in the case of the statement of profit and loss, of the profit of the Company for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, 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 purpose of our audit;
- (b) 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 those books;
- (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report, comply with the applicable Accounting Standards referred to in subsection (3-C) of section 211 of the Companies Act, 1956; and
- (e) on the basis of written representations received from the Directors of the Company, and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified as on 31st March 2014 from being appointed as a director under clause (g) of sub-section (1) of Section 274 of the Act.

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

(R. C. JAIN)  
PARTNER

Membership No.5180  
Firm Regn.No.102026W

## **ANNEXURE TO INDEPENDENT AUDITOR'S REPORT**

Referred to in paragraph 1 of the Auditors' Report to the members of W.H. BRADY & CO. LTD. on the accounts for the year ended 31st March, 2014.

- (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.
- (b) This item is not applicable.
- (c) This item is not applicable
- (d) This item 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.
- (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, 2014 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	₹ In Lacs	Forum where disputes pending
Income Tax Act	8.93	Appeal order effect pending before Assessing Officer.
Total	<u>8.93</u>	
Sales Tax Act	1.68	Before Sales Tax Authority, Kolkata
	5.14	Before 1st Appellate Authority, Kolkata
	2.47	Before Sales Tax Appellate Tribunal, Kolkata
Total	<u>9.29</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

**(R. C. JAIN)**  
 PARTNER

Membership No.5180  
 Firm Regn.No.102026W

Place :Mumbai  
 Date : 10th May, 2014.

**BALANCE SHEET AS AT 31ST MARCH, 2014**

(₹ in Lacs)

	Note	As at 31st March, 2014	As at 31st March, 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	255.00	255.00
Reserves and Surplus	2	4,919.82	4,817.73
		<b>5,174.82</b>	5,072.73
<b>Non - Current Liabilities</b>			
Long Term Borrowings	3	1,056.46	1,340.38
Other Long Term Liabilities	5	94.26	34.09
Long Term Provisions	6	0.90	0.82
		<b>1,151.62</b>	1,375.29
<b>Current Liabilities</b>			
Short Term Borrowings	7	234.82	243.41
Trade Payables	8	10.87	18.07
Other Current Liabilities	9	407.38	410.94
Short Term Provisions	10	71.04	65.21
		<b>724.11</b>	737.63
<b>TOTAL</b>		<b>7,050.55</b>	7,185.65
<b>ASSETS</b>			
<b>Non - current assets</b>			
Fixed Assets			
Tangible Assets	11	4,205.49	4,435.48
Intangible Assets	11	1.41	1.23
Capital Work-in-Progress	12	-	-
Intangible Assets under Development	13	-	-
		<b>4,206.90</b>	4,436.71
Non - Current investments	14	810.41	794.78
Deferred Tax Assets (net)	4	13.89	17.70
Long Term Loans and Advances	15	12.77	16.55
Other Non Current Assets	16	118.05	20.66
		<b>955.12</b>	849.69
<b>Current Assets</b>			
Current investments	17	44.15	19.80
Inventories	18	77.53	85.41
Trade Receivables	19	185.29	338.37
Cash and Bank Balances	20	35.48	70.68
Short Term Loans and Advances	21	1,461.96	1,316.12
Other Current Assets	22	84.12	68.87
		<b>1,888.53</b>	1,899.25
<b>TOTAL</b>		<b>7,050.55</b>	7,185.65
Significant Accounting Policies			
Notes on Financial Statements	1 to 40		

As per our attached Report of even date  
For and on behalf of

**C. L. DALAL & CO**  
Chartered Accountants

**R. C. JAIN**  
Partner

Mumbai : 10th May 2014

The above Balance Sheet & relevant  
notes are authenticated by us

For and on behalf of the Board

**Pavan G. Morarka** Chairman & Managing Director

**Vaibhav Morarka** Director

Mumbai : 10th May 2014

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

(₹ in Lacs)

	Note	2013-14	2012-13
<b>INCOME</b>			
Revenue from Operations	23	2,074.23	2,170.75
Other Income	24	14.15	40.55
<b>Total Revenue</b>		<b>2,088.38</b>	<b>2,211.30</b>
<b>EXPENDITURE</b>			
Purchases of Stock-in-Trade	25	948.99	1,043.18
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	26	9.06	8.82
		<b>958.05</b>	1,052.00
Employee Benefits Expenses	27	188.04	181.14
Finance Costs	28	153.18	195.66
Depreciation and Amortization Expenses	29	84.27	95.71
Other Expenses	30	369.84	334.40
<b>Total Expenses</b>		<b>1,753.38</b>	<b>1,858.91</b>
Profit/(Loss) before exceptional and extraordinary items and tax		<b>335.00</b>	352.39
Add / (Less) : Extraordinary Items (Net)	31	91.41	(19.48)
Profit/(Loss) before tax		<b>426.41</b>	332.91
<b>Tax Expenses</b>			
Current tax		86.00	67.00
Wealth tax		0.21	0.25
Deferred tax		3.81	(6.51)
		<b>90.02</b>	60.74
Profit/(Loss) after tax		<b>336.39</b>	272.17
Prior Years' Adjustments	32	0.48	0.46
Profit/(Loss) for the year		<b>335.91</b>	271.71
Earning per equity share Basic & Diluted	33	13.19	10.67
Significant Accounting Policies Notes on Financial Statements	1 to 40		

As per our attached Report of even date  
For and on behalf of

**C. L. DALAL & CO**  
Chartered Accountants

**R. C. JAIN**  
Partner

Mumbai : 10th May 2014

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

For and on behalf of the Board

**Pavan G. Morarka** Chairman & Managing Director

**Vaibhav Morarka** Director

Mumbai : 10th May 2014

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before taxation	426.41	332.91
Adjustments for:		
Depreciation and amortization expense	84.27	95.71
Extraordinary Items	(91.41)	-
( Profit)/Loss on sale / discarding of Fixed Assets	(0.25)	(31.06)
( Profit)/Loss on sale of Investment/Fixed Assets	5.78	1.78
Interest received	(8.96)	(6.13)
Dividends received	(4.81)	(3.32)
Income from Rent & Compensation	(966.48)	(952.11)
Gratuity & Leave Provision	6.95	6.86
Interest expenses	153.18	195.66
	(821.73)	(692.61)
	(395.32)	(359.70)
(Increase)/ decrease in trade and other receivables	55.09	(157.33)
(Increase)/ decrease in inventories	7.89	8.82
Increase/ (decrease) in trade payables	(13.08)	(18.78)
	49.90	(167.29)
	(345.42)	(526.99)
Interest Paid	(153.18)	(195.66)
Income taxes paid	(98.84)	(95.05)
Net cash from operating activities	(597.44)	(817.70)
Prior Period Items (Net)	(0.48)	(0.46)
Net cash from operating activities	(597.92)	(818.16)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(54.55)	(4.51)
Proceeds from sale of property, plant and equipment	4.02	34.97
Purchase of investments	(39.98)	(19.80)
Proceeds from sale of investments	33.54	-
Loans & Advances	(22.79)	(26.03)
Income from Rent & Compensation	966.48	952.11
Interest received	8.96	6.13
Dividend received	4.81	3.32
Net cash from investing activities	900.49	946.19



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	-	-
Proceeds from short term borrowings	0.90	63.87
Proceeds of finance lease obligation	37.75	-
Repayment of long term borrowings	(286.88)	(264.71)
Repayment of short term borrowings	(0.71)	(52.20)
Repayment of finance lease obligation	(28.42)	(21.86)
Dividend paid	(44.76)	(44.46)
Net cash from financing activities	(322.12)	(319.36)
Net increase/(decrease) in cash and cash equivalents	(19.55)	(191.33)
Cash & Cash equivalent		
At the beginning		
Cash & Bank balances	68.20	235.04
Bank Overdraft	(234.33)	(209.84)
	(166.13)	25.20
At the end of the year		
Cash & Bank balances	33.84	68.20
Bank Overdraft	(219.52)	(234.33)
	(185.68)	(166.13)
Increase (decrease) in Cash & Cash equivalent	(19.55)	(191.33)
Cash and Cash equivalent represents Cash and Bank Balances and Overdrafts.		

As per our attached Report of even date  
For and on behalf of

**C. L. DALAL & CO**  
Chartered Accountants

**R. C. JAIN**  
Partner

Mumbai : 10th May 2014

For and on behalf of the Board

**Pavan G. Morarka** Chairman & Managing Director

**Vaibhav Morarka** Director

Mumbai : 10th May 2014

## **SIGNIFICANT ACCOUNTING POLICIES**

### **1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

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 terms of section 211(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 Para 11.2 to Note 11, 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.
- c Intangible assets are written off over a period of 10 years in ten equal installments.

### **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 31.03.1995 as per practice followed. Investments acquired upto 31.03.1995 are stated at book value except in a case where shares are cancelled, the same are taken at face value and those acquired after 31.03.1995, 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 REVENUE RECOGNITION**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, commission & rent. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

**7 EMPLOYEE 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.

**8 PROVISION FOR CURRENT AND DEFERRED TAX**

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 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.

**9 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.

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

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**
**1 SHARE CAPITAL**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Authorised Share Capital</b>		
5000000 Equity shares of ₹ 10/- each	<u>500.00</u>	<u>500.00</u>
 Issued, Subscribed and Paid up		
2550000 Equity shares of ₹ 10/- each	<u>255.00</u>	<u>255.00</u>
<b>TOTAL</b>	<u><u>255.00</u></u>	<u><u>255.00</u></u>

**1.1 The Details of Equity Shareholders holding more than 5% shares:**

Name of the Shareholder	No. of Shares	% held	No. of Shares	% held
a Shivum Holding Pvt Ltd	10,05,750	39.44	10,05,750	39.44
b Pavan G Morarka	7,82,443	30.68	7,82,443	30.68
c Gunjan Properties Pvt Ltd	629	0.02	1,92,945	7.57
d Transparent Agro Private Limited	1,75,465	6.88	-	-

**1.2 The reconciliation of the number of shares outstanding is set out below:**

Particulars	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	25,50,000	25,50,000
Add:- Issued during the year	-	-
Less:- Bought back during the year	-	-
Equity Shares at the end of the year	<u>25,50,000</u>	<u>25,50,000</u>

- 1.3 The Company has only one class of equity share having a par value of ₹ 10 per share. Each Equity Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.



**2 RESERVES & SURPLUS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Revaluation Reserve</b>		
As per last Balance Sheet	3,782.08	3,981.10
Less: Transferred to Profit & Loss Account	189.07	199.02
	<b>3,593.01</b>	3,782.08
<b>General Reserve</b>		
As per last Balance Sheet	88.00	74.00
Add: Transferred from Profit & Loss Account	17.00	14.00
	<b>105.00</b>	88.00
<b>Profit &amp; Loss Account</b>		
As per last Balance Sheet	947.65	738.19
Add: Profit for the year	335.91	271.71
Excess Provision for Dividend Tax w/back	-	1.45
Excess Provision for Income Tax w/back	-	3.76
Excess Provision for Wealth Tax w/back	-	-
	<b>1,283.56</b>	1,015.11
<b>Less: Appropriations</b>		
Short Provision for Income Tax for previous years	-	4.23
Short Provision for Dividend Tax for year 2010-11	-	4.48
Transferred to General Reserve	17.00	14.00
Proposed Dividend on Equity Shares	38.25	38.25
Tax on Dividend	6.50	6.50
	<b>1,221.81</b>	947.65
<b>TOTAL</b>	<b>4,919.82</b>	<b>4,817.73</b>

- 2.1 The Board of Directors at its meeting held on 10th May 2014 have recommended payment of Dividend of ₹ 38.25/- Lacs (Previous year ₹ 38.25/- Lacs) @ Rate of ₹ 1.50/- per share (Previous year ₹ 1.50/- per share)

**3 LONG TERM BORROWINGS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Secured Loans</b>		
Term Loans		
- from Banks	516.46	794.38
- from Others	-	-
Long term maturities of finance lease obligations	45.46	45.43
	<b>561.92</b>	839.81
<b>Unsecured Loans</b>		
Tenants Deposits	486.17	500.57
Dealership Deposits	8.37	-
	<b>494.54</b>	500.57
<b>TOTAL</b>	<b>1,056.46</b>	<b>1,340.38</b>

**3.1 Details of security for secured loans**

(₹ in Lacs)

**Term Loans From Banks**

	As at 31st March, 2014	As at 31st March, 2013
1 Secured by extension of 1st Pari Pasu charge by way of Equitable mortgage on the Company's property at Mumbai. (Limit sanctioned ₹ 34/- Lacs-P.Y. ₹ 119/- Lacs)	-	34.05
2 Secured by extension of 1st Pari Pasu charge by way of Equitable mortgage on the Company's property at Mumbai. (Limit sanctioned ₹ 37/- Lacs-P.Y. ₹ 69/- Lacs)	12.44	37.44
3 Secured by way of Equitable mortgage on the Company's Property given on Rent and assignment of future Rent receivables. (Limit sanctioned ₹ 740/- Lacs-P.Y. ₹ 976/- Lacs)	504.02	722.89

**Finance lease obligations**

Secured by Hypothecation of Vehicles

45.46 45.43

**3.2 Terms of repayment of term loans and others**

1 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.	-	34.05
2 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.	12.44	37.44
3 Repayable over a period of 60 equated monthly installments commencing from 21st March, 2012 covering the principal amount and interest.	504.02	722.89

**3.3 Maturity Profile of Secured Loans from Banks are as set out below :**

Maturity Profile

1-2 years

260.29

2-3 years

256.17

3-4 years

-

Beyond 4 years

-

#### 4 DEFERRED TAX LIABILITY / ASSETS

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Deferred tax liability</b>		
On account of depreciation on fixed assets	-	-
On account of timing differences in recognition of expenditure	-	-
	-	-
<b>Deferred tax asset</b>		
On difference between book depreciation and depreciation under Income Tax Act, 1961	9.95	13.96
On Long Term Capital Loss	1.73	1.73
On expenditure under sec 43B of the Income Tax Act, 1961	2.21	2.01
	13.89	17.70
<b>TOTAL</b>	13.89	17.70

#### 5 OTHER LONG TERM LIABILITIES

	As at 31st March, 2014	As at 31st March, 2013
Trade Payables	18.83	15.75
Others	75.43	18.34
<b>TOTAL</b>	94.26	34.09

5.1 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.

5.2 Confirmations for debit & credit balances have been verified to the extent the same are available.

#### 6 LONG TERM PROVISIONS

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Provisions for employee benefits	0.90	0.82
Others	-	-
<b>TOTAL</b>	0.90	0.82

**7 SHORT TERM BORROWINGS**

(₹ in Lacs)

**Secured Loans**

- Loans repayable on demand
- from banks
- from others

As at 31st March, 2014	As at 31st March, 2013
<b>219.52</b>	234.33
-	-
<b>219.52</b>	234.33
<b>14.80</b>	-
<b>0.50</b>	9.08
<b>15.30</b>	9.08
<b>234.82</b>	243.41

**Unsecured Loans**

- Tenants Deposits
- Dealership Deposits

**TOTAL**
**7.1 Details of security for secured loans from Banks**

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 ₹ 530 lacs (Previous year ₹ 530 lacs) are further secured by way of deposit of title deeds in respect of company's property at Brady House Mumbai.

**219.52** 234.33

**8 TRADE PAYABLES**

(₹ in Lacs)

- To Micro, Small and Medium Enterprises
- Others

As at 31st March, 2014	As at 31st March, 2013
-	-
<b>10.87</b>	18.07
<b>10.87</b>	18.07

**TOTAL**

8.1 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.

8.2 Confirmations for debit & credit balances have been verified to the extent the same are available.



**9 OTHER CURRENT LIABILITIES**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Current maturities of long term debt (Refer note no. 3)	277.92	286.87
Current maturities of finance lease obligations (Refer note no. 3)	31.17	21.86
Interest accrued but not due on borrowings	3.13	3.53
Interest accrued and due on borrowings	-	-
Unpaid dividends	3.52	3.82
Other payables	91.64	94.86
<b>TOTAL</b>	<b>407.38</b>	<b>410.94</b>
<b>9.1 Other payables include</b>		
Advances from Customers	28.07	60.59
Non Trade Creditors Payable	11.33	20.28
Statutory Dues	5.05	6.46
Outstanding Liabilities for Expenses	8.15	7.53
Amt Payable to Tenants	39.04	-
	<b>91.64</b>	<b>94.86</b>

**10 SHORT TERM PROVISIONS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Provision for employee benefits	23.33	17.28
Others	47.71	47.93
<b>TOTAL</b>	<b>71.04</b>	<b>65.21</b>
<b>10.1 Others include</b>		
Provision for wealth tax	0.21	0.25
Proposed dividend	38.25	38.25
Provision for tax on proposed dividend	6.50	6.50
Others	2.75	2.93
	<b>47.71</b>	<b>47.93</b>

**11 FIXED ASSETS**

(₹ in Lacs)

FIXED ASSETS	Gross Block			Accumulated Depreciation			Net Block	
	As at 1 April 2013	Additions	Disposals	As at 31 March 2014	As at 1 April 2013	For the Year On Disposals	As at 31 March 2014	As at 31 March 2013
<b>TANGIBLE ASSETS</b>								
<b>OWN ASSETS</b>								
Buildings	6,213.60	-	-	6,213.60	2,072.75	207.04	2,279.79	4,140.85
Bungalow at Ahmedabad	0.49	-	-	0.49	0.48	-	0.48	0.01
Ownership Garage	4.61	-	-	4.61	2.69	0.10	2.79	1.92
Furniture & Fixtures	269.40	-	0.45	268.95	103.06	30.09	132.83	166.35
Vehicles	116.40	-	49.41	66.99	89.40	5.23	53.03	27.00
Office equipment	13.02	0.60	-	13.62	5.46	1.56	7.02	7.56
Electrical Installations	22.81	-	0.21	22.60	8.76	1.95	10.50	14.05
Air Conditioning Machines	15.71	0.24	0.95	15.00	7.88	1.07	8.46	7.84
Tools & Equipments	0.26	-	0.26	-	0.15	-	-	0.11
Computers Installations	16.19	2.52	0.84	17.87	12.33	2.06	13.61	3.85
<b>Sub-Total</b>	<b>6,672.49</b>	<b>3.36</b>	<b>52.12</b>	<b>6,623.73</b>	<b>2,302.96</b>	<b>249.10</b>	<b>2,508.51</b>	<b>4,369.54</b>
<b>ASSETS TAKEN ON FINANCE LEASE</b>								
Residential Flat	-	-	-	-	-	-	-	-
Vehicles	94.49	51.19	5.74	139.94	28.57	24.07	49.69	65.92
Sub-Total	94.49	51.19	5.74	139.94	28.57	24.07	49.69	65.92
<b>Total (A)</b>	<b>6,766.98</b>	<b>54.55</b>	<b>57.86</b>	<b>6,763.67</b>	<b>2,331.53</b>	<b>273.17</b>	<b>2,558.20</b>	<b>4,435.46</b>
<b>INTANGIBLE ASSETS</b>								
Web site Development	1.36	0.35	-	1.71	0.14	0.17	0.31	1.23
<b>Total (B)</b>	<b>1.36</b>	<b>0.35</b>	<b>-</b>	<b>1.71</b>	<b>0.14</b>	<b>0.17</b>	<b>0.31</b>	<b>1.23</b>
<b>TOTAL (A + B)</b>	<b>6,768.34</b>	<b>54.90</b>	<b>57.86</b>	<b>6,765.38</b>	<b>2,331.67</b>	<b>273.34</b>	<b>2,558.51</b>	<b>4,436.69</b>
<b>PREVIOUS YEAR</b>	6,780.65	4.51	16.79	6,768.37	2,048.03	294.73	2,331.66	-

11.1 During the financial year 2006-07, Building on Lease Hold Land at Mumbai was revalued at ₹ 6100/- Lacs against value of ₹ 1283.27/- Lacs on the basis of revaluation report dated 01-11-2006 from Registered valuer & Revaluation reserve of ₹ 4816.73/- Lacs was created for the increase in value of the Building.

