

BRADY & MORRIS ENGINEERING COMPANY LIMITED

68th ANNUAL REPORT 2013-14

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

- (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 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.
 - 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 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 under help section or write an email to 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:

	2013-2014 (₹ in Lacs)	2012-2013 (₹ 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>	<u>114.80</u>
d) Profit / (Loss) before Depreciation	<u>363.04</u>	196.01
e) Less: Depreciation	<u>105.16</u>	<u>107.68</u>
f) Profit / (Loss) before exceptional item	<u>257.88</u>	88.33
Less : exceptional item	<u>160.52</u>	<u>12.58</u>
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>	<u>(427.23)</u>
l) Add: Transfer from General Reserve	<u>-</u>	<u>-</u>
m) Profit/(Loss) available for Appropriations	<u>(254.12)</u>	<u>(351.48)</u>
Balance carried to Balance Sheet	<u>(254.12)</u>	<u>(351.48)</u>
EPS	<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:

Name of Director	Category	Date of Appointment	No. Of Board Meeting attended	Attendance at last AGM
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

LISTING :

BSE Limited, Mumbai.

STOCK CODE OF THE COPANY :

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.brady.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
Total	22,50,000	100.00

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
Total	1,126	22,50,000	100.00

ADDRESS FOR CORRESPONDENCE :

Mr. Rajender K. Sharma

Director & Compliance Officer

BRADY & MORRIS ENGINEERING COMPANY LIMITED

Brady House,

12-14, Veer Nariman Road,

Fort, Mumbai - 400 001

E-mail: 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	
EQUITY AND LIABILITIES					
Shareholders' funds					
Share Capital	1	975.00		975.00	
Reserves and Surplus	2	(137.92)	837.08	(235.28)	739.72
Non-Current Liabilities					
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
Current Liabilities					
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
TOTAL			3,819.37		3,771.43
ASSETS					
Non-Current Assets					
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
Current assets					
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
TOTAL			3,819.37		3,771.43

The significant accounting policies and notes 1 to 31 form an integral part of these financial statements

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
REVENUE			
Revenue from Operations	19	3,474.06	3,134.25
Other Income	20	16.99	12.72
Total Revenue		3,491.05	3,146.97
EXPENSES			
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
Total Expenses		3,233.17	3,058.64
Profit/ (Loss) before exceptional items and tax		257.88	88.33
Less : Exceptional items	26	160.52	12.58
Profit/(Loss) before tax		97.36	75.75
Tax expense:			
Deferred tax		-	-
Profit/ (Loss) for the year		97.36	75.75
Earnings per equity share of ₹ 10 each	27		
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
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Tax & Extraordinary items		97.36	75.75
Add/(Less) Adjustments for:			
Depreciation	105.16		107.68
Interest/Dividend Received	(11.32)		(8.58)
(Profit)/Loss on sale of Fixed Assets	(0.22)		0.41
Interest paid	82.42		79.51
Sundry balances written back	(97.35)		-
		<u>78.69</u>	<u>179.02</u>
Operating Profit before Working Capital changes	a	<u>176.05</u>	<u>254.76</u>
Trade Receivables		(232.50)	(731.66)
Inventories		118.90	123.06
Loans & Advances & Other Current Assets		55.27	157.85
Trade Payables		(125.28)	465.70
Other Current Liabilities and Provisions		(15.94)	246.47
CASH GENERATED FROM OPERATIONS	b	<u>(199.54)</u>	<u>261.41</u>
Interest Paid		(82.42)	(79.51)
Direct taxes Paid		-	-
	c	<u>(82.42)</u>	<u>(79.51)</u>
Cash flow before Extra ordinary items (a+b+c)		<u>(105.91)</u>	436.67
Net Cash generated from/(used) in operating activities	A	<u>(105.91)</u>	<u>436.67</u>
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(99.91)	(29.11)
Capital work in Progress		(4.06)	(7.91)
Interest/Dividend received		11.32	8.58
Net Cash generated from/(used) in Investing activities	B	<u>(92.65)</u>	<u>(28.44)</u>

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

(₹ in Lacs)

	As at 31-03-2014	As at 31-03-2013
C. CASH FLOW FROM FINANCING ACTIVITIES		
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
Cash & Cash equivalent		
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
Increase (decrease) in Cash & Cash equivalent	(9.44)	16.41

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 LIABILITES :

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 or 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.