11.2 Depreciation on Building includes Depreciation as relatable to increase on account of revaluation ₹ 189.07/- Lacs (Previous year ₹ 199.02/- Lacs) is charged to Revaluation Reserve.

**11.3 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 amounts 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 impairment loss and debited to the profit and loss account. If at the balance sheet date there is a 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 CAPITAL WORK-IN-PROGRESS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Plant and Machinery	-	-
Building under Construction / Repairs	-	-
	-	-
Less:		
Provision for impairment	-	-
<b>TOTAL</b>	-	-

**13 INTANGIBLE ASSETS UNDER DEVELOPMENT**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Computer Software	-	-
Web Site Development	-	-
	-	-
<b>TOTAL</b>	-	-

**14 NON CURRENT INVESTMENT**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Investments in Equity Shares</b>		
<b>Subsidiaries</b>		
<b>Quoted, fully paid up</b>		
1631151 Shares (Previous Year 1798151 shares) of ₹ 10/- each of Brady & Morris Engineering Co. Ltd.	21.77	25.94
<b>Joint Ventures</b>		
<b>Unquoted, fully paid up</b>		
203000 Shares (Previous Year 5000 shares) Shares of ₹. 10/- each of Brady Ikusi Systems Pvt. Ltd.	20.30	0.50
<b>Associates</b>		
<b>Unquoted, fully paid up</b>		
40000 Shares (inclusive of 30000 Bonus shares) of ₹ 10/- each of Brady Services Private Ltd.	1.00	1.00
30000 Shares of ₹ 10/- each of Brady Air Pvt Ltd. (Formerly known as Brady Air Ltd)	3.00	3.00
2500 Shares of ₹ . 10/- each of Brady Telesoft Pvt. Ltd.	0.25	0.25
50000 Shares of ₹ 10/- each of Brady Estates Pvt. Ltd. (Formerly known as Brady Futures Pvt. Ltd.)	5.00	5.00
	9.25	9.25

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Others</b>		
<b>Quoted, fully paid up</b>		
10 Shares of ₹ 10/- each of Kothari Sugar & Allied Industries Ltd. (Investment of ₹ 100/- appearing in the books)	0.00	0.00
5000 Shares of ₹ 10/- each of Industrial Investment Trust Ltd.	3.38	3.38
3500 Shares of ₹ 10/- each of Bank of Baroda	2.97	2.97
	6.35	6.35
<b>Unquoted, fully paid up</b>		
5735 Shares of ₹ 12.50/- each of The Ganesh Flour Mills Co.Ltd. (Investment of ₹ 1/- appearing in the books)	0.00	0.00
13260 Shares of ₹ 10/- each of G. Claridge & Co. Ltd.	2.74	2.74
	2.74	2.74
<b>Investments in Preference Shares</b>		
<b>Subsidiaries</b>		
<b>Unquoted, fully paid up</b>		
7500000 7% Redeemable Non-Cumulative Non-Convertible Preference Shares (Previous year 7500000) of ₹ 10/- each of Brady & Morris Engineering Co. Ltd.	750.00	750.00
	750.00	750.00
<b>TOTAL NON CURRENT INVESTMENT</b>	810.41	794.78
Aggregate amount of quoted investments	28.12	32.29
Market Value of quoted investments	535.00	729.63
Aggregate amount of unquoted investments	782.29	762.49
<b>14.1 The following investments have not been carried at cost:</b>		
The Ganesh Flour Mills Co.Ltd.		
Kothari Sugar & Allied Industries Ltd.		

(₹ in Lacs)

15 LONG TERM LOANS AND ADVANCES	As at 31st March, 2014	As at 31st March, 2013
Security Deposits	12.77	16.55
Advances to Creditors	-	-
<b>TOTAL</b>	12.77	16.55
<b>15.1 Secured, considered good</b>	-	-
Unsecured, considered good	12.77	16.55
Doubtful	-	-
<b>TOTAL</b>	12.77	16.55

**16 OTHER NON CURRENT ASSETS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Long Term Trade Receivables	118.05	20.66
Others	-	-
<b>TOTAL</b>	<b>118.05</b>	<b>20.66</b>
16.1 Secured, considered good	-	-
Unsecured, considered good	118.05	20.66
Doubtful	-	-
<b>TOTAL</b>	<b>118.05</b>	<b>20.66</b>

16.2 Confirmations for debit &amp; credit balances have been verified to the extent the same are available.

**17 CURRENT INVESTMENTS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Investments in Equity Shares</b>		
<b>Joint Ventures</b>		
<b>Unquoted, fully paid up</b>		
91500 Shares (Previous year 198000 shares) of ₹ 10/- each of Brady Ikusi Systems Pvt. Ltd.	9.15	19.80
<b>Associates</b>		
Unquoted, fully paid up		
350000 Shares (Previous year Nil shares) of ₹ 10/- each of Brady Air Pvt. Ltd.	35.00	-
<b>Total Investments in Equity Shares</b>	<b>44.15</b>	<b>19.80</b>
<b>Investments in Preference Shares</b>		
<b>Subsidiaries</b>		
<b>Unquoted, fully paid up</b>	-	-
<b>Total Investments in Preference Shares</b>	<b>-</b>	<b>-</b>
<b>TOTAL CURRENT INVESTMENT</b>	<b>44.15</b>	<b>19.80</b>
Aggregate amount of quoted investments	-	-
Market Value of quoted investments	-	-
Aggregate amount of unquoted investments	44.15	19.80



**18 INVENTORIES**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Trading Goods	77.53	85.41
<b>TOTAL</b>	<b>77.53</b>	<b>85.41</b>

**19 TRADE RECEIVABLES**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Trade receivables exceeding six months	21.84	74.92
others	163.45	263.45
<b>TOTAL</b>	<b>185.29</b>	<b>338.37</b>

19.1 Secured, considered good  
 Unsecured, considered good  
 Doubtful  
**TOTAL**

-	-
185.29	338.37
-	-
185.29	338.37

19.2 Confirmations for debit & credit balances have been verified to the extent the same are available.

**20 CASH AND BANK BALANCES**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Balances with Banks		
- in unpaid dividend accounts	3.52	3.82
- in margin money, security for borrowings, guarantees and other commitments	25.01	16.00
- in other accounts	6.22	15.04
Cash on Hand	0.73	0.76
Short Term Fixed Deposits with Banks	-	35.06
<b>TOTAL</b>	<b>35.48</b>	<b>70.68</b>

**21 SHORT TERM LOANS AND ADVANCES**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Loans and advances to related parties	1,411.42	1,307.70
Others	50.54	8.42
<b>TOTAL</b>	<b>1,461.96</b>	<b>1,316.12</b>

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
21.1 Secured, considered good	-	-
Unsecured, considered good	1,461.96	1,316.12
Doubtful	-	-
<b>TOTAL</b>	<b>1,461.96</b>	<b>1,316.12</b>

21.2 Loans and advances to related parties include ₹ 2.50/-Lacs (Previous Year ₹ 0.16/- Lacs) paid to Brady Ikusi Systems Pvt Ltd towards Joint Venture Share Capital contribution.

21.3 Others Include ₹ 30.00/- Lacs (P.Y. ₹ NIL) towards advance for purchase of Property

(₹ in Lacs)

**22 OTHER CURRENT ASSETS**

	As at 31st March, 2014	As at 31st March, 2013
Other Receivables	0.72	0.12
Prepaid Expenses	7.27	5.59
Income Taxes (Net of Provisions)	76.13	63.16
<b>TOTAL</b>	<b>84.12</b>	<b>68.87</b>

(₹ in Lacs)

**23 REVENUE FROM OPERATIONS**

	2013-14	2012-13
Sale of Trading Goods	1,090.80	1,197.81
Sale of Services	16.95	20.83
Other Operating Revenues	966.48	952.11
	<b>2,074.23</b>	<b>2,170.75</b>
Less:		
Excise Duty	-	-
<b>TOTAL</b>	<b>2,074.23</b>	<b>2,170.75</b>

23.1 Particulars of sale of products

Trading Goods 1,090.80 1,197.81

23.2 Sale of Services includes

Service Income 6.46 12.58

Commission Income 10.49 8.25

**24 OTHER INCOME**

(₹ in Lacs)

	2013-14	2012-13
Dividend Income from long term investments	4.81	3.32
Profit on sale of fixed assets	0.25	31.06
Net Gain/Loss on sale of long term investments	-	-
Interest	8.96	6.13
Misc Income	0.13	0.04
<b>TOTAL</b>	<b>14.15</b>	<b>40.55</b>

**25 COST OF MATERIAL CONSUMED**

(₹ in Lacs)

	2013-14	2012-13
Purchase of Trading Goods		
Imported	18.30	55.01
Indigenous	930.69	988.17
Consumption of stores and spare parts	-	-
<b>TOTAL</b>	<b>948.99</b>	<b>1,043.18</b>

**26 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

(₹ in Lacs)

	2013-14	2012-13
<b>Stocks at the end of the year</b>		
Trading goods	76.35	85.41
Less:		
<b>Stocks at the beginning of the year</b>		
Trading goods	85.41	94.23
<b>TOTAL</b>	<b>(9.06)</b>	<b>(8.82)</b>

**27 EMPLOYEE BENEFITS EXPENSES**

(₹ in Lacs)

	2013-14	2012-13
Salaries and Wages	151.65	147.98
Contribution to provident and other funds	4.38	4.66
Remuneration to Managing Director	25.75	23.32
Staff welfare expenses	6.26	5.18
<b>TOTAL</b>	<b>188.04</b>	<b>181.14</b>

27.1a) 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 ₹ 23.33/- lacs against which the provision of ₹ 17.28/- lacs was held upto 31.03.2013. Accordingly a sum of ₹ 6.05/- lacs 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**

₹ in lacs

During the year ended 31st March 2014, the company has recognized the following amounts in the profit loss account:

- Contribution to Provident Fund and Family Pension Fund. 5.08

The above amounts are included in 'Contribution to Provident Fund' and other funds' under 'Payment to and provisions for employees' in Note 27

**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, 2014.****Particulars**

		₹ in lacs
<b>I</b>	<b>Components of employer expenses</b>	
1	Current Service Cost	1.13
2	Interest Cost	1.88
3	Expected Return on Plan Assets	1.98
4	Actuarial Losses/(Gains)	(0.64)
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 Note 27)	0.90
<b>II</b>	<b>Actual Return on Plan Assets for the year ended 31st March, 2014</b>	
1	Expected Return on Plan Assets	1.98
2	Actuarial gain/(loss) on Plan Assets	(0.64)
3	Actual Return on Plan Assets	1.33
<b>III</b>	<b>Net asset/(liability) recognized in the Balance Sheet as at 31st March, 2013</b>	
1	Present Value of Defined Benefit Obligation	22.74
2	Fair Value of Plan Assets	22.74
3	Funded status[Surplus/(Deficit)]	-
4	Unrecognized Past service Cost	-
5	Net asset/(liability) recognized in the Balance sheet	-
<b>IV</b>	<b>Change in Defined Benefit Obligation during the year ended 31st March, 2014</b>	
1	Present Value of Defined Benefit Obligation as at 1st April, 2013	22.74
2	Current Service Cost	1.13
3	Interest Cost	1.88
4	Curtailment Cost/(Credit)	-
5	Settlement Cost/(Credit)	-
6	Plan amendments	-
7	Acquisitions/ Amalgamations	-
8	Actuarial gain/(losses)	(0.77)
9	Benefits paid	(1.70)
10	Present Value of Defined Benefit Obligation as at 31st March, 2014	23.28
<b>V</b>	<b>Change in Fair Value of Plan Assets during the year ended 31st March, 2014</b>	
1	Plan Assets as at 1st April, 2013	22.74
2	Acquisitions/ Amalgamations	-
3	Expected Return on Plan Assets	1.98
4	Actuarial Gains/(losses)	(0.64)
5	Actual Company Contributions	0.90
6	Benefits paid	(1.70)
7	Plan Assets as at 31st March 2014	23.28

8 Total Actuarial Gain/(Loss) to be Recognised 0.13

**VI Actuarial Assumptions**

1	Discount Rate	8.25%
2	Rate of Return on plan Assets Prev	8.70%
3	Salary Escalation rate	5.00%
4	Attretion Rate Previous year	2.00%
5	Discount Rate Current	9.32%
6	Rate of Return on Plan Assets Current	8.70%
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 ₹ 1.98/- lacs.

**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	23.28
2	Others	-
3	Total	23.28

**X Category of Assets**

1	Insurer Managed Funds	23.28
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**XI Experience Adjustments**

1	On Plan Liability (gain)/Loss	0.31
2	On Plan asset (Loss)/Gain	0.64

(₹ in Lacs)

**28 FINANCE COSTS**

Interest expense  
Other borrowing costs

**TOTAL**

2013-14	2012-13
152.93	189.02
0.25	6.64
<b>153.18</b>	<b>195.66</b>

(₹ in Lacs)

**28.1 Interest expense includes**

on Term Loans  
on working capital  
on Vehicle Loans  
on Income Tax  
on Others(Included ₹ 103.48/- Lacs  
(P.Y. ₹ 126.48/- Lacs against future Rent receivable)

2013-14	2012-13
14.29	26.70
25.28	24.69
7.98	8.60
0.00	1.47
<b>105.38</b>	<b>127.57</b>



(₹ in Lacs)

**29 DEPRECIATION AND AMORTISATION EXPENSES**

Depreciation  
Less: Transferred from Revaluation Reserve

**TOTAL**

2013-14	2012-13
273.34	294.73
189.07	199.02
84.27	95.71

**29.1** Depreciation includes amortisation exps

0.17 0.14

(₹ in Lacs)

**30 OTHER EXPENSES**

Power and Fuel  
Rent  
Repairs to Buildings  
Repairs others  
Insurance  
Rates and Taxes  
Payment to Auditors  
Selling Expenses  
Directors Travelling  
Travelling Others  
Loss on sale of Fixed Asset (net)  
Loss on discarded Fixed Asset (net)  
Donations  
Legal and Professional Charges  
Directors Sitting Fees  
Miscellaneous Expenses

**TOTAL**

2013-14	2012-13
10.86	10.17
9.69	9.33
88.48	52.21
10.25	29.83
3.25	1.60
2.54	15.97
3.25	2.96
25.07	23.44
51.61	50.44
25.75	22.62
5.38	0.22
0.39	1.57
0.50	0.36
50.24	28.33
0.98	0.60
81.60	84.75
369.84	334.40

**30.1 Payment to Auditors as**

Statutory Audit Fees  
Tax Audit Fees  
Other Services  
TOTAL

2.50	2.50
0.10	0.12
0.65	0.34
3.25	2.96

**30.2 Expenditure in Foreign Currency**

Travelling Expenses  
Bank Charges

43.95	38.94
-	-

**30.3 Miscellaneous Expenses includes Sales Tax Penalty**

Miscellaneous Expenses includes Profession Tax Penalty

0.29	0.61
0.00	-

(₹ in Lacs)

**31 DETAILS OF EXTRAORDINARY ITEMS**

Bad Debts & Sundry Balances W/off (Net)  
Profit on Sale of Investment  
Refund of Rates & Rates

**TOTAL**

2013-14	2012-13
4.84	19.48
(29.39)	-
(66.86)	-
(91.41)	19.48

(₹ in Lacs)

**32 PRIOR PERIOD ADJUSTMENTS**

Income  
Prior year Income  
Expenses  
Short Provision of Expenses

**TOTAL**

2013-14	2012-13
0.77	0.03
1.25	0.49
0.48	0.46

**33 EARNINGS PER SHARE (EPS)**

(₹ in Lacs)

i) Net Profit after tax available for Equity Shareholders  
ii) Weighted Average number of Equity Shares  
Number of shares at the beginning of the year  
Shares issued during the year  
Number of shares outstanding at the end of the year  
iii) Basic and Diluted Earning per share (₹)  
iv) Face Value per equity share (₹)

2013-14	2012-13
336.39	272.17
25,50,000	25,50,000
-	-
25,50,000	25,50,000
13.19	10.67
10.00	10.00

(₹ in Lacs)

**34 EARNINGS IN FOREIGN EXCHANGE**

Installation Income received  
Commission received

2013-14	2012-13
-	-
-	-
-	-

**35 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND**

a) Number of Non Resident Shareholders  
b) Number of Equity Shares held by them  
c) (i) Amount of Dividend Paid (Gross) (₹ in Lacs)  
(ii) Tax Deducted at Source  
(iii) Year to which Dividend relates

2013-14	2012-13
9	9
30,800	30,800
0.46	0.46
-	-
2012-13	2011-12

**36 RELATED PARTY DISCLOSURES: (AS-18)****A) List of related parties where control exist**

<b>Sr. No.</b>	<b>Name of the Related Party</b>	<b>Relationship</b>
1	Brady & Morris Engg. Co. Ltd.	Subsidiary Company
2	Brady Services Pvt. Ltd.	Associates
3	Brady Telesoft Pvt. Ltd.	Associates
4	Brady Air Pvt Ltd (Formerly known as Brady Air Ltd)	Associates
5	Brady Estates Pvt. Ltd. (Formerly known as Brady Futures Pvt Ltd)	Associates
6	Global Tradecrackers Pvt Ltd	Associates
7	Zoeftig Bradys	AOP of Subsidiary
8	Brady Ikusi Systems Pvt Ltd	Joint Venture
9	Mr. Pavan G. Morarka	Managing Director (Key Management Personnel)
10	Mr. Vaibhav Morarka	Director (Son of Managing Director)

**B) Transactions during the year with related parties : (₹ in Lacs)**

<b>Sr. No.</b>	<b>Nature of Transactions</b>	<b>Subsidiary Co.</b>	<b>Associates</b>	<b>Joint Venture</b>	<b>Director</b>	<b>Key Management Personnel</b>
1	Purchase of Products	<b>831.66</b> (881.82)	- (-)	- (-)	- (-)	- (-)
2	Commission Paid	<b>0.95</b> (-)	- (-)	- (-)	- (-)	- (-)
3	Commission Received	<b>9.73</b> (6.87)	- (-)	- (-)	- (-)	- (-)
4	Sale of Products	<b>0.20</b> (3.04)	- (-)	- (-)	- (-)	- (-)
5	Dividend received during the year	- (-)	<b>3.60</b> (2.65)	- (-)	- (-)	- (-)
6	Sitting Fees	- (-)	- (-)	- (-)	<b>0.15</b> (-)	- (-)
7	Interest Received	- (-)	- (-)	- (-)	- (-)	- (-)
8	Other reimbursements of expenses	<b>13.09</b> (22.46)	- (-)	- (-)	- (-)	- (-)
9	Waiver of Amount Recoverable	- (-)	- (-)	- (-)	- (-)	- (-)
10	Outstanding (Payable)/Receivable on Current A/c	<b>1,408.92</b> (1,307.54)	- (-)	<b>2.50</b> (0.16)	- (-)	- (-)
11	Outstanding Receivable on Loan A/c	- (-)	- (-)	- (-)	- (-)	- (-)
12	Payment to Key Managerial Personnel	- (-)	- (-)	- (-)	- (-)	<b>25.75</b> (23.32)
13	Investments	- (-)	<b>35.00</b> (-)	<b>9.15</b> (19.80)	- (-)	- (-)

**Note :** Figures in bracket represents Previous Year's amount.

**37 CONTINGENT LIABILITIES AND COMMITMENTS**
**I Contingent Liabilities**

- a. Inland Guarantees sanctioned by Bank aggregating to ₹ 300.00/- lacs (Previous Year ₹ 300.00/-lacs). The outstanding amount is ₹132.69,- lacs (Previous year ₹ 122.81/- lacs), and Inland Letter of Credit sanctioned by Bank aggregating to ₹ 50.00/- lacs(Previous year ₹ 50.00/- lacs) The Outstanding amount is ₹ NIL (Previous year ₹ NIL) is secured by way of extension of charge on Stock, Book Debts, Hypothecation of Plant & Machinery and Properties as referred to in Note '7 ' of the Balance Sheet under the heading of Secured Loans from banks-Cash Credit.
- b. Claims against the Company by the Income Tax Department on completion of Income Tax Assessments for which appeal effects are pending not acknowledged as Debts ₹ 8.93/- lacs (Previous year ₹ 8.93/- lacs) against which payment has been made of ₹12.95/- lacs (Previous year ₹ 12.95/- lacs).
- 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 ₹ 9.28/- lacs (Previous Year ₹ 9.28/- lacs), against which payment of ₹ 0.27/- lacs ( Previous year ₹ 0.27/- lacs) 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.

- II Estimated amount of capital commitments not provided for in the accounts, net of advances aggregate to ₹ 1200.00/- Lacs (Previous year ₹ NIL).

**38 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.

- 39 The position as on 31.03.2014 in respect of 20,000 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.
- 40 The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

As per our attached Report of even date  
For and on behalf of

**C. L. DALAL & CO**  
Chartered Accountants

**R. C. JAIN**  
Partner

Mumbai : 10th May 2014

For and on behalf of the Board

**Pavan G. Morarka** Chairman & Managing Director

**Vaibhav Morarka** Director

Mumbai : 10th May 2014

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

(₹ in Lacs)

Name of Subsidiary Company	Brady & Morris Engg. Co. Ltd.
Financial Year of the Subsidiary Co. ended on	31st March, 2014
a) Number of Shares of ₹ 10/- each in the Subsidiary Company held by W. H. Brady & Co. Ltd. at the above date (Representing 72.4956% of Share Capital of the former)	16,31,151
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, 2014 are as follows:	
For the year ended 31.03.2014	70.58
For the previous years	(280.91)
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, 2014 being the Dividends received are as under:	
For the year ended 31.03.2014	NIL
For the previous years	177.99

For and on behalf of the Board

**Pavan G. Morarka**

Chairman &amp; Managing Director

**Vaibhav Morarka**

Director

Mumbai : 10th May 2014







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



**INDEPENDENT AUDITOR'S REPORT**  
**TO THE BOARD OF DIRECTORS OF W. H. BRADY & CO. LTD.**

**Report on the Consolidated Financial Statements**

We have audited the accompanying financial statements of W. H. BRADY & CO. LTD. ('the Company') and its subsidiary, which comprise the Consolidated Balance Sheet as at 31st March, 2014 the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act 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 consolidated balance sheet, of the state of affairs of the Company as at 31st March, 2014;
- (ii) in the case of the consolidated statement of profit and loss, of the profit of the Company for the year ended on that date; and
- (iii) in the case of the consolidated 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

**(R. C. JAIN)**  
PARTNER

Membership No.5180  
Firm Regn.No.102026W

Place :Mumbai  
Date : 10th May, 2014.

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014**

(₹ in Lacs)

	Note	As at 31st March, 2014	As at 31st March, 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	255.00	255.00
Reserves and Surplus	2	4,936.30	4,726.60
		5,191.30	4,981.60
<b>Minority Interest</b>		48.83	54.90
<b>Non - Current Liabilities</b>			
Long Term Borrowings	3	1,060.41	1,347.77
Deferred Tax Liability (net)	4	-	-
Other Long Term Liabilities	5	185.03	253.80
Long Term Provisions	6	12.57	12.56
		1,258.01	1,614.13
<b>Current Liabilities</b>			
Short Term Borrowings	7	1,001.78	817.80
Trade Payables	8	704.47	1,734.68
Other Current Liabilities	9	474.27	454.63
Short Term Provisions	10	75.55	69.89
		2,256.07	3,077.00
<b>TOTAL</b>		<b>8,754.21</b>	<b>9,727.63</b>
<b>ASSETS</b>			
<b>Non - current assets</b>			
Fixed Assets			
Tangible Assets	11	5,427.97	5,666.36
Intangible Assets	11	7.63	4.05
Capital Work-in-Progress	12	102.22	98.16
Intangible Assets under Development	13	-	-
		5,537.82	5,768.57
Non - Current investments	14	44.92	25.14
Deferred Tax Assets (net)	4	13.89	17.69
Long Term Loans and Advances	15	23.39	27.82
Other Non Current Assets	16	118.05	4.71
		200.25	75.36
<b>Current Assets</b>			
Current investments	17	44.15	19.80
Inventories	18	1,161.50	1,223.26
Trade Receivables	19	1,284.89	2,074.87
Cash and Bank Balances	20	129.57	174.22
Short Term Loans and Advances	21	273.17	278.42
Other Current Assets	22	122.86	113.13
		3,016.14	3,883.70
<b>TOTAL</b>		<b>8,754.21</b>	<b>9,727.63</b>
Significant Accounting Policies			
Notes on Financial Statements	1 to 40		

As per our attached Report of even date  
For and on behalf of

**C. L. DALAL & CO**  
Chartered Accountants

**R. C. JAIN**  
Partner

Mumbai : 10th May 2014

The above Balance Sheet & relevant  
notes are authenticated by us

For and on behalf of the Board

**Pavan G. Morarka** Chairman & Managing Director

**Vaibhav Morarka** Director

Mumbai : 10th May 2014



# **CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

(₹ in Lacs)

	Note	2013-14	2012-13
<b>INCOME</b>			
Revenue from Operations	23	4,631.30	4,397.89
Other Income	24	31.44	53.27
Total Revenue		<u>4,662.74</u>	<u>4,451.16</u>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	25	2,166.55	2,438.16
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	26	<u>173.77</u>	<u>(77.06)</u>
		2,340.32	2,361.10
Employee Benefits Expenses	27	667.16	569.88
Finance Costs	28	252.36	310.46
Depreciation and Amortization Expenses	29	189.43	203.39
Other Expenses	30	629.92	581.41
Total Expenses		<u>4,079.19</u>	<u>4,026.24</u>
Profit/(Loss) before exceptional and extraordinary items and tax		583.56	424.92
Extraordinary Items	31	<u>49.87</u>	<u>4.38</u>
Profit/(Loss) before tax		533.69	420.54
<b>Tax Expenses</b>			
Current tax		86.00	67.00
Wealth tax		0.21	0.25
Deferred tax		<u>3.81</u>	<u>(6.51)</u>
		90.02	60.74
Profit/(Loss) after tax		<u>443.67</u>	<u>359.80</u>
Prior Years' Adjustments	32	10.42	12.35
Minority Interest		26.78	15.21
Profit/(Loss) for the year		<u>406.47</u>	<u>332.24</u>
Earning per equity share	33		
Basic & Diluted		17.40	14.11
Significant Accounting Policies Notes on Financial Statements	1 to 40		

As per our attached Report of even date  
For and on behalf of

**C. L. DALAL & CO**  
Chartered Accountants

**R. C. JAIN**  
Partner

Mumbai : 10th May 2014

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

For and on behalf of the Board

**Pavan G. Morarka** Chairman & Managing Director

**Vaibhav Morarka** Director

Mumbai : 10th May 2014

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before taxation	523.77	408.66
Adjustments for:		
Depreciation and amortization expense	189.43	203.39
Extraordinary Items	(188.76)	-
( Profit)/Loss on sale / discarding of Fixed Assets	(0.47)	(31.06)
( Profit)/Loss on sale of Investment/Fixed Assets	5.78	2.19
Interest received	(16.68)	(12.06)
Dividends received	(8.41)	(5.97)
Income from Rent & Compensation	(966.48)	(952.11)
Gratuity & Leave Provision	6.95	6.86
Interest expenses	235.59	275.17
	(743.06)	(513.59)
	(219.29)	(104.94)
(Increase)/ decrease in trade and other receivables	(177.41)	(888.99)
(Increase)/ decrease in inventories	126.78	131.88
Increase/ (decrease) in trade payables	(138.36)	693.39
	(188.98)	(63.73)
	(408.27)	(168.66)
Interest Paid	(235.59)	(275.17)
Income taxes paid	(98.84)	(95.04)
Net cash from operating activities	(742.71)	(538.87)
Prior Period Items (Net)	(0.49)	(0.46)
Net cash from operating activities	(743.19)	(539.34)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(158.53)	(41.54)
Proceeds from sale of property, plant and equipment	4.02	34.97
Purchase of investments	(39.98)	(19.80)
Proceeds from sale of investments	33.54	-
Loans & Advances	16.54	131.82
Income from Rent & Compensation	966.48	952.11
Interest received	16.68	12.06
Dividend received	8.41	5.97
Net cash from investing activities	847.16	1,075.59

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	-	-
Proceeds from short term borrowings	0.90	63.87
Proceeds of finance lease obligation	37.75	-
Repayment of long term borrowings	(97.74)	(656.53)
Repayment of short term borrowings	(0.71)	(52.20)
Repayment of finance lease obligation	(28.41)	(21.86)
Dividend paid	(44.75)	(44.46)
Net cash from financing activities	(132.97)	(711.17)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(28.99)</b>	<b>(174.92)</b>
<b>Cash &amp; Cash equivalent</b>		
At the beginning		
Cash & Bank balances	171.74	322.17
Bank Overdraft	(234.33)	(209.84)
	(62.58)	112.34
At the end of the year		
Cash & Bank balances	127.94	171.74
Bank Overdraft	(219.52)	(234.33)
	(91.58)	(62.58)
<b>Increase (decrease) in Cash &amp; Cash equivalent</b>	<b>(28.99)</b>	<b>(174.92)</b>

Cash and Cash equivalent represents Cash and Bank Balances and Overdrafts.

As per our attached Report of even date  
For and on behalf of

**C. L. DALAL & CO**  
Chartered Accountants

**R. C. JAIN**  
Partner

Mumbai : 10th May 2014

## **SIGNIFICANT ACCOUNTING POLICIES**

### **1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

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 terms of section 211(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 72.4956% 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 “Significant Accounting Policies” of the financial statements of W. H. Brady & Co. Ltd. and Brady & Morris Engg. Co. Ltd.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

## 1 SHARE CAPITAL

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Authorised Share Capital 5000000 Equity shares of ₹ 10/- each	<u>500.00</u>	<u>500.00</u>
Issued, Subscribed and Paid up 2550000 Equity shares of ₹10/- each	<u>255.00</u>	<u>255.00</u>
TOTAL	<u><u>255.00</u></u>	<u><u>255.00</u></u>

## 1.1 The Details of Equity Shareholders Holding More Than 5% Shares:

Name of the Shareholder	No. of Shares	% held	No. of Shares	% held
a Shivum Holding Pvt Ltd	10,05,750	39.44	10,05,750	39.44
b Pavan G Morarka	7,82,443	30.68	7,82,443	30.68
c Gunjan Properties Pvt Ltd	629	0.02	1,92,945	7.57
d Transparent Agro Private Limited	1,75,465	6.88	-	-

## 1.2 The reconciliation of the number of shares outstanding is set out below:

Particulars	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	25,50,000	25,50,000
Add:- Issued during the year	-	-
Less:- Bought back during the year	-	-
Equity Shares at the end of the year	<u>25,50,000</u>	<u>25,50,000</u>

**2 RESERVES AND SURPLUS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Capital Reserve on Consolidation</b>	<b>141.35</b>	153.87
<b>Revaluation Reserve</b>		
As per last Balance Sheet	3,874.95	4,097.30
Less: Transferred to Profit & Loss Account	<u>189.07</u>	<u>199.02</u>
	3,685.88	3,898.28
Less: Minority Interest	<u>8.63</u>	<u>23.33</u>
	3,677.25	3,874.95
<b>General Reserve</b>		
As per last Balance Sheet	88.00	74.00
Add: Transferred from Profit & Loss Account	<u>17.00</u>	<u>14.00</u>
	105.00	88.00
Less: Transferred to Profit & Loss Account	<u>-</u>	<u>-</u>
	105.00	88.00
Less: Minority Interest	<u>-</u>	<u>-</u>
	105.00	88.00
<b>Profit &amp; Loss Account</b>		
As per last Balance Sheet	609.78	355.00
Add: Profit for the year	433.27	332.24
Transferred from General Reserve	-	-
Excess Provision for Income Tax w/back	-	3.76
Excess Provision for Dividend Tax w/back	-	1.45
Excess Provision for Wealth Tax w/back	<u>-</u>	<u>-</u>
	1,043.05	692.45
Less: Appropriations		
Short Provision for Income Tax for previous years	-	4.23
Short Provision for Dividend Tax for year 2010-11	-	4.48
Transferred to General Reserve	17.00	14.00
Proposed Dividend on Equity Shares	38.25	38.25
Tax on Dividend	<u>6.50</u>	<u>6.50</u>
	981.30	624.99
Less: Minority Interest	<u>(31.40)</u>	<u>15.21</u>
	1,012.70	609.78
<b>TOTAL</b>	<b><u>4,936.30</u></b>	<b><u>4,726.60</u></b>

- 2.1 The Board of Directors at its meeting held on 10th May 2014 have recommended payment of Dividend of ₹ 38.25/- lacs (Previous year ₹ 38.25/- lacs) @ Rate of ₹ 1.50/- per share (Previous year ₹ 1.50/- per share)



(₹ in Lacs)

**3 LONG TERM BORROWINGS****Secured Loans**

Term Loans

- from Banks

- from Others

Long term maturities of finance lease obligations

As at 31st March, 2014	As at 31st March, 2013
<b>516.46</b>	794.38
-	-
<b>49.41</b>	52.82
<b>565.87</b>	847.20
<b>494.54</b>	500.57
<b>494.54</b>	500.57
<b>1,060.41</b>	1,347.77

**Unsecured Loans**

Deposits

**TOTAL****3.1 Details of security for secured loans****Term Loans From Banks**

1 Secured by extension of 1st Pari Pasu charge by way of Equitable mortgage on the Company's property at Mumbai. (Limit sanctioned ₹ 34/- Lacs-P.Y. ₹ 119/- Lacs)	-	34.05
2 Secured by extension of 1st Pari Pasu charge by way of Equitable mortgage on the Company's property at Mumbai. (Limit sanctioned ₹ 37/- Lacs-P.Y. ₹ 69/- Lacs)	12.44	37.44
3 Secured by way of Equitable mortgage on the Company's Property given on Rent and assignment of future Rent receivables. (Limit sanctioned ₹ 740/- Lacs-P.Y. ₹ 976/- Lacs)	504.02	722.89

**Finance lease obligations**

Secured by Hypothecation of Vehicles

**49.41** 52.82**3.3 Terms of repayment of term loans and others**

1 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.	-	34.05
2 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.	12.44	37.44
3 Repayable over a period of 60 equated monthly installments commencing from 21st March, 2012 covering the principal amount and interest.	504.02	722.89

**3.4 Maturity Profile of Secured Loans from Banks are as set out below :****Maturity Profile**

1-2 years

**260.29**

2-3 years

**256.17**

3-4 years

-

Beyond 4 years

-

**4 DEFERRED TAX LIABILITY / ASSETS**

(₹ in Lacs)

**Deferred tax liability**

On account of depreciation on fixed assets  
 On account of timing differences in recognition of expenditure

**Deferred tax asset**

On difference between book depreciation and depreciation  
 under Income Tax Act, 1961  
 On Long Term Capital Loss  
 On expenditure under sec 43B of the Income Tax Act, 1961

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
-	-
-	-
-	-
9.95	13.96
1.73	1.73
2.21	2.00
13.89	17.69
13.89	17.69
31.45	76.52
153.58	177.28
185.03	253.80

**5 OTHER LONG TERM LIABILITIES**

Trade Payables

Others

**TOTAL**

5.1 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.