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
Authorised		
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
Issued, Subscribed & Paid up		
Equity Shares		
22,50,000 Equity Shares of ₹ 10/- each fully paid up	225.00	225.00
Preference Shares		
75,00,000 7% Redeemable Non-cumulative non convertible Pref.Shares of ₹ 10/- each fully paid	750.00	750.00
Total	975.00	975.00

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
Equity Share				
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	-	-
Preference Share				
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 & Loss A/c

Closing Balance

	As at 31st March, 2014	As at 31st March, 2013
Opening Balance	116.20	116.20
Add : Current Year Transfer	-	-
Less : Transfer to Profit & Loss A/c	-	-
Closing Balance	116.20	116.20
Profit & Loss Account		
Opening balance	(351.48)	(427.23)
Add : Profit/(Loss) For the current year	97.36	75.75
Less : Transfer from Reserves	-	-
Closing Balance	(254.12)	(351.48)
Total	(137.92)	(235.28)

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

	As at 31st March, 2014	As at 31st March, 2013
Secured:		
Long term maturities of finance lease obligations (Vehicles Loans from Financial Institutions. Secured By Motor Vehicles)	3.96	7.39
Unsecured:		
Deposits:		
From Related Parties	81.00	15.00
From Dealers	18.51	18.37
Total	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
Trade Payables	53.66	48.15
Trade Advances from Holding Company	1,343.90	1,307.54
Total	1,397.56	1,355.69

5 LONG TERM PROVISIONS

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Provision for employee benefits:		
Leave Encashment	4.51	4.69
Ex-gratia	0.49	1.21
Bonus	0.82	1.64
Gratuity	11.68	11.74
Provision for Taxation	-	-
Total	17.50	19.28

6 SHORT TERM BORROWINGS

(₹ in Lacs)

	As at 31st March, 2014	As at 31st March, 2013
Secured		
Cash Credit (Cash credit from Bank, against hypothecation of Raw materials, Stores, Spare parts, Finished goods and Work-in-progress)	667.45	541.03
Total	667.45	541.03

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)

	As at 31st March, 2014	As at 31st March, 2013
Micro, Small and Medium Enterprises	-	-
Others	639.94	862.56
Total	639.94	862.56

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
Total	99.76	177.59

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
Total	56.61	34.80

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
(a) Tangible Assets :								
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	163.77	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	2.48	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	11.20	13.88
Total-a	1,970.82	100.29	18.52	2,052.59	739.92	103.77	830.10	1,230.89
(b) Intangible Assets :								
Intangible Assets	-	4.78	-	4.78	-	1.01	1.01	-
Tangible Assets (design Drawing)	3.05	-	-	3.05	0.31	0.31	0.61	2.75
Web Site Development	0.15	-	-	0.15	0.08	0.07	0.15	0.08
Total-b	3.20	4.78	-	7.98	0.38	1.39	1.77	2.82
(C) Capital Work In Progress :								
Orrissa Project A/c	98.16	4.06	-	102.22	-	-	102.22	98.16
Total-c	98.16	4.06	-	102.22	-	-	102.22	98.16
Grand Total	2,072.17	109.14	18.52	2,162.79	740.30	105.16	831.87	1,331.87
Previous Year	2,055.86	48.94	32.02	2,072.78	652.92	107.68	740.91	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 Orrissa (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 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.

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

At Cost
At Market Value

	As at 31st March, 2014	As at 31st March, 2013
	5.00	5.00
	1.00	1.00
	-	0.01
	0.25	0.25
	0.00	0.00
	0.02	0.02
	-	-
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 & 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

	As at 31st March, 2014	As at 31st March, 2013
	10.62	11.27
	25.54	21.73
	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
1,098.89	866.39

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
-	-
93.33	103.23
0.77	0.31
94.10	103.54

** 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
220.14	269.84

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
4.10	10.84

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
Total	3,474.06	3,134.25

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
Total	16.99	12.72

21 COST OF MATERIALS CONSUMED

(₹ in Lacs)

	2013-14	2012-14
Steel	367.77	548.01
Chair	22.01	10.89
Others	1,577.90	1,067.86
Total	1,967.68	1,626.76

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

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

(₹ in Lacs)

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

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
Total	480.77	390.39

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

	2013-14	2012-13
Defined Benefit Gratuity Plan:		
(I) Changes in present value of obligations		
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
(II) Changes in Fair Value of plan assets		
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
(III) Amounts to be recognised in the Balance Sheet and Profit and Loss Account		
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	-	-
(IV) Expenses recognized in the Profit and Loss Account		
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
Interest expense		
Term Loan	-	-
Working Capital	77.35	77.23
Hire Purchase	0.87	1.42
Others	4.20	0.85
Other borrowing costs		
Bank charges & Commission	16.77	35.30
Total	99.19	114.80