5.2 Confirmations for debit & credit balances have been verified to the extent the same are available.

**6 LONG TERM PROVISIONS**

(₹ in Lacs)

Provisions for employee benefits  
 Others

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
12.57	12.56
-	-
12.57	12.56

**7 SHORT TERM BORROWINGS**

(₹ in Lacs)

Secured Loans  
 Loans repayable on demand  
 - from banks  
 - from others

Unsecured Loans  
 Deposits

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
886.96	775.35
-	-
886.96	775.35
114.82	42.45
114.82	42.45
1,001.78	817.80

**7.1 Details of security for secured loans from Banks**

CASH CREDIT from Bank of Baroda  
 Secured by hypothecation of all the stocks,  
 book debts and movable machinery

CASH CREDIT from Union Bank of India  
 Secured by hypothecation of all the stocks,  
 book debts and movable machinery

219.52	234.33
667.44	541.02

**8 TRADE PAYABLES**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
To Micro, Small and Medium Enterprises	-	-
Others	704.47	1,734.68
<b>TOTAL</b>	<b>704.47</b>	<b>1,734.68</b>

8.1 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.

8.2 Confirmations for debit & credit balances have been verified to the extent the same are available.

**9 OTHER CURRENT LIABILITIES**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Current maturities of long term debt (Refer note no. 3)	277.92	286.87
Current maturities of finance lease obligations (Refer note no. 3)	31.17	21.86
Interest accrued but not due on borrowings	3.12	3.53
Interest accrued and due on borrowings	-	-
Unpaid dividends	5.99	6.49
Other payables	156.07	135.88
<b>TOTAL</b>	<b>474.27</b>	<b>454.63</b>

**10 SHORT TERM PROVISIONS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Provision for employee benefits	27.84	21.96
Others	47.71	47.93
<b>TOTAL</b>	<b>75.55</b>	<b>69.89</b>
<b>10.1 Others include</b>		
Provision for taxation	-	-
Provision for wealth tax	0.21	0.25
Proposed dividend	38.25	38.25
Provision for tax on proposed dividend	6.50	6.50
Others	2.75	2.93
	<b>47.71</b>	<b>47.93</b>

**11 FIXED ASSETS**

(₹ in Lacs)

FIXED ASSETS	Gross Block			Accumulated Depreciation			Net Block		
	As at 1 April 2013	Additions	Disposals	As at 31 March 2014	As at 1 April 2013	For the Year	On Disposals	As at 31 March 2014	As at 31 March 2013
TANGIBLE ASSETS									
OWN ASSETS									
Buildings	6,213.60	-	-	6,213.60	2,072.75	207.04	-	2,279.79	3,933.81
Factory Buildings	631.49	0.86	-	632.35	210.56	42.13	-	252.69	379.66
Office Buildings	358.57	-	-	358.57	153.52	10.25	-	163.77	194.80
Bungalow at Ahmedabad	0.49	-	-	0.49	0.48	0.00	-	0.48	0.01
Freehold Land	300.02	3.62	-	303.64	-	-	-	-	303.64
Leasehold Land	68.55	-	-	68.55	-	-	-	-	68.55
Ownership Garage	4.61	-	-	4.61	2.69	0.10	-	2.79	1.82
Plant & machinery	275.95	55.27	-	331.22	165.96	19.88	-	185.84	109.99
Furniture & Fixtures	378.49	0.50	0.45	378.54	168.83	38.03	0.32	206.54	209.66
Vehicles	147.22	4.15	61.86	89.51	106.34	8.71	50.82	64.23	40.88
Office equipment	41.66	1.68	1.35	41.99	21.61	3.36	0.68	24.29	20.05
Electrical Installations	69.44	0.09	0.21	69.32	33.08	5.07	0.21	37.94	31.38
Air Conditioning Machines	40.08	0.92	1.46	39.54	19.17	2.92	0.72	21.37	18.17
Tools & Equipments	19.96	26.03	0.26	45.73	12.19	6.62	0.15	18.66	27.07
Water Cooler	3.75	-	-	3.75	1.58	0.30	-	1.88	1.87
Air Cooler	0.08	-	-	0.08	0.01	0.01	-	0.06	0.07
Refrigerator	0.27	-	-	0.27	0.19	0.01	-	0.20	0.08
Computers Installations	89.09	10.53	5.05	94.57	73.93	8.44	4.24	78.13	16.44
Sub-Total	8,643.32	103.65	70.64	8,676.33	3,042.89	352.87	57.14	3,338.62	5,337.71
ASSETS TAKEN ON FINANCE LEASE									
Residential Flat	-	-	-	-	-	-	-	-	-
Vehicles	94.49	51.19	5.74	139.95	28.57	24.07	2.96	49.69	90.26
Sub-Total	94.49	51.19	5.74	139.95	28.57	24.07	2.96	49.69	90.26
Total (A)	8,737.81	154.84	76.38	8,816.28	3,071.46	376.94	60.10	3,388.31	5,427.97
INTANGIBLE ASSETS									
Intangible Assets (Design Drawing)	3.05	4.78	-	7.83	0.31	1.31	-	1.62	6.22
Web Site Development	2.12	0.35	-	2.47	0.82	0.25	-	1.07	1.41
Total (B)	5.17	5.13	-	10.30	1.13	1.56	-	2.69	7.63
TOTAL (A + B)	8,742.98	159.97	76.38	8,826.58	3,072.59	378.50	60.10	3,391.00	5,435.60
PREVIOUS YEAR	8,729.06	54.82	40.89	8,742.99	2,700.95	402.42	30.79	3,072.58	5,670.41
									-

11.1 During the financial year 2006-07, Building on Lease Hold Land at Mumbai was revalued at ₹ 6100.00/- lacs against value of ₹ 1283.27/-lacs on the basis of revaluation report dated 01-11-2006 from Registered valuer & Revaluation reserve of ₹ 4816.73/- lacs was created for the increase in value of the Building.

11.2 Depreciation on Building includes Depreciation as relating to increase on account of revaluation ₹ 189.07/-lacs (Previous year ₹ 199.02/-lacs) is charged to Revaluation Reserve.

**11.3 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 amounts 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 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 CAPITAL WORK-IN-PROGRESS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Plant and Machinery Under Installation	-	-
Orissa Project	102.22	98.16
Building under Construction / Repairs	-	-
	<u>102.22</u>	<u>98.16</u>
Less:		
Provision for impairment	-	-
<b>TOTAL</b>	<u>102.22</u>	<u>98.16</u>

12.1 Deductions from Capital Work in Progress represents transfer to relative Fixed Assets / Expenses on Completion / Installation.

**13 INTANGIBLE ASSETS UNDER DEVELOPMENT**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Computer Software	-	-
Web Site Development	-	-
<b>TOTAL</b>	<u>-</u>	<u>-</u>

**14 NON CURRENT INVESTMENT**

(₹ in Lacs)

**Investments in Equity Shares****Associates**

Unquoted, fully paid up

80000 Shares (inclusive of 60000 Bonus shares) of ₹ 10/- each of Brady Services Private Ltd.

2.00 2.00

30000 Shares (Previous Year 30500 shares) of ₹ 10/- each of Brady Air Pvt Ltd. (Formerly known as Brady Satlink Ltd)

3.00 3.01

5000 Shares of ₹ 10/- each of Brady Telesoft Pvt. Ltd.

0.50 0.50

100000 Shares of ₹ 10/- each of Brady Estates Pvt. Ltd. (Formerly known as Brady Futures Pvt. Ltd.)

10.00 10.00

15.50 15.51**Joint Ventures****Unquoted, fully paid up**

203000 Shares of ₹ 10/- each of Brady Ikusi Systems Pvt. Ltd.

20.30 0.50

20.30 0.50**Others****Quoted, fully paid up**

10 Shares of ₹ 10/- each of Kothari Sugar &amp; Allied Industries Ltd. (Investment of ₹ 100/- appearing in the books)

0.00 0.00

5000 Shares of ₹ 10/- each of Industrial Investment Trust Ltd.

3.38 3.38

3500 Shares of ₹ 10/- each of Bank of Baroda

2.97 2.97

6.35 6.35

(₹ in Lacs)

**Unquoted, fully paid up**

84699 Shares of ₹ 12.50/- each of The Ganesh Flour Mills Co.Ltd.

(Investment of ₹ 2/- appearing in the books)

13260 Shares of ₹ 10/- each of G. Claridge &amp; Co. Ltd.

25 Shares of ₹ 100 each fully paid of The Manechowk Co-operative Bank Ltd

**TOTAL VALUE OF EQUITY SHARES**

Investments in Preference Shares

Others

 520 7% First Cumulative Preference Shares of ₹ 12.50 each  
 of Ganesh Flour Mills Co Ltd

(Investment of ₹ 1/- appearing in the books)

**TOTAL VALUE OF PREFERENCE SHARES**
**TOTAL NON CURRENT INVESTMENT**

Aggregate amount of quoted investments

Market Value of quoted investments

Aggregate amount of unquoted investments

14.1 The following investments have not been carried at cost:

The Ganesh Flour Mills Co.Ltd.

Kothari Sugar &amp; Allied Industries Ltd.

As at 31st March, 2014	As at 31st March, 2013
0.00	0.00
2.74	2.74
0.03	0.03
2.77	2.77
44.92	25.14
0.00	0.00
0.00	0.00
44.92	25.14
6.35	6.35
28.11	28.35
38.57	18.77

**15 LONG TERM LOANS AND ADVANCES**

(₹ in Lacs)

Security Deposits

Advances to Creditors

**TOTAL**

15.1 Secured, considered good

Unsecured, considered good

Doubtful

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
23.39	27.82
-	-
23.39	27.82
-	-
23.39	27.82
-	-
23.39	27.82

**16 OTHER NON CURRENT ASSETS**

(₹ in Lacs)

Long Term Trade Receivables

Others

**TOTAL**

16.1 Secured, considered good

Unsecured, considered good

Doubtful

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
118.05	4.71
-	-
118.05	4.71
-	-
118.05	4.71
-	-
118.05	4.71

16.2 Confirmations for debit &amp; credit balances have been verified to the extent the same are available.



**17 CURRENT INVESTMENTS**

(₹ in Lacs)

**Investments in Equity Shares**

Joint Ventures

Unquoted, fully paid up

91500 Shares (Previous year 198000 shares) of ₹ 10/- each of Brady Ikusi Systems Pvt. Ltd.

Associates

Unquoted, fully paid up

350000 Shares (Previous year Nil shares) of ₹ 10/- each of Brady Air Pvt. Ltd.

**TOTAL CURRENT INVESTMENT**

Aggregate amount of quoted investments

Market Value of quoted investments

Aggregate amount of unquoted investments

As at 31st March, 2014	As at 31st March, 2013
9.15	19.80
35.00	-
<b>44.15</b>	<b>19.80</b>
-	-
-	-
<b>44.15</b>	<b>19.80</b>

**18 INVENTORIES**

(₹ in Lacs)

Trading Goods

Semi Finished Goods

Bought out Components

Raw materials

Stores &amp; Loose Tools

Stock in Transit

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
77.52	85.41
565.74	519.93
370.26	494.86
44.29	102.85
19.05	12.27
84.64	7.94
<b>1,161.50</b>	<b>1,223.26</b>

**19 TRADE RECEIVABLES**

(₹ in Lacs)

Trade receivables exceeding six months

others

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
281.24	921.18
1,003.65	1,153.69
<b>1,284.89</b>	<b>2,074.87</b>
-	-
1,284.89	2,074.87
-	-
<b>1,284.89</b>	<b>2,074.87</b>

19.1 Secured, considered good

Unsecured, considered good

Doubtful

**TOTAL**

19.2 Confirmations for debit &amp; credit balances have been verified to the extent the same are available.

**20 CASH AND BANK BALANCES**

(₹ in Lacs)

Balances with Banks

- in unpaid dividend accounts

- in margin money, security for borrowings, guarantees and other commitments

- in other accounts

Cash on Hand

Short Term Fixed Deposits with Banks

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
5.99	6.49
104.87	108.33
17.21	23.27
1.50	1.07
-	35.06
<b>129.57</b>	<b>174.22</b>

**21 SHORT TERM LOANS AND ADVANCES**

(₹ in Lacs)

Loans and advances to related parties

Others

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
2.50	0.16
270.67	278.26
<b>273.17</b>	<b>278.42</b>

21.1 Secured, considered good

Unsecured, considered good

Doubtful

**TOTAL**

-	-
273.17	278.42
-	-
<b>273.17</b>	<b>278.42</b>

21.2 Loans and advances to related parties include ₹ 2.50/- lacs (Previous Year ₹ 0.16/- lacs) paid to Brady Ikusi Systems Pvt Ltd towards Joint Venture Share.

21.3 Others Include ₹ 30.00/- lacs (P.Y. ₹ NIL) towards advance for purchase of Property

**22 OTHER CURRENT ASSETS**

(₹ in Lacs)

Other Receivables

Prepaid Expenses

Income Taxes (Net of Provision)

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
1.50	2.21
11.07	15.41
110.29	95.51
<b>122.86</b>	<b>113.13</b>

**23 REVENUE FROM OPERATIONS**

(₹ in Lacs)

Sale of Trading &amp; Finished Goods

Sale of Services

Other Operating Revenues

Less:

Excise Duty

**TOTAL**

As at 31st March, 2014	As at 31st March, 2013
3,618.25	3,401.16
28.57	26.62
984.48	970.11
4,631.30	4,397.89
-	-
<b>4,631.30</b>	<b>4,397.89</b>

## 23.1 Particulars of sale of products

Trading Goods	1,090.60	1,194.77
Finished Goods	2,527.65	2,206.39

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

## 23.2 Sale of Services includes

Service Income	27.82	(0.62)
Installation Contract Receipts	-	25.86
Commission Income	0.75	1.37

## 24 OTHER INCOME

(₹ in Lacs)

	2013-14	2012-13
Dividend Income from long term investments	8.41	5.97
Profit on sale of fixed assets	0.56	31.06
Net gain/loss on sale of long term investments	-	-
Other non operating income	22.47	16.24
<b>TOTAL</b>	<b>31.44</b>	<b>53.27</b>

## 25 COST OF MATERIAL CONSUMED

(₹ in Lacs)

	2013-14	2012-13
Raw Materials Consumed	2,108.43	2,271.15
Purchase of Trading Goods	58.12	167.01
<b>TOTAL</b>	<b>2,166.55</b>	<b>2,438.16</b>

## 26 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lacs)

	2013-14	2012-13
Stocks at the end of the year		
Trading goods	76.35	85.41
Work In Process	453.21	617.92
Finished Goods		
Less:	529.56	703.33
Stocks at the beginning of the year		
Trading goods	85.41	94.23
Work In Process	617.92	532.04
Finished Goods	-	-
	703.33	626.27
<b>TOTAL</b>	<b>(173.77)</b>	<b>77.06</b>

**27 EMPLOYEE BENEFITS EXPENSES**

(₹ in Lacs)

Salaries and Wages
Contribution to provident and other funds
Remuneration to Managing Director
Staff welfare expenses
<b>TOTAL</b>

2013-14	2012-13
604.63	501.79
22.88	19.55
25.75	23.31
13.90	25.23
<b>667.16</b>	<b>569.88</b>

**28 FINANCE COSTS**

(₹ in Lacs)

Interest expense
Other borrowing costs
<b>TOTAL</b>

2013-14	2012-13
252.11	303.82
0.25	6.64
<b>252.36</b>	<b>310.46</b>

**28.1 Interest expense includes**

On Term Loans
On working capital
on Others

138.74	189.32
102.63	101.92
10.75	12.58

**29 DEPRECIATION AND AMORTISATION EXPENSES**

(₹ in Lacs)

Depreciation
Less: Transferred from Revaluation Reserve
<b>TOTAL</b>

2013-14	2012-13
378.50	402.42
189.07	199.02
<b>189.43</b>	<b>203.39</b>

29.1 Depreciation includes amortisation exps

1.56 0.52

**30 OTHER EXPENSES**

(₹ in Lacs)

Power and Fuel
Rent
Repairs to Buildings
Repairs others
Insurance
Rates and Taxes
Payment to Auditors
Selling Expenses
Directors Travelling
Travelling Others
Loss on sale of Fixed Asset
Donations
Legal and Professional Charges
Directors Sitting Fees
Miscellaneous Expenses

2013-14	2012-13
37.74	38.84
17.18	16.75
88.48	52.21
24.84	37.90
12.24	6.43
46.93	57.97
5.08	4.44
43.40	2.42
57.49	54.82
45.75	41.13
5.87	2.19
0.50	0.36
81.98	71.36
2.63	2.26
159.81	152.33
<b>629.92</b>	<b>581.41</b>

**TOTAL**

**30.1 Payment to Auditors as**

(₹ in Lacs)

	2013-14	2012-13
Statutory Audit Fees	3.25	3.25
Cost Audit Fees	0.88	0.60
Other Services	0.95	0.59
Out of pocket expenses	-	-
<b>TOTAL</b>	<b>5.08</b>	<b>4.44</b>

**31 DETAILS OF EXTRAORDINARY ITEMS**

(₹ in Lacs)

	2013-14	2012-13
Bad Debts & Sundry Balances W/off (Net)	92.67	4.10
Profit on Sale of Investment	(29.39)	-
Refund of Rates & Rates	(66.86)	-
Retrenchment compensation (Worker)	53.45	-
Waiver of Amt Recoverable	-	0.28
<b>TOTAL</b>	<b>49.87</b>	<b>4.38</b>

**32 PRIOR PERIOD ADJUSTMENTS**

(₹ in Lacs)

	2013-14	2012-13
Income		
Prior year Income	0.77	0.37
Expenses		
Short Provision of Expenses	11.20	12.72
<b>TOTAL</b>	<b>10.43</b>	<b>12.35</b>

**33 EARNINGS PER SHARE (EPS)**

(₹ in Lacs)

	2013-14	2012-13
i) Net Profit after tax available for Equity Shareholders	443.69	359.81
ii) Weighted Average number of Equity Shares		
Number of shares at the beginning of the year	25,50,000	25,50,000
Shares issued during the year	-	-
Number of shares outstanding at the end of the year	25,50,000	25,50,000
iii) Basic and Diluted Earning per share ( ₹ )	17.40	14.11
iv) Face Value per equity share ( ₹ )	10.00	10.00

**34 RELATED PARTY DISCLOSURES: (AS-18)**

A) List of related parties where control exists

Sr. No.	Name of the Related Party	Relationship
1	Brady Services Pvt. Ltd.	Associates
2	Brady Telesoft Pvt. Ltd.	Associates
3	Brady Air Pvt Ltd	Associates
4	Brady Estates Pvt. Ltd.	Associates
5	Global Tradecrackers Pvt. Ltd	Associates
6	Shivum Holdings Pvt. Ltd.	Associates
7	Zoeftig Brady	AOP of Subsidiary
8	Brady Ikusi Systems Pvt Ltd	Joint Venture
9	Mr. Pavan G. Morarka	Key Management Personnel
10	Mr. Vaibhav P. Morarka	Executive Director

## B) Transactions during the year with related parties:

(₹ in Lacs)

Sr. No.	Nature of Transactions	Associates	Joint Venture	Key Management Personnel
1	Dividend received during the year	<b>7.20</b> (5.30)	- (-)	- (-)
2	Maintenance / Commitment charges received	<b>18.00</b> (18.00)	- (-)	- (-)
3	Other reimbursement including expenses	- (10.99)	- (-)	- (-)
4	Deposit Balance	<b>15.00</b> (15.00)	- (-)	- (-)
5	Sitting Fees paid	- (-)	- (-)	<b>0.45</b> (0.38)
6	Salary, HRA, PF & other funds cont	- (-)	- (-)	<b>25.75</b> (23.32)
7	Salary, HRA, PF & other funds cont	- (-)	- (-)	<b>17.40</b> (8.70)
8	Loan Balance Payable	<b>36.00</b> -	- (-)	<b>30.00</b> (-)
9	Debtors Outstanding	<b>122.24</b> (147.24)	- (-)	- (-)
10	Advances Recoverable	- (1.03)	- (-)	- (-)
11	Outstanding (Payable)/Receivable on Current A/c	- (-)	<b>2.50</b> (0.16)	- (-)
12	Investments	- (-)	<b>9.15</b> (19.80)	- (-)

**Note**

Figures in bracket represents Previous Year's amount.

**35 CONTINGENT LIABILITIES AND COMMITMENTS**

Contingent Liabilities not provided in respect of:-

a. Claims against the Company not acknowledged as debts ₹ NIL (Previous Year ₹ NIL/-)

b. Disputed sales tax demand under appeal ₹ 14.53/-lacs (Previous Year ₹ 33.11/- Lacs)



- c. Disputed excise duty demand under appeal ₹ NIL (Previous Year ₹ NIL)
- d. Disputed Income Tax demand under appeal ₹ 25.92/- lacs(Previous Year ₹ 16.15/- Lacs).
- 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 & LC's given by Banks aggregating to ₹ 631.87/- lacs(Previous year ₹ 848.71/- lacs).
- g. Estimated amount of contracts remaining to be executed on capital account and not provided for in accounts, net of advance aggregate to ₹ 1200.00/- lacs(Previous year ₹ 2.15/- lacs).

**36 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.

- 37** 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.
- 38** 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.
- 39** The position as on 31.03.2014 in respect of 20,000 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.
- 40** The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

As per our attached Report of even date  
For and on behalf of

**C. L. DALAL & CO**  
Chartered Accountants

**R. C. JAIN**  
Partner

Mumbai : 10th May 2014

For and on behalf of the Board

**Pavan G. Morarka** Chairman & Managing Director

**Vaibhav Morarka** Director

Mumbai : 10th May 2014



**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. VAIBHAV MORARKA** Executive Director

**MR. RAJENDER K. SHARMA**

**MR. CYRUS VACHHA** (Appointed w.e.f. 10/05/2014)

**MR. SUMIT BANERJEE** (Appointed w.e.f. 10/05/2014)

### AUDITORS

C. L. Dalal & Co.

Chartered Accountants

### SOLICITORS

Hariani & Co., Mumbai

### BANKERS

UNION BANK OF INDIA

### REGISTERED OFFICE

"Brady House"

12/14, Veer Nariman Road,

Fort, Mumbai 400 001.

Tel : 22048361-5 | Fax : 22041855

CIN : L29150MH1946PLC004729

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

Tel: 2847 0652 / 4043 0200

Email: info@bigshareonline.com

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## NOTICE

**NOTICE** is hereby given that the 68th Annual General Meeting (AGM) of the Members of Brady & Morris Engineering Company Limited will be held on Saturday, September 27, 2014 at 11:00 a.m. at Maharashtra Chambers of Commerce Trust, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai - 400001 to transact, with or without modification(s) the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the 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 re-appoint, Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to pass the following resolution.

**“RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. C. L. Dalal & Co., Chartered Accountants having Firm Registration No:102026W, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the third consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT**, pursuant to the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013, Mr. Sumit Banerjee (DIN: 00213826), who was appointed as an Additional Director of the Company on 10th May, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 alongwith requisite deposit signifying his intention to propose Mr. Sumit Banerjee (DIN: 00213826) as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.”

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

**“RESOLVED THAT**, pursuant to the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013, Mr. Cyrus Vachha (DIN: 06722644), who was appointed as an Additional Director of the Company on 10th May, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 alongwith required deposit signifying his intention to propose Mr. Cyrus Vachha (DIN: 06722644), as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.”

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kaushik D. Shah (DIN: 00024305), Director of the Company who retires by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for one term of five consecutive years from 01/04/2014 upto 31/03/2019, not liable to retire by rotation.”

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sumit Banerjee (DIN: 00213826), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for one term of two consecutive years upto March 31, 2016, not liable to retire by rotation.”

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Cyrus Vachha (DIN: 06722644), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for one term of two consecutive years upto March 31, 2016, not liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the earlier Ordinary Resolution passed by the shareholders at the General Meeting of the Company held on September 29, 2001 consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company for borrowing, whether by way of Term Loan / Equipment Finance / Cash Credit facilities or the like, from time to time, any sum or sums at its discretion from Financial Institutions / Banks / Others on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time ₹ 300 Crores (Rupees Three Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby given to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable, immovable properties and other assets, present and future and in such manner as the Board may deem fit, in favour of the Financial Institutions/Banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any other person(s)/bodies corporate by way of private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹ 300 Crores (Rupees Three Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

11. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** subject to Section 188, 177 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Equity Listing Agreement (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded for the Company to enter into various transactions with M/s.W. H. Brady & Company Limited, the Holding Company, for an aggregate value of ₹ 35 crores, over a period of 12 months starting from 1st April, 2014, on such terms and conditions as may be agreed by the Board, provided, however, that the transactions so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or anyone or more Directors of the Company."

**Registered Office:**

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
(DIN : 00174796)  
Chairman

**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 Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23/09/2014 to 26/09/2014 (both days inclusive).
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 its 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.	31.03.2007	27.09.2007	26.10.2014
2.	31.03.2008	30.08.2008	29.09.2015
3.	31.03.2009	19.09.2009	18.10.2016
4.	31.03.2010	18.09.2010	17.10.2017
5.	31.03.2011	12.08.2011	11.09.2018

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.
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 BSE 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 Registrar & Share Transfer Agent 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

9. 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 AGM.
10. 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.



11. 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.
12. 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.
13. 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 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.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. **VOTING THROUGH ELECTRONIC MEANS**  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to cast their vote electronically, through e-voting services provided by Central Depository Services Limited (CDSL), on all resolutions set forth in this Notice.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on September 21, 2014 at 9.00 a.m. and ends on September 23, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) August 22, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the <b>folio/client id</b> number in the PAN field.</li> <li>In case the <b>folio</b> number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **BRADY & MORRIS ENGINEERING COMPANY LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Company has appointed Mr. Mahesh Kumar Soni, Partner of M/s GMJ & Associates, Company Secretaries, Mumbai (C.P. No.2324) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's/CDSL's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**Registered Office:**

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
(DIN : 00174796)  
Chairman

## ANNEXURE TO THE NOTICE

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

#### **Item 4 & 5 :**

The Board of Directors of the Company, pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company have appointed Mr. Sumit Banerjee and Mr. Cyrus Vachha as Additional Directors of the Company w.e.f. from 10th May, 2014, both the Directors will hold office upto the date of the ensuing AGM.

The Company has received notices in writing from a member along with deposit of requisite amount pursuant to Section 160 of the Act, proposing the candidatures of Mr. Sumit Banerjee and Mr. Cyrus Vachha for the office of Directors of the Company. Mr. Sumit Banerjee and Mr. Cyrus Vachha are not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company would benefit from their rich experience.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board recommends the Ordinary Resolutions as set out at Item no.4 and 5 for approval of the Members.

#### **Item No.6, 7 & 8:**

Section 149, 150, 152 & Schedule IV of the newly enacted Companies Act, 2013 makes it mandatory for every Listed Company to appoint Independent Directors for not more than two terms of five consecutive years each, first term by an Ordinary Resolution and for the second term by passing a Special Resolution. The Independent Directors shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Kaushik D. Shah, Mr. Sumit Banerjee and Mr. Cyrus Vachha being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Kaushik D. Shah, for one term of five consecutive years, Mr. Sumit Banerjee and Mr. Cyrus Vachha as Independent Directors on the Board of the Company for one term of two consecutive years. A brief profile of Mr. Kaushik D. Shah, Mr. Sumit Banerjee & Mr. Cyrus Vachha, Independent Directors, including nature of their expertise, is provided hereunder.

#### **Directors Profile:**

Name of the Director	Mr. Kaushik D. Shah	Mr. Sumit Banerjee	Mr. Cyrus Vachha
Date of Appointment	19/05/1994	10/05/2014	10/05/2014
Expertise in Specific Functional Area	Expert in Merger & Acquisition and Valuation of Business Enterprises	General Management & Corporate Governance	Banking and Internal Audit Professional
Qualification	Chartered Accountant	Post Graduate F.I.E	Bachelor of Arts in Economics
Director in Other Private/Public Limited Companies/Firms	1. W H Brady And Company Limited 2. Amol Dicalite Limited 3. Arman Financial Services Limited 4. Brady Services Private Limited 5. Global Tradecracker Private Limited 6. Leading Hotels Limited 7. Life Care Institute 8. DBS Advisory Services Pvt. Ltd. 9. Dhirubhai Shah & Co.	Nil	Tata Trustee Company Limited

Membership of Committees in other Private/Public Limited Companies	Arman Financial Services Limited Chairman of Audit Committee	1. Member, Board of Governors, IIM-Lucknow 2. Invited Member, Managing Committee of Bombay Chamber of Commerce & Industries	1. Tata Trustee Company Limited - Audit Committee 2. Advisory Board, Motilal Oswal Private Equity Fund
No. of Shares Held in the Company as on 31.03.2014 (Face Value of ₹ 10/- per share)	Nil	Nil	Nil

In the opinion of the Board, Mr. Kaushik D. Shah, Mr. Sumit Banerjee and Mr. Cyrus Vachha fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company.

The Company has received from each of them (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

A copy of the Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board recommends the Ordinary Resolutions as set out at Item no. 6, 7 & 8 for approval of the Members.

#### **Item No. 9 & 10 :**

The Shareholders of the Company had, by an Ordinary Resolution at the AGM of the Company held on 29th September, 2001 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 300 Crores for the business of the Company.

At the same AGM of the Company, the shareholders had accorded their consent to the Board of Directors for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings.

However, Section 180(1) of the Companies Act, 2013, provides that the Board of Directors of the Company shall exercise the said powers only with the consent of the Company by a Special Resolution. Hence, the Special Resolutions at Item No.9 & 10 are intended for this purpose.

It may be noted that the Directors and Key Managerial Personnel of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

#### **Item No. 11 :**

The Company in ordinary course of its business, and on arm's length basis, sells goods and materials to M/s.W. H. Brady & Company Limited, its Holding Company, besides allocating common corporate expenditure, purchase of goods & materials, providing guarantee and making of investments/loans.

The value of the transactions proposed which would be on an arm's length basis, is based on the Company's estimated transaction value for FY 2014-15.

The proposal has been approved by the Audit Committee at its meeting held on August 8, 2014 in accordance with the Securities and Exchange Board of India Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and the revised Clause 49 of the Listing Agreement, to be effective from October 1, 2014, as well as Section 177 of the Companies Act, 2013.

The approval of the Shareholders would not be required under the provisions of the Companies Act, 2013 for transactions which are in the ordinary course of the Company's business and are on arm's length. In terms of the Securities and Exchange Board of India Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and the revised Clause 49 of the Listing Agreement, to be effective from October 1, 2014, all existing material related party contracts or arrangements as on the date of the said circular, which are likely to continue beyond March 31, 2015, shall be placed for approval of the shareholders in the First General Meeting subsequent to October 01, 2014. However, a company may choose to get such contracts approved by the shareholders even before October 01, 2014.

The transactions envisaged likely to exceed during the financial year, 5% of the annual turnover or 20% of the net worth of the Company, whichever is higher as per the latest Audited financial statements of the Company and are considered material in terms of the revised Clause 49 of the Listing Agreement, approval of the Shareholders is therefore being sought in terms of the aforesaid Securities and Exchange Board of India Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and the revised Clause 49 of the Listing Agreement, to be effective from 1st October, 2014.

It may be noted that the Directors and Key Managerial Personnel of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company. Your Directors recommend the resolution as at Item No. 11 for your approval.

**Registered Office:**

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
(DIN : 00174796)  
Chairman

## DIRECTORS' REPORT

TO,

THE MEMBERS

Your Directors have pleasure in presenting the 68th Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2014.

### 1. FINANCIAL RESULTS:

	<b>2013-2014</b>	2012-2013
	( ₹ in Lacs)	( ₹ in Lacs)
a) Gross Turnover	<u>3,491.05</u>	<u>3,146.97</u>
b) Operating Profit /(Loss) before interest and Depreciation	<u>462.23</u>	310.81
c) Less: Interest	<u>99.19</u>	114.80
d) Profit / (Loss) before Depreciation	<u>363.04</u>	196.01
e) Less: Depreciation	<u>105.16</u>	107.68
f) Profit / (Loss) before exceptional item	<u>257.88</u>	88.33
Less : exceptional item	<u>160.52</u>	12.58
Profit /(Loss) before tax	<u>97.36</u>	75.75
g) Less: Tax for the Year		
(i) Current	-	-
(ii) Deferred	-	-
(iii) Fringe Benefit Tax	-	-
	<u>-</u>	<u>-</u>
h) Profit / (Loss) after tax	<u>97.36</u>	75.75
i) Add / (Less): Prior Year's adjustment	<u>-</u>	<u>-</u>
j) Profit / (Loss) for the year	<u>97.36</u>	75.75
k) Add: Balance brought forward from the previous year	<u>(351.48)</u>	(427.23)
l) Add: Transfer from General Reserve	<u>-</u>	<u>-</u>
m) Profit /(Loss) available for Appropriations	<u>(254.12)</u>	(351.48)
Balance carried to Balance Sheet	<u>(254.12)</u>	(351.48)
<b>EPS</b>	<u><u>4.33</u></u>	<u><u>3.37</u></u>

### 2. DIVIDEND:

In view of the carried forward losses, your Directors express their inability to recommend any dividend for the year ended 31st March, 2014.

### 3. WORKING RESULTS:

Your Company has earned higher Profit amounting to ₹ 97.36 lacs as against the profit of ₹ 75.75 lacs during the previous year. The current year working is better than the last 2 years due to steps taken to streamline all areas of operations, such as; Procurement, Marketing, Production, HR, Design & Development. The Company expects to do much better by improving in sales and profit margins in the current year.



**4. FUTURE OUTLOOK :**

The turnover and the profitability of the Company is likely to improve further in the current year due to the steps taken to improve the design of the existing products, introduce new products and expand dealership network. The Company is also considering replacements of old equipments and adding some new machines, which would improve productivity and enhance profitability.

**5. BOARD OF DIRECTORS:**

Mr. Sumit Banerjee and Mr. Cyrus Vachha, were appointed as Additional Directors on 10th May, 2014 and offer themselves for re-appointment.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, Mr. Kaushik D. Shah, Mr. Sumit Banerjee and Mr. Cyrus Vachha are appointed as Independent Directors of the Company for one term and they shall not retire by rotation.

Mr. Gautam Divan and Mr. Mahendra K. Shah have resigned from the Board of Directors of the Company. The Board places on record its appreciation for the support and guidance shared by them during their tenure with the Company.

**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. APPOINTMENT OF AUDITORS:**

M/s. C. L. Dalal & Co., Chartered Accountants, who are the Statutory Auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. C. L. Dalal & Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the Seventy-First AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

**8. RESEARCH & DEVELOPMENT:**

We believe there is no end to innovation. It is not enough to manufacture good products, it is always possible to make it better. And it is always possible to find newer better means to fulfill the needs of our customers. With this in mind, the R&D Department of the Company is manned by a team of dedicated researchers.

**9. HEALTH, SAFETY AND ENVIRONMENT**

The Company, in order to fulfill its commitment towards health, safety and environment, has taken active steps towards Safety Management System. For developing effectiveness of Safety Management System, training of all employees across the Company is ensured through various training programs. The same is being monitored through internal audit teams and delegation of safety management up to the local level. Further, emergency management plans are reviewed and updated regularly. Regular site visits ensure the enhancement of safety culture which has also ensured the safe commissioning of the new projects.

**10. EMPLOYMENT POLICY**

It is the policy of the Company to create a working environment in which there is no discrimination and all employment decisions are based entirely on merit and the ability of people to perform their intended roles. The Company aims to continue to build a workforce which is recruited from the widest possible talent pool.