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
Total	626.18	610.08

25.1 Details of Stores, Spares Consumed

	2013-14	2012-13
Imported	-	-
Indigenous	-	-
Steel	-	-
Chair	-	-
Others	134.09	146.51
Total	134.09	146.51

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	-	-

	2013-14	2012-13
Cost Auditors :		
As Auditors	0.87	0.60

25.3 C.I.F. Value of imports, expenditure and earnings in Foreign Currency

	2013-14	2012-13
C.I.F. Value of imports :	-	-
Expenditure in Foreign currencies:		
Travelling expenses	-	-
Earnings in Foreign currencies:	-	-

26 EXCEPTIONAL ITEMS

(₹ in Lacs)

	2013-14	2012-13
Sundry Balance W/off (Net)	97.35	0.28
Profit on Sale/Disposal of Fixed Assets (Net)	(0.22)	0.41
Prior Period Items (Net)	9.94	11.89
Retrenchment Compensation	53.45	-
Total	160.52	12.58

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. Where significant influence exists: W.H.Brady & Co Ltd	Holding Company
2. Key Management Personnel : Mr.Pavan G. Morarka Mr. Vaibhav Morarka	Chairman Executive Director
3. Other Related Parties 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. Zoefitg 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)
Zoefitg 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		
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	-	-		
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	-		
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

BRADY & MORRIS ENGINEERING COMPANY LIMITED

CIN : L29150MH1946PLC004729

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

Tel.: (022) 22048361-65 Fax : (022) 2041855

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

ATTENDANCE SLIP

DP ID*		Folio No.	
Client ID*		No. of Share(s)	

Name & Address of Shareholder

I/We hereby record my / our presence at the 68th Annual General Meeting of the Company held on Saturday, the 27th day of September, 2014 at 11.00 A.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 : L29150MH1946PLC004729
Name of the Company : BRADY & MORRIS ENGINEERING 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 Brady & Morris Engineering Company Limited, hereby appoint:

- Name: Address:
E-mail Id: Signature: or failing him
- Name: Address:
E-mail Id: Signature: or failing him
- 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 68th Annual General Meeting of the Company, to be held on Saturday, 27th September, 2014 at 11.00 A.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:

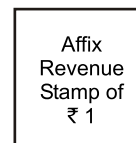


Resolution No.	Particulars	For	Against
Ordinary Business			
1	Adoption of Financial Statements for the year ended 31st March, 2014 and reports of the Directors and Auditors thereon.		
2	Re-appointment of Mr. Pavan G. Morarka as Director, who retires by rotation		
3	Appointment of M/s. C. L. Dalal & Co., Chartered Accountants as the Auditors and fixing their remuneration.		
Special Business			
4	Appointment of Mr. Sumit Banerjee as the Director of the Company.		
5	Appointment of Mr. Cyrus Vachha as the Director of the Company.		
6	Appointment of Mr. Kaushik D. Shah as an Independent Director of the Company.		
7	Appointment of Mr. Sumit Banerjee as an Independent Director of the Company.		
8	Appointment of Mr. Cyrus Vachha 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 of2014.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____



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 68th 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 :

BRADY & MORRIS ENGINEERING COMPANY LIMITED


Brady House

12/14 Veer Narinam Road,

Fort, Mumbai - 400 001.

www.bradys.in

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

Sr. No.	Particulars	Details
1.	Name of the Company	BRADY & MORRIS ENGG 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.	<p>To be signed by:</p> <ul style="list-style-type: none"> • Whole time Director • Chief Finance Officer • Audit Committee Chairman • Auditor of the Company 	<div style="border-bottom: 1px solid black; padding: 5px;"> <p align="center"><i>V. Morarka</i></p> <p align="center">Mr. Vaibhav Morarka</p> </div> <div style="border-bottom: 1px solid black; padding: 5px;"> <p align="center"><i>R K Sharma</i></p> <p align="center">Mr. R K Sharma</p> </div> <div style="border-bottom: 1px solid black; padding: 5px;"> <p align="center">Not Applicable</p> </div> <p>Refer our Audit Report dated May 10, 2014 on the standalone financial statements of the Company</p> <p>For C L DALAL & CO Chartered Accountants (Firm Registration No. 102026W)</p> <p align="center"><i>R C Jain</i></p> <p>R C Jain (Partner) (Membership No. 5180)</p> <p>Mumbai, Date: 10-05-14</p> <div style="text-align: right;">  </div>