**11. PERSONNEL & PARTICULARS OF EMPLOYEES:**

None of the employees of the Company came within the purview of the information required U/s. 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended.

**12. SECRETARIAL COMPLIANCE CERTIFICATE:**

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

**13. 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.

**14. COST AUDITOR:**

The Central Government has approved the appointment of M/s. S. Poddar & Co., Cost Accountants, (Registration No.000366) for conducting Cost Audit for the Financial Year 2013-2014 for Engineering Machinery of the Company.

The Company has filed the Cost Audit Report for the year ended March 31, 2013 within the time limit as prescribed by the Ministry of Corporate Affairs.

**15. 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.

**16. SAFETY, ENVIRONMENT CONTROL AND PROTECTION:**

The Company has taken all the necessary steps for safety and environmental control and protection at its Factory.

**17. INSURANCE:**

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

**18. ACKNOWLEDGEMENT:**

The Directors wish to convey their appreciation to the Company's shareholders, customers, suppliers, bankers and distributors for the support they have given to the Company and the confidence, which they have reposed in its management and the employees for the commitment and dedication shown by them.

**Registered Office:**

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
(DIN : 00174796)  
Chairman



## ANNEXURE 'A' TO THE DIRECTORS' REPORT

Information as per section 217(1)(e) read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year 2013-2014.

### I. CONSERVATION OF ENERGY :

- a) Measures taken: During the year all possible measures were taken to ensure optimum conservation of electricity and fuel at the plants of the Company.
- b) Improvements: Plans for further improvement are being implemented.
- c) Impact of a) & b) our energy cost per unit of consumption in respect of our products is comparatively lower than other Industries.
- d) Consumption of Power:

Particulars	2013-2014	2012-2013
Power purchased:		
Total Cost of Power	₹ 20,98,566	₹ 21,86,252
Total no. of units purchased	2,91,828	3,06,408
Average cost per unit	₹ 7.19	₹ 7.14

Own Generation

The Company has been generating units by using DG sets, but the quantum is considerably low.

### II. RESEARCH AND DEVELOPMENT :

Though no substantial expenditure was incurred on Research and Development, the company invested in digitalising all material equipment drawings into 3D Models. This investment will help the company in creating cost effective and more efficient products.

### III. TECHNOLOGY ABSORPTION, ADOPTION & INNOVATION :

- a) Efforts in brief made towards Technology Absorption, Adoption and Innovation - N. A.
- b) Benefit derived as a result of above efforts - N. A.
- c) Particulars of Technology imported during the last 5 years - NIL

### IV. FOREIGN EXCHANGE EARNING AND OUTGO:

Please refer Notes No. 25.3 of the Notes to Accounts

#### Registered Office:

Brady House,  
12-14, Veer Nariman Road,  
Fort, Mumbai - 400 001.  
August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**  
(DIN : 00174796)  
Chairman

## **ANNEXURE B TO DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2014 VOLUNTARY REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, fairness in all its transactions in the widest sense and meets its stakeholders' aspirations and societal expectations. Good governance practices stem from the culture and mindset of the organisation and at Brady & Morris, we are committed to meet the aspirations of all our stakeholders.

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is all about maintaining a valuable relationship and trust with all the stakeholders. At Brady & Morris, we consider our stakeholders, as our partners in our success and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This emanates from our strong belief that sound governance system based on relationship and trust is integral to creating value on an overall basis. We have a defined policy framework for ethical conduct of business. We believe that any business conduct can be ethical only when it rests on the nine core values of Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship and Courage.

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.

The Company is focused towards its vision of:

- Inspiring, nurturing and empowering the next generation of professionals.
- Achieving continuous improvements through innovation and state of the art technology.
- Committing to highest standards in health, safety, security and environment.

### **BOARD OF DIRECTORS:**

The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served.

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:

<b>Name of Director</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>No. Of Board Meeting attended</b>	<b>Attendance at last AGM</b>
Mr. Pavan G. Morarka	Chairman	27/02/1985	4	NO
Mr. Vaibhav P. Morarka	Executive Director	04/08/2012	5	YES
Mr. Kaushik D. Shah	Director	19/05/1994	5	YES
*Mr. Mahendra K. Shah	Director	29/06/2007	5	YES
*Mr. Gautam R. Divan	Director	28/07/2007	5	YES
Mr. Rajender Sharma	Director	26/07/2013	4	YES
**Mr. Sumit Banerjee	Director	10/05/2014	-	-
**Mr. Cyrus Vachha	Director	10/05/2014	-	-

\* Resignation w.e.f 10th May, 2014.

\*\* Appointed w.e.f. 10th May, 2014.

During the financial year ended March 31, 2014, 5 [Five] Board Meetings were held on 18.05.2013, 26.07.2013, 28.09.2013, 09.11.2013 and 08.02.2014.

### **INFORMATION SUPPLIED TO THE BOARD**

The Board has complete access to all information available with the Company. The Board is provided with all information on the important matters affecting the working of the Company.

Among others, this includes:

- General notices of interest of Directors.
- Appointment, remuneration and resignation of Directors.
- Formation/Reconstitution of Board Committees.
- Terms of reference of Board Committees.
- Minutes of meetings of Audit Committee and other Committees of the Board.
- Declaration of independent directors at the time of appointment/annually.
- Annual operating plans of businesses, capital budgets and any updates.
- Quarterly results for the Company and its operating divisions or business segments.
- Annual Financial results of the Company, Auditors' Report and the Report of the Board of Directors.
- Dividend declaration.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front.

#### **I. Board material distributed in advance**

The agenda and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda.

#### **II. Recording Minutes of proceedings at Board and Committee meetings**

The draft minutes are circulated to all the members of the Board/ Board Committee for their comments. The minutes are entered in the Minutes Book within 30 days from conclusion of the meeting.

#### **GENERAL SHAREHOLDERS INFORMATION:**

ANNUAL GENERAL MEETING	: 68th Annual General Meeting.
DAY & DATE	: Saturday, September 27, 2014.
TIME	: 11.00 a.m.
VENUE	: Maharashtra Chambers of Commerce Trust, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.

DATE OF BOOK CLOSURE : 23/09/2014 to 26/09/2014 [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 requirements of SEBI Circular Nos. CIR/MIRSD/8/2012 dated July 5, 2012 to effect transfer of shares within 15 days, 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 15 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](mailto:info@bigshareonline.com)

**LISTING :**

BSE Limited, Mumbai.

**STOCK CODE OF THE COMPANY :**

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, 2014, 21,67,117 Shares representing 96.32% 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
31.03.2011	12.08.2011	11.15 A.M.	Maharashtra Chamber of Commerce Trust, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001.
31.03.2012	29.09.2012	11.30 A.M	Alexandra Girls' English Institution, 31, Hazarimal Somani Marg, Mumbai 400 001.
31.03.2013	28.09.2013	11.30A.M	Maharashtra Chamber of Commerce Trust, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001.

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 website. Address of the website is [www.bradys.in](http://www.bradys.in)

**SHAREHOLDING PATTERN AS ON MARCH 31, 2014:**

Category	No. Of shares held	% of shareholding
Promoters	16,59,351	73.75
Private Bodies Corporate	1,78,940	7.95
Indian Public	2,69,338	11.97
NRI/OCBs	1,42,371	6.33
<b>Total</b>	<b>22,50,000</b>	<b>100.00</b>

**DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2014:**

No. of Equity Shares held	No. of Shareholders	No. of Shares	% of Equity Capital
Upto 500	1,025	1,21,240	5.39
501 - 1000	54	39,386	1.75
1001 - 5000	37	69,136	3.07
5001 - 10000	2	11,490	0.51
10001 to above	8	20,08,748	89.28
<b>Total</b>	<b>1,126</b>	<b>22,50,000</b>	<b>100.00</b>

**ADDRESS FOR CORRESPONDENCE :****Mr. Rajender K. Sharma**

Director &amp; Compliance Officer

**BRADY & MORRIS ENGINEERING COMPANY LIMITED**

Brady House,

12-14, Veer Nariman Road,

Fort, Mumbai - 400 001

E-mail: [rksharma@bradys.in](mailto:rksharma@bradys.in)

Telephone No. 022 - 22048361-5

**Registered Office:**

Brady House,

12-14, Veer Nariman Road,

Fort, Mumbai - 400 001.

August 8, 2014.

For and on behalf of the Board

**PAVAN G. MORARKA**

(DIN : 00174796)

Chairman

**SECRETARIAL COMPLIANCE CERTIFICATE**

(Under Proviso to Sub-Section (1) of Section 383A of the Companies Act, 1956)

**Registration No. : 11-004729 of 1946**

**Nominal Capital : ₹ 15,00,00,000/-**

**Paid up Capital : ₹ 9,75,00,000/-**

To,  
The Members,

**M/s. BRADY & MORRIS ENGINEERING COMPANY LIMITED**

Brady 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 as required to be maintained under the Companies Act, 1956 (to the extent applicable), the Companies Act, 2013 (to the extent notified), 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, 2014. 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 thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this certificate with the Ministry of Corporate Affairs within the time prescribed under the Act and the rules made thereunder except as specified in the said Annexure.
3. The Company is a public limited Company and hence comments are not required.
4. The Board of Directors duly met 5 times on 18th May, 2013, 26th July, 2013, 28th September, 2013, 9th November, 2013 and 8th February, 2014, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Books maintained for the purpose.
5. The Company has closed its Register of Members during the year from 24th September, 2013 to 27th September, 2013 and has complied with the provisions of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 28th September, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra ordinary General Meeting was held during the financial year under scrutiny.
8. The provisions of Section 295 relating to Loans to Director under the Companies Act, 1956 was applicable to the Company till 11.09.2013. Thereafter the provisions of section 185 of the Companies Act, 2013 were made applicable with effect from 12.09.2013. The Company has not advanced any loan to its Directors and/or persons or firms or Companies in which Directors are interested during the year under scrutiny.
9. The Company has entered into contract falling within the purview of section 297 of the Act during the year under review.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has issued duplicate share certificates in accordance with the provisions of the Act during the financial year.
13. The Company has :
  - i. delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
  - ii. not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - iii. not posted warrants to any member of the Company as no dividend was declared during the financial year.
  - iv. amounts unpaid in dividend account, application money due for refund, matured deposits, matured debentures and the

interest accrued thereon which have remained unclaimed or unpaid for a period of seven years have been transferred to the Investor Education and Protection Fund.

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

14. The Board of Directors of the Company is duly constituted and the appointment of a director has been duly made in accordance with the provisions of the Act during the financial year under scrutiny.
15. The appointment of Whole-time Director has been made in compliance with the provisions of Section 269 read with Schedule XIII to the Act. However, there is no new appointment during the financial year under scrutiny.
16. The Company has not appointed any sole-selling agents during the financial year under scrutiny.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities prescribed under the various provisions of the Act
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 thereunder.
19. The Company has not issued any shares/debentures/other securities during the financial year under scrutiny.
20. The Company has not bought back any shares during the financial year under scrutiny.
21. The Company has not redeemed any preference shares during the financial year under scrutiny.
22. During the year there was no need for the Company to keep in abeyance right to dividend, rights shares and bonus shares.
23. The Company has not invited/accepted any deposits falling within the purview of Section 58A during the financial year under scrutiny.
24. The Company has borrowed funds from Financial Institutions, Directors and others during the financial year and complied with the provisions of Section 180 (a) & (c) of the Companies Act, 2013.
25. The Company has made investments in other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association 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 under scrutiny.
31. There was no prosecution initiated against or show cause notice received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.
32. The Company has not received any sum as security from its employees during the year under scrutiny.
33. The Company has been generally regular in depositing both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

**For GMJ & ASSOCIATES**  
**COMPANY SECRETARIES**

**[MAHESH SONI]**  
FCS: 3706; COP: 2324.

**PLACE: MUMBAI.**  
**DATE: AUGUST 8, 2014.**



**Reg. : BRADY & MORRIS ENGINEERING COMPANY LIMITED**
**Registration No. : 11- 004729 of 1946**
**Nominal Capital : ₹ 15,00,00,000/-**
**Paid-up Capital : ₹ 9,75,00,000/-**
**ANNEXURE A**
**Registers as maintained by the Company**

1. Register of Charges U/S. 143
2. Register of Members U/S. 150
3. Attendance Register for General Meetings U/S. 174
4. Minutes Books of General Meetings and Board Meetings U/S. 193
5. Attendance Register for Board Meetings U/S. 287
6. Register of Contracts U/S. 301
7. Register of Directors U/S. 303
8. Register of Directors Shareholding U/S. 307
9. Register of Share Transfer
10. Books of Accounts U/S 209
11. Register of Investments U/S. 372A

**ANNEXURE B**
**Forms and Returns as filed by the Company with the Ministry of Corporate Affairs during the financial year ended on 31st March, 2014.**

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No.
01.	Form No. 23C	223B(2)	Appointment of Cost Auditor for the year ended 31st March, 2013	24th April, 2013	No	Yes
02.	Form No. 23D	233B	For information by Cost Auditor to Central Government for the year ended 31st March, 2013	19th June, 2013	---	---
03.	Form No. 23C	223B(2)	Appointment of Cost Auditor for the year ended 31st March, 2014	20th June, 2013	Yes	---
04.	Form 5INV	Rule 3 of IEPF	Statement of unpaid & unclaimed amounts as on 29.09.2012 (AGM)	5th July, 2013	---	---
05.	Form No. 23D	233B	For information by Cost Auditor to Central Government for the year ended 31st March, 2014	26th July, 2013	---	---
06.	Form No. 32	303(2)	Appointment of Mr. Rajender K Sharma as Director of the Company w.e.f 26th July, 2013	27th July, 2013	Yes	---
07.	Form No.8	125	For modification of charges, originally created in favour of Union Bank Of India, Mumbai Samachar Marg Branch, for ₹ 17.00 crores	2nd August, 2013	Yes	---
08.	Form No. 8	125	For modification of charges, originally created in favour of Union Bank Of India, Mumbai Samachar Marg Branch, for ₹ 17.00 crores	2nd August, 2013	Yes	---
09.	Form No. 23B	224(1A)	Appointment of Auditor for the year ended 31st March, 2014	7th October, 2013	Yes	---
10.	Compliance Certificate in Form No. 66	383A	Compliance Certificate for the year ended 31st March, 2013	7th October, 2013	Yes	---
11.	Form 23	192	Regularisation of Mr. Rajender K. Sharma, who was appointed as an Additional Director of the Company w.e.f 26th July, 2013	7th October, 2013	Yes	---
12.	Balance Sheet and Profit & Loss Account in Form No. 23AC XBRL and 23ACA XBRL.	220	Annual Accounts for the year ended 31st March, 2013	25th October, 2013	Yes	---
13.	Form 1 INV	Rule 3 of IEPF	Statement of amounts credited to investor education and protection fund	30th October, 2013	Yes	---
14.	Annual Return in Form No. 20B.	159	Annual Return as on the date of the Annual General Meeting held on 28th September, 2013.	6th November, 2013	Yes	---
15.	Form 5INV	Rule 3 of IEPF	Statement of unpaid & unclaimed amounts as on 28.09.2013 (AGM)	14th December, 2013	---	---

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF BRADY & MORRIS ENGINEERING CO. LTD.**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of BRADY & MORRIS ENGINEERING CO. LTD. ('the Company') which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act 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, 2014;
- (ii) in the case of the statement of profit and loss, of the profit of the Company for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 purpose of our audit;
  - (b) 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 those books;

- (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report, comply with the applicable Accounting Standards referred to in subsection (3-C) of section 211 of the Companies Act, 1956; and
- (e) on the basis of written representations received from the Directors of the Company, and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified as on 31st March 2014 from being appointed as a director under clause (g) of sub-section (1) of Section 274 of the Act.

FOR AND ON BEHALF OF  
**C. L. DALAL & CO.,**  
Chartered Accountants

**R. C. JAIN**  
PARTNER  
Membership No.5180  
Firm Regn. No. : 102026W

Date : 10th May, 2014  
Place : Mumbai

## ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of the Auditor's Report to the members of BRADY & MORRIS ENGG. CO. LTD.

- (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.
- (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 taken unsecured interest free loans from two private limited companies and Director covered in the Register maintained under Section 301 of the Act, for which there is no stipulation. Amount outstanding at the year end is ₹ 51.00/- Lacs (maximum amount outstanding during the year is ₹ 73.00/- Lacs) and from a Director is ₹ 30.00/- Lacs (maximum amount outstanding during the year is ₹ 55.00/- Lacs) respectively.
- (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 there under, 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) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete
- (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 not incurred cash losses during the financial year however it had suffered 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, no term Loan has been raised during the year.
- (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

**R. C. JAIN**  
PARTNER  
Membership No.5180  
Firm Regn. No. : 102026W

Date : 10th May, 2014  
Place : Mumbai

**BALANCE SHEET AS AT 31ST MARCH, 2014**

(₹ in Lacs)

	Note	As at 31st March, 2014		As at 31st March, 2013	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' funds</b>					
Share Capital	1	975.00		975.00	
Reserves and Surplus	2	(137.92)	837.08	(235.28)	739.72
<b>Non-Current Liabilities</b>					
Long- term borrowings	3	103.47		40.76	
Other Long Term Liabilities	4	1,397.56		1,355.69	
Long Term Provisions	5	17.50	1,518.53	19.28	1,415.73
<b>Current Liabilities</b>					
Short term borrowings	6	667.45		541.03	
Trade Payables	7	639.94		862.56	
Other Current Liabilities	8	99.76		177.59	
Short Term Provisions	9	56.61	1,463.76	34.80	1,615.98
<b>TOTAL</b>			<b>3,819.37</b>		<b>3,771.43</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
Fixed assets	10				
Tangible assets		1,222.48		1,230.89	
Intangible assets		6.22		2.82	
Capital work-in-progress		102.22	1,330.92	98.16	1,331.87
Non-current investments	11	6.28		6.28	
Deferred Tax Assets (net)	12	-		-	
Long term loans and advances	13	45.98	52.26	44.82	51.10
<b>Current assets</b>					
Inventories	14	1,018.96		1,137.85	
Trade Receivables	15	1,098.89		866.39	
Cash and Bank balances	16	94.10		103.54	
Short Term Loans and Advances	17	220.14		269.84	
Other Current Assets	18	4.10	2,436.19	10.84	2,388.46
<b>TOTAL</b>			<b>3,819.37</b>		<b>3,771.43</b>

The significant accounting policies and notes  
form an integral part of these financial statements

1 to 31

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

**R.C.JAIN**  
Partner

Mumbai : 10th May,2014

The above Balance Sheet & Relevant  
notes are authenticated by us  
For and on behalf of the Board

**PAVAN G. MORARKA**

CHAIRMAN

**VAIBHAV MORARKA**

EXECUTIVE DIRECTOR

**R. K. SHARMA**

DIRECTOR

Mumbai : 10th May,2014



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

	Note	2013-14	2012-13
<b>REVENUE</b>			
Revenue from Operations	19	3,474.06	3,134.25
Other Income	20	16.99	12.72
<b>Total Revenue</b>		<b>3,491.05</b>	<b>3,146.97</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	21	1,961.87	1,621.10
Purchases of Stock-in-Trade		5.81	5.66
Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade	22	(45.81)	208.93
Employee Benefits Expense	23	480.77	390.39
Finance Costs	24	99.19	114.80
Depreciation and Amortization Expense	10	105.16	107.68
Other Expenses	25	626.18	610.08
<b>Total Expenses</b>		<b>3,233.17</b>	<b>3,058.64</b>
<b>Profit/ (Loss) before exceptional items and tax</b>		<b>257.88</b>	<b>88.33</b>
<b>Less : Exceptional items</b>	<b>26</b>	<b>160.52</b>	<b>12.58</b>
<b>Profit/(Loss) before tax</b>		<b>97.36</b>	<b>75.75</b>
<b>Tax expense:</b>			
Deferred tax		-	-
<b>Profit/ (Loss) for the year</b>		<b>97.36</b>	<b>75.75</b>
<b>Earnings per equity share of ₹ 10 each</b>	<b>27</b>		
Basic		4.33	3.37
Diluted		4.33	3.37
The significant accounting policies and notes form an integral part of these financial statements	1 to 31		

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

**R.C.JAIN**  
Partner

Mumbai : 10th May, 2014

The above Profit and Loss Account & Relevant  
notes are authenticated by us  
For and on behalf of the Board

**PAVAN G. MORARKA**

CHAIRMAN

**VAIBHAV MORARKA**

EXECUTIVE DIRECTOR

**R. K. SHARMA**

DIRECTOR

Mumbai : 10th May, 2014

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

(₹ in Lacs)

		As at 31-03-2014	As at 31-03-2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before Tax & Extraordinary items		<b>97.36</b>	<b>75.75</b>
Add/(Less) Adjustments for:			
Depreciation	<b>105.16</b>		107.68
Interest/Dividend Received	<b>(11.32)</b>		(8.58)
(Profit)/Loss on sale of Fixed Assets	<b>(0.22)</b>		0.41
Interest paid	<b>82.42</b>		79.51
Sundry balances written back	<b>(97.35)</b>		-
		<b>78.69</b>	179.02
Operating Profit before Working Capital changes	<b>a</b>	<b>176.05</b>	<b>254.76</b>
Trade Receivables	<b>(232.50)</b>		(731.66)
Inventories	<b>118.90</b>		123.06
Loans & Advances & Other Current Assets	<b>55.27</b>		157.85
Trade Payables	<b>(125.28)</b>		465.70
Other Current Liabilities and Provisions	<b>(15.94)</b>		246.47
CASH GENERATED FROM OPERATIONS	<b>b</b>	<b>(199.54)</b>	<b>261.41</b>
Interest Paid	<b>(82.42)</b>		(79.51)
Direct taxes Paid	<b>-</b>		-
	<b>c</b>	<b>(82.42)</b>	<b>(79.51)</b>
Cash flow before Extra ordinary items (a+b+c)		<b>(105.91)</b>	436.67
Net Cash generated from/(used) in operating activities	<b>A</b>	<b>(105.91)</b>	<b>436.67</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets	<b>(99.91)</b>		(29.11)
Capital work in Progress	<b>(4.06)</b>		(7.91)
Interest/Dividend received	<b>11.32</b>		8.58
Net Cash generated from/(used) in Investing activities	<b>B</b>	<b>(92.65)</b>	<b>(28.44)</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2014 (Contd.)**

(₹ in Lacs)

	As at 31-03-2014	As at 31-03-2013
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from/Repayment long term borrowings	189.13	(391.82)
Increase in share capital	-	-
Dividend Paid (including Dividend tax)	-	-
Net Cash generated from/(used in) Financing activities	189.13	(391.82)
Net (decrease)/increase in cash & cash equivalents(A+B+C)	(9.44)	16.41
<b>Cash &amp; Cash equivalent</b>		
At the beginning		
Cash & Bank balances	103.54	87.13
	103.54	87.13
At the end of the year		
Cash & Bank balances	94.10	103.54
	94.10	103.54
<b>Increase (decrease) in Cash &amp; Cash equivalent</b>	<b>(9.44)</b>	<b>16.41</b>

Cash and Cash equivalent represents Cash and Bank Balances and Overdrafts.

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

**R.C.JAIN**  
Partner

Mumbai : 10th May,2014

For and on behalf of the Board

**PAVAN G. MORARKA**

CHAIRMAN

**VAIBHAV MORARKA**

EXECUTIVE DIRECTOR

**R. K. SHARMA**

DIRECTOR

Mumbai : 10th May,2014

**SIGNIFICANT ACCOUNTING POLICIES 31.03.2014****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 ₹ 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 of 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.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

### 1 SHARE CAPITAL

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
<b>Authorised</b>		
50,00,000 Equity share of ₹ 10/- each	500.00	500.00
1,00,00,000 7 % Redeemable Non-cumulative non convertible Preference share of ₹ 10/- each	1,000.00	1,000.00
	1,500.00	1,500.00
<b>Issued, Subscribed &amp; Paid up</b>		
<b>Equity Shares</b>		
22,50,000 Equity Shares of ₹ 10/- each fully paid up	225.00	225.00
<b>Preference Shares</b>		
75,00,000 7% Redeemable Non-cumulative non convertible Pref.Shares of ₹ 10/- each fully paid	750.00	750.00
<b>Total</b>	<b>975.00</b>	<b>975.00</b>

1.1 The Reconciliation of the number of Shares outstanding:  
The Company has not issued any Equity Shares during the year.

1.2 The Details of Shareholders holding more than 5% Shares:

Name of the Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Share</b>				
W.H.Brady & Co Ltd	16,31,151	72.50	17,98,151	79.92
Morris Material Handling Ltd	1,39,200	6.19	1,39,200	6.19
Transparent Agro Private Ltd	1,57,500	7.00	-	-
<b>Preference Share</b>				
W.H.Brady & Co Ltd	75,00,000	100.00	75,00,000	100.00

1.3 84,290 (Previous Year 84,290) Equity Shares are allotted as fully paid up pursuant to contracts, without payments being received in cash

1.4 The Company has only one class of equity and preference shares having a par value of ₹ 10 per share. Each Equity Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

**2 RESERVES & SURPLUS**

(₹ in Lacs)

**Revaluation Reserve**

Opening Balance

Add : Current Year Transfer

Less : Transfer to Profit &amp; Loss A/c

Closing Balance

As at 31st March, 2014	As at 31st March, 2013
116.20	116.20
-	-
-	-
116.20	116.20
(351.48)	(427.23)
97.36	75.75
-	-
(254.12)	(351.48)
(137.92)	(235.28)

**Profit & Loss Account**

Opening balance

Add : Profit/( Loss) For the current year

Less : Transfer from Reserves

Closing Balance

**Total****3 LONG TERM BORROWINGS**

(₹ in Lacs)

**Secured:**

Long term maturities of finance lease obligations

(Vehicles Loans from Financial Institutions. Secured By Motor Vehicles)

**Unsecured:**

Deposits:

From Related Parties

From Dealers

**Total**

As at 31st March, 2014	As at 31st March, 2013
3.96	7.39
81.00	15.00
18.51	18.37
103.47	40.76

**3.1 Terms of Repayment of finance lease obligation**

Name of Institutions	Instruments	Repayment schedule		
		Frequency	Number of Installments	First installment due
ICICI Bank Ltd - Car Loan	Vehicle Loan	Monthly	36	15-02-2012
Kotak Mahindra Bank Ltd. - Tata 207	Vehicle Loan	Monthly	47	07-10-2011
Kotak Mahindra Bank Ltd. - Tata Pick Up	Vehicle Loan	Monthly	47	07-10-2011

**4 OTHER LONG TERM LIABILITIES**

(₹ in Lacs)

Trade Payables

Trade Advances from Holding Company

**Total**

As at 31st March, 2014	As at 31st March, 2013
53.66	48.15
1,343.90	1,307.54
1,397.56	1,355.69



**5 LONG TERM PROVISIONS**

(₹ in Lacs)

**Provision for employee benefits:**

Leave Encashment

Ex-gratia

Bonus

Gratuity

Provision for Taxation

**Total**

As at 31st March, 2014	As at 31st March, 2013
4.51	4.69
0.49	1.21
0.82	1.64
11.68	11.74
-	-
<b>17.50</b>	<b>19.28</b>

**6 SHORT TERM BORROWINGS**

(₹ in Lacs)

**Secured**

Cash Credit

(Cash credit from Bank, against hypothecation of Raw materials, Stores, Spare parts, Finished goods and Work-in-progress)

**Total**

As at 31st March, 2014	As at 31st March, 2013
667.45	541.03
<b>667.45</b>	<b>541.03</b>

- 6.1 The above facilities are further collaterally secured against commercial building at 414, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 by way of first charge on the prime and collateral security as mentioned above.

**7 TRADE PAYABLES**

(₹ in Lacs)

Micro, Small and Medium Enterprises

Others

**Total**

As at 31st March, 2014	As at 31st March, 2013
-	-
639.94	862.56
<b>639.94</b>	<b>862.56</b>

- 7.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under:

Particulars	As at 31st March, 2014	As at 31st March, 2013
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

**8 OTHER CURRENT LIABILITIES**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Unclaim dividends	2.47	2.67
Other Payables :		
Advance from Trade Receivables	90.79	170.05
Statutory dues	6.50	4.87
<b>Total</b>	<b>99.76</b>	<b>177.59</b>

8.1 There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31st March, 2014

**9 SHORT TERM PROVISIONS**

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Provision for employee benefits		
Bonus Payable	4.55	5.93
Ex-gratia Payable	6.79	5.30
Salary Payable	3.65	0.27
Other Provision :-		
Interest Payable for Dealer Deposit	-	-
Other operating expenses	41.62	23.30
<b>Total</b>	<b>56.61</b>	<b>34.80</b>

**10 FIXED ASSETS**

(₹ in Lacs)

FIXED ASSETS	Gross Block			Accumulated Depreciation			Net Block	
	As at 1 April 2013	Additions	Disposals	As at 31 March 2014	As at 1 April 2013	For the Year On Disposals	As at 31 March 2014	As at 31 March 2013
<b>(a) Tangible Assets :</b>								
Freehold Land	300.02	3.62	-	303.64	-	-	303.64	300.02
Leasehold Land	68.55	-	-	68.55	-	-	68.55	68.55
Factory Building	631.49	0.86	-	632.35	210.56	42.13	379.66	420.94
Office Buildings	358.57	-	-	358.57	153.52	10.25	194.80	205.05
Plant & Machinery	275.95	55.27	-	331.22	165.96	19.88	145.38	109.98
Tools & Implements	12.49	-	-	12.49	9.57	0.41	2.51	2.92
Dies	2.50	9.08	-	11.58	0.85	1.63	9.10	1.65
Patterns	4.71	16.95	-	21.66	1.62	4.58	15.46	3.09
Electric Cable & Installation	46.63	0.09	-	46.72	24.32	3.11	19.29	22.31
Air Conditioning	24.37	0.68	0.52	24.53	11.30	1.85	11.62	13.07
Furniture & Fittings	109.09	0.50	-	109.59	65.77	7.94	35.88	43.31
Office Equipments	28.63	1.08	1.35	28.36	16.15	1.80	11.09	12.49
Water Coolers	3.75	-	-	3.75	1.58	0.30	1.87	2.17
Air Cooler	0.08	-	-	0.08	0.01	0.01	0.06	0.07
Refrigerator	0.27	-	-	0.27	0.19	0.01	0.07	0.08
Computer	72.90	8.01	4.21	76.70	61.60	6.39	12.17	11.30
Vehicle	30.82	4.15	12.44	22.53	16.93	3.48	11.33	13.88
<b>Total-a</b>	<b>1,970.82</b>	<b>100.29</b>	<b>18.52</b>	<b>2,052.59</b>	<b>739.92</b>	<b>103.77</b>	<b>1,222.48</b>	<b>1,230.89</b>
<b>(b) Intangible Assets :</b>								
Intangible Assets	-	4.78	-	4.78	-	1.01	3.78	-
Tangible Assets (design Drawing)	3.05	-	-	3.05	0.31	0.31	2.44	2.75
Web Site Development	0.15	-	-	0.15	0.08	0.07	-	0.08
<b>Total-b</b>	<b>3.20</b>	<b>4.78</b>	<b>-</b>	<b>7.98</b>	<b>0.38</b>	<b>1.39</b>	<b>6.22</b>	<b>2.82</b>
<b>(C) Capital Work In Progress :</b>								
Orissa Project A/c	98.16	4.06	-	102.22	-	-	102.22	98.16
<b>Total-c</b>	<b>98.16</b>	<b>4.06</b>	<b>-</b>	<b>102.22</b>	<b>-</b>	<b>-</b>	<b>102.22</b>	<b>98.16</b>
<b>Grand Total</b>	<b>2,072.17</b>	<b>109.14</b>	<b>18.52</b>	<b>2,162.79</b>	<b>740.30</b>	<b>105.16</b>	<b>1,331.87</b>	<b>1,331.87</b>
Previous Year	2,055.86	48.94	32.02	2,072.78	652.92	107.68	1,331.87	1,331.87

10.1 In respect of plot of land taken on lease ( Capital Work In Progress) by the company from Industrial Development Corporation Limited of Orissa (IDCO) during the last year the lease was terminated for non-compliance of the terms of the said lease, which is unlawful and the company has adopted appropriate legal proceedings in the matter and against such cancellation as an add interim major it has been directed by Orissa high court that the letter dated 25.2.2013 issued for cancellation of lease shall not be given effect to till the next date which direction is still inforce.

**10.2 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 amounts 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 impairment loss and debited to the profit and loss account. If at the balance sheet date there is a 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.

## 11 NON CURRENT INVESTMENTS

(₹ in Lacs)

## Investment in Equity instruments:

## Unquoted:

50,000 Equity Share of ₹ 10/- each of Brady Estate Pvt Ltd (Formely known as Brady Futures Pvt Ltd)

5.00

5.00

40,000 Equity Shares( Including 30000 Bonus shares) of ₹ 10/- each of Brady Services Pvt Ltd.

1.00

1.00

50 Equity Share ₹ 10/-each of Brady Air Pvt Ltd (Formely Known as Brady Satlink Ltd)

-

0.01

2,500 Equity share of ₹ 10/- each of Brady Telesoft Pvt Ltd

0.25

0.25

78,964 Equity share of ₹ 12.50/- each of Ganesh Flour Mills Ltd (Investment of ₹ 1/- appearing in the books)

0.00

0.00

## Others:

25 shares of ₹ 100/- each of The Manekchawk Co-Op Bank Ltd

0.02

0.02

## PREFERENCE SHARE

520 7% First Cumulative preference shares of ₹ 12.50/- each of Ganesh Flour Mills Co Ltd. (Cost ₹ 6,645/-)

(Investment of ₹ 1/- appearing in the books)

-

-

## Total

6.28

6.28

At Cost

6.28

6.28

At Market Value

-

-

11.1 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 year ended 31st March, 1994, stated the value of the said investment at a token figure of ₹1 each by writing off the investment.

## 12 DEFERRED TAX ASSETS

The company has carried forward losses as per books and also as per Income Tax Act. Deferred Tax Assets for the current year are not accounted for in the absence of prudence and virtual certainty for sufficient future income as required by Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.

## 13 LONG TERM LOANS &amp; ADVANCES

(₹ in Lacs)

(Unsecured, considered good)

Security Deposits

10.62

11.27

Advance Tax, TDS, FBT, etc. ( Net of Provision)

25.54

21.73

Advance against Sales Tax, PF etc.

9.82

11.82

## Total

45.98

44.82

**14 INVENTORIES**

(₹ in Lacs)

Raw Materials & Components  
Goods-in transit  
  
Work-in-progress  
Stores and spares  
**Total**

As at 31st March, 2014	As at 31st March, 2013
414.55	597.71
19.62	7.94
434.17	605.65
565.74	519.93
19.05	12.27
1,018.96	1,137.85

## 14.1 Details of raw materials

(₹ in Lacs)

**Indigeneous:**

Chairs  
Round Bar & Square Bar  
M.S.Paltes & Profiles  
Angles  
Channel  
Beam  
Pipes  
M.S.Plates  
Chain  
Electrical Items  
Bearings  
Castings and Forgings  
Components ( CPB,TT,EHB,Non Standard Items)

As at 31st March, 2014	As at 31st March, 2013
-	22.01
8.22	15.14
0.41	3.26
2.52	1.39
4.12	4.78
3.39	8.09
3.01	13.74
8.47	34.43
14.15	24.36
120.36	170.50
12.23	23.68
7.59	9.69
249.69	274.58
434.17	605.65

**Total**

## 14.2 Details of Work-in-progress

(₹ in Lacs)

Chairs  
Components  
Chain Pully Blocks  
Electric Chain Hoist  
Cranes  
Miscellaneous  
**Total**

As at 31st March, 2014	As at 31st March, 2013
-	-
66.20	118.67
95.90	78.77
288.80	200.60
107.68	117.18
7.16	4.71
565.74	519.93

## 14.3 Details of Stores and Tools

(₹ in Lacs)

Loose Tools  
Stores & Consumables  
wooden Boxes  
**Total**

As at 31st March, 2014	As at 31st March, 2013
9.93	8.39
4.61	2.45
4.51	1.43
19.05	12.27

## 15 TRADE RECEIVABLES

(₹ in Lacs)

(Unsecured and considered good)

Over Six months

Others

**Total**

As at 31st March, 2014	As at 31st March, 2013
259.41	387.03
839.48	479.36
<b>1,098.89</b>	<b>866.39</b>

## 16 CASH AND BANK BALANCES

(₹ in Lacs)

Bank Balances: \*\*

In Current Account

Fixed Deposit with Bank #

Cheque In Transit

Cash on hand

**Total**

As at 31st March, 2014	As at 31st March, 2013
13.47	8.23
79.86	95.00
-	-
<b>93.33</b>	<b>103.23</b>
0.77	0.31
<b>94.10</b>	<b>103.54</b>

\*\* Balance with Bank includes Dividend of ₹ 2.67 Lacs (Previous Year ₹ 2.83 Lacs)

# Fixed deposits with banks include deposits of ₹ 60.32 lacs (Previous Year ₹ 28.75 lacs) with maturity of more than 12 months. The bank is having lien on Fixed Deposits as security against the guarantees issued on behalf of the company to its constituents.

## 17 SHORT-TERM LOANS AND ADVANCES

(₹ in Lacs)

(Unsecured, considered good)

Loans and advances to related parties

Statutory dues

Advances to Trade Payables

Other Advances

**Total**

As at 31st March, 2014	As at 31st March, 2013
102.89	102.92
69.06	123.53
44.83	41.86
3.36	1.53
<b>220.14</b>	<b>269.84</b>

17.1 Loans advances to related parties are granted interest-free and having no defined repayment structure.

## 18 OTHER CURRENT ASSETS

(₹ in Lacs)

Deferred expenses for increase in Authorised Share Capital

Accrued Interest

Prepaid Expenses

**Total**

As at 31st March, 2014	As at 31st March, 2013
-	-
0.30	1.02
3.80	9.82
<b>4.10</b>	<b>10.84</b>

**19 REVENUE FROM OPERATIONS**

(₹ in Lacs)

	2013-14	2012-13
Sale of products	3,949.59	3,581.80
Less:		
Excise duty	475.53	447.55
<b>Total</b>	<b>3,474.06</b>	<b>3,134.25</b>

**20 OTHER INCOME**

(₹ in Lacs)

	2013-14	2012-13
Interest Income	7.72	5.93
Dividend Income	3.60	2.65
Miscellaneous Income	5.67	4.14
<b>Total</b>	<b>16.99</b>	<b>12.72</b>

**21 COST OF MATERIALS CONSUMED**

(₹ in Lacs)

	2013-14	2012-13
Steel	367.77	548.01
Chair	22.01	10.89
Others	1,577.90	1,067.86
<b>Total</b>	<b>1,967.68</b>	<b>1,626.76</b>

	2013-14		2012-13	
Imported & Indigenous Raw material consumed	VALUE (₹ in Lacs)	%	VALUE (₹ in Lacs)	%
Imported	-	-	-	-
Indigenous	1,967.68	100.00	1,626.76	100.00
<b>Total</b>	<b>1,967.68</b>	<b>100.00</b>	<b>1,626.76</b>	<b>100.00</b>

**22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

(₹ in Lacs)

	2013-14	2012-13
<b>Inventories (at close):</b>		
Work -in- Process	565.75	519.94
<b>Inventories (at commencement):</b>		
Work -in- Process	519.94	728.87
<b>Total</b>	<b>(45.81)</b>	<b>208.93</b>

**23 EMPLOYEE BENEFIT EXPENSES**

(₹ in Lacs)

	2013-14	2012-13
Salaries and Wages	454.63	355.45
Contributions to -		
Provident fund, Superannuation scheme & Other funds	15.41	12.85
Employees' State Insurance Scheme	1.91	2.04
Staff welfare expenses	8.82	20.05
<b>Total</b>	<b>480.77</b>	<b>390.39</b>

23.1 As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

(₹ in Lacs)

	2013-14	2012-13
<b>Defined Benefit Gratuity Plan:</b>		
<b>(I) Changes in present value of obligations</b>		
Present value of Obligations as at the beginning of the year	14.40	13.39
Current Service Cost	-	-
Interest Cost	0.21	0.21
Benefit Paid	(4.96)	(4.96)
Actuarial Losses / (Gains) on obligations	5.76	5.76
Present value of Obligations as at the end of the year	15.41	14.40
<b>(II) Changes in Fair Value of plan assets</b>		
Fair value of plan assets as at the beginning of the year	14.40	13.39
Expected return on Plan Assets	1.25	1.15
Contributions	(1.65)	5.76
Benefits Paid	(1.28)	(4.96)
Actuarial Losses / (Gains) on Plan Assets	(1.05)	(0.94)
Fair value of plan assets as at the end of the year	11.67	14.40
<b>(III) Amounts to be recognised in the Balance Sheet and Profit and Loss Account</b>		
Present value of obligation as at end of the year	14.40	14.40
Fair Value of Plan assets as at the end of the year	11.67	15.41
Funded Status	-	-
Net Asset / (Liability) recognised in the Balance Sheet	-	-
<b>(IV) Expenses recognized in the Profit and Loss Account</b>		
Service Cost	2.46	2.63
Interest Cost	1.19	1.14
Expected return on Plan Assets	(1.25)	(1.15)
Net Actuarial Losses / (Gains) on Plan Assets for the period	(4.05)	3.15
Expenses recognised in Profit and Loss account	(1.65)	5.76



**(V) Assumptions**

	2013-2014	2012-13	2011-12
Mortality	LIC (1994-96) Ult	LIC (1994-96) Ult	LIC (1994-96) Ult
Discount rate (per annum)	8.25%	8.25%	8.50%
Rate of increase in compensation	3%	3%	3%
Rate of return (expected) on plan assets	8.70%	8.70%	8.60%
Present value of obligation	14.40	14.40	13.39
Fair value of plan assets	11.67	14.40	13.39
Surplus or (Deficit) in the plan	-	-	-

**24 FINANCE COST**

(₹ in Lacs)

	2013-14	2012-13
<b>Interest expense</b>		
Term Loan	-	-
Working Capital	77.35	77.23
Hire Purchase	0.87	1.42
Others	4.20	0.85
<b>Other borrowing costs</b>		
Bank charges & Commission	16.77	35.30
<b>Total</b>	<b>99.19</b>	<b>114.80</b>

**25 OTHER EXPENSES**

(₹ in Lacs)

	2013-14	2012-13
Stores, Spares & Tools Consumed	134.09	146.51
Payment to Auditors	1.83	1.48
Labour charges	161.63	152.19
Electricity, Power and Fuels	26.89	28.67
Repairs to Building	1.83	0.94
Repairs to Machinery	6.82	3.56
Repairs to Others	5.94	3.56
Insurance	8.99	4.83
Erection and Commissioning	28.34	32.11
Freight and Cartage	33.23	27.47
Rates and Taxes	9.95	8.63
Sales Tax Expenses	34.50	33.47
Travelling and Conveyance	28.48	26.75
Commission/Discount	21.90	19.91
Brokarage	0.61	-
Rent	7.50	7.43
Advertisement and Publicity	6.40	5.95
Legal & professional fees	31.74	43.02
Share of loss from AOP	0.03	0.29
Miscellaneous expense	75.48	63.31
<b>Total</b>	<b>626.18</b>	<b>610.08</b>

**25.1 Details of Stores, Spares Consumed**

	2013-14	2012-13
Imported	-	-
Indigenous		
Steel	-	-
Chair	-	-
Others	134.09	146.51
<b>Total</b>	<b>134.09</b>	<b>146.51</b>

**25.2 Payment to Auditors as :**

	2013-14	2012-13
Statutory Audit Fees	0.75	0.75
In other capacity - certificates	0.21	0.13
For out-of-pocket expenses	-	-

Cost Auditors :  
As Auditors

	2013-14	2012-13
	0.87	0.60

**25.3 C.I.F. Value of imports, expenditure and earnings in Foreign Currency****C.I.F. Value of imports :****Expenditure in Foreign currencies:**

Travelling expenses

**Earnings in Foreign currencies:**

	2013-14	2012-13
	-	-
	-	-
	-	-

**26 EXCEPTIONAL ITEMS**

(₹ in Lacs)

Sundry Balance W/off (Net)  
Profit on Sale/Disposal of Fixed Assets (Net)  
Prior Period Items (Net)  
Retrenchment Compensation

**Total**

	2013-14	2012-13
	97.35	0.28
	(0.22)	0.41
	9.94	11.89
	53.45	-
<b>Total</b>	<b>160.52</b>	<b>12.58</b>

**27 EARNINGS PER SHARE (EPS)**

(₹ in Lacs)

	2013-14	2012-13
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ In Lacs)	97.36	75.74
Weighted Average number of equity shares used as denominator for calculating EPS	22.50	22.50
Basic and Diluted Earnings per share (₹)	4.33	3.37
Face Value per equity share (₹)	10.00	10.00

**28** Estimated amount of Contracts remaining to be executed on capital account and not provided for in accounts aggregate to NIL ( P.Y. ₹ 2.15 Lacs)

**29 CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF**

(₹ in Lacs)

	2013-14	2012-13
Bank Gurantees given to Clients	499.18	725.90
Income tax Demands (including interest) - matter under rectification. A.Y. 2010-11	7.23	7.23
Income tax Demands (including interest) - matter under rectification. A.Y. 2011-12	6.13	-
Income tax Demands (including interest) - matter under rectification. A.Y. 2012-13	3.64	-
VAT under Appeal F.Y.2002-03	0.75	0.75
CST under Appeal F.Y.2004-05	4.50	4.50
Claim of warranty expenses made by dealer	-	21.90

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.

**30 RELATED PARTY INFORMATION**

(A) Name of related party	Description of relationship
1. <b>Where significant influence exists:</b> W.H.Brady & Co Ltd	Holding Company
2. <b>Key Management Personnel :</b> Mr.Pavan G. Morarka Mr. Vaibhav Morarka	Chairman Executive Director
3. <b>Other Related Parties</b> Brady Estates Pvt Ltd (Formerly Known as Brady Futures Pvt.Ltd.) Brady Services Pvt Ltd Brady Telesoft Pvt Ltd Brady Air Pvt Ltd (Formerly Known as Brady Air Ltd.) Global Trade Crackers Pvt.Ltd Shivam Holding Pvt. Ltd. Zoeftig Bradys	Associate Associate Associate Associate Associate Associate Association of Persons (AOP)

## (B) Transactions with related party

(₹ in Lacs)

Name of Related Party	Relationship	Nature of Transaction	Amount		Outstanding Balance	
			2013-14	2012-13	2013-14	2012-13
W.H.Brady & Co Ltd	Holding Co.	Sale of Products Inclusive of taxes etc	896.68	881.82		
		Purchase of Products	0.20	3.04		
		Dividend paid during the year	-	-		
		Other expenses including reimbursements paid	13.09	22.46		
		Advance Received	1,343.90	1,307.55		
		Commission paid	9.73	6.87		
		Commission Received	0.85	-		
		Interest paid	-	-		
		Rent paid	-	-		
		Long Term Loan payable	-	-		
		Waiver off amount payable	-	-	(1,343.90)	(1,307.54)
Zoeftig Bradys	AOP	Sale of Products Inclusive of taxes etc	-	-		
		Reimbursement of Expenses received	-	10.99		
		Advances Recoverable	102.89	102.92		
		Debtors Outstanding	122.24	147.24	225.13	250.16
Brady Services Pvt Ltd	Associates	Reimbursement of Expenses received	-	-		
		Dividend received during the year	1.60	1.40		
		Maintenance/Commitment/charges received during the year	-	-		
		Deposite Balance	-	-	(10.44)	(10.44)
Brady Estates Pvt Ltd	Associates	Reimbursement of Expenses received	-	1.03		
		Dividend received during the year	2.00	1.25		
		Maintenance/Commitment/charges received during the year	18.00	18.00		
		Loan recd	36.00	-	(56.74)	(23.74)
Shivam Holdings Pvt. Ltd.	Associates	Deposite Balance	15.00	15.00		
Mr.Pavan G. Morarka	Key Management Personnel	Dividend paid during the year	-	-		
		Loan recd	30.00			
		Sitting fees paid	0.30	0.38		
Mr.Vaibhav Morarka	Executive Director	Remuneration (Incl. HRA,PF)	17.40	8.70		

(C) Related party relationship is as identified by the Company on the basis of information available with them and relied upon by the Auditors

31 Previous year's figures have been regrouped wherever necessary to make them comparable with current year.

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

**R.C.JAIN**  
Partner

Mumbai : 10th May,2014

For and on behalf of the Board

**PAVAN G. MORARKA**

CHAIRMAN

**VAIBHAV MORARKA**

EXECUTIVE DIRECTOR

**R. K. SHARMA**

DIRECTOR

Mumbai : 10th May,2014

## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

## W. H. BRADY & COMPANY LIMITED

CIN : L17110MH1913PLC000367

Regd. Office : "Brady House", 12-14 Veer Nariman Road, Fort, Mumbai - 400001.

Tel. No.: 022 - 22048361-65 Fax No.: 022 - 22041855

E-mail Id: bradys@mtnl.net.in • Website : www.bradys.in

### ATTENDANCE SLIP

DP ID*	
Client ID*	

Folio No.	
No. of Share(s)	

Name & Address of Shareholder .....

I/We hereby record my / our presence at the One Hundred and First Annual General Meeting of the Company held on Saturday, the 27th day of September, 2014 at 12.15 P.M. at Maharashtra Chambers of Commerce Trust, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.

\*Applicable for investors holdings shares in electronic form.

Signature of Shareholder / Proxy



### FORM NO. MGT-11

#### PROXY FORM

[Pursuant to the section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

CIN : L17110MH1913PLC000367  
Name of the Company : W. H. BRADY & COMPANY LIMITED  
Registered Office : "Brady House", 12-14 Veer Nariman Road, Fort, Mumbai - 400001  
E-mail : bradys@mtnl.net.in • Website : www.bradys.in  
Name of the Member(s) :  
Registered address :  
E-Mail Id :  
Folio No./Client Id/DP Id :

I/We being the member(s) of ..... shares of W H Brady and Company Limited, hereby appoint:

1. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him
2. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him
3. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him

and as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the One Hundred and First Annual General Meeting of the Company, to be held on Saturday, 27th September, 2014 at 12.15 P.M. at Maharashtra Chambers of Commerce Trust, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai - 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Particulars	For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements for the year ended 31st March, 2014 and reports of the Directors and Auditors thereon.		
2	To declare Dividend on Equity Shares for the year ended 31st March, 2014		
3	Re-appointment of Mr. Vaibhav Morarka as Director, who retires by rotation.		
4	Appointment of M/s. C. L. Dalal & Co., Chartered Accountants as the Auditors and fixing their remuneration.		
<b>Special Business</b>			
5	Re-appointment of Mr. Pavan G. Morarka as the Chairman & Managing Director of the Company.		
6	Re-appointment of Mr. Kaushik D. Shah as an Independent Director of the Company.		
7	Re-appointment of Mr. Pinaki Misra as an Independent Director of the Company.		
8	Re-appointment of Mr. Prakash V. Mehta as an Independent Director of the Company.		
9	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for Borrowings.		
10	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for Creation of Security.		
11	Special Resolution pertaining to Related Party Transactions under Section 188 of the Companies Act, 2013.		

Signed this..... day of .....2014.

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp of  
₹ 1

**Note :**

- (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.
- (2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the One Hundred and First Annual General Meeting.
- (3) Please put 'X' in the appropriate column against a resolutions indicated in the box. If you leave the "FOR" or "AGAINST" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) A proxy need not be a member of the Company.
- (5) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



BOOK POST



If undelivered please return to:  
**W. H. BRADY & COMPANY LTD.**  
Brady House  
12/14 Veer Nariman Road,  
Fort, Mumbai -400 001



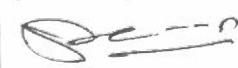

[www.bradys.in](http://www.bradys.in)



**FORM A**  
**(Pursuant to Clause 31(a) of Listing Agreement)**

Sr. No.	Particulars	Details
1.	Name of the Company	W H BRADY & CO LTD
2.	Annual consolidated financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not applicable
5.	To be signed by: <ul style="list-style-type: none"> <li>Managing Director</li> <li>Chief Finance Officer</li> <li>Audit Committee Chairman</li> <li>Auditor of the Company</li> </ul>	<div style="text-align: center;">   <b>Mr. Pavan Morarka</b> </div> <hr/> <div style="text-align: center;">   <b>Mr. R K Sharma</b> </div> <hr/> <div style="text-align: center;"> <b>Not Applicable</b> </div> <hr/> <p>Refer our Audit Report dated <b>May 10, 2014</b>  on the Consolidated financial statements of the Company</p> <p><b>For C L DALAL &amp; CO</b>  Chartered Accountants  (Firm Registration No. 102026W)</p> <div style="text-align: center;">   <b>R C Jain</b>  (Partner)  (Membership No. 5180) </div> <p>Mumbai,  Date: ( 10-5-14 )</p> <div style="text-align: right;">  </div>

**FORM A**  
**(Pursuant to Clause 31(a) of Listing Agreement)**

Sr. No.	Particulars	Details
1.	Name of the Company	W H BRADY & CO LTD
2.	Annual standalone financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not applicable
5.	To be signed by: <ul style="list-style-type: none"> <li>Managing Director</li> <li>Chief Finance Officer</li> <li>Audit Committee Chairman</li> <li>Auditor of the Company</li> </ul>	<div style="text-align: center;">   <b>Mr. Pavan Morarka</b> </div> <hr/> <div style="text-align: center;">   <b>Mr. R K Sharma</b> </div> <hr/> <div style="text-align: center;"> <b>Not Applicable</b> </div> <hr/> <p>Refer our Audit Report dated <b>May 10, 2014</b> on the standalone financial statements of the Company</p> <p><b>For C L DALAL &amp; CO</b>  Chartered Accountants  (Firm Registration No. 102026W)</p> <div style="display: flex; justify-content: space-between;"> <div style="text-align: center;">   <b>R C Jain</b>  (Partner)  (Membership No. 5180) </div> <div style="text-align: center;">  </div> </div> <p>Mumbai,  Date: 11-05-14</p>