BRADYS
Quality, Our Legacy

W.H.BRADY & CO. LTD.

CIN No. - L17110MH1913PLC000367
Regd. Office : BRADY HOUSE, 12-14, VEER NARIMAN ROAD, FORT, MUMBAI - 400001. INDIA
TEL.: (022) - 22048361-65 • E-mail : bradys@mtnl.net.in • Website : www.bradys.in

6th September, 2017

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Scrip Code :501391

Dear Sir,

Subject: 104th Annual General Meeting.

We are enclosing herewith Notice for the 104th Annual General Meeting of the Company for the Financial Year 2016-17 to be held on Saturday, September 23, 2017 at 11.45 a.m. at Maharashtra Chambers of Commerce Trust, Babasaheb Dhankar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai – 400 001.

Thanking you.

Yours faithfully,
FOR W. H. BRADY & CO. LTD.

K.J Desai

KHUSHBU DESAI
COMPANY SECREATRY & COMPLIANCE OFFICER

Encl: As above.

NOTICE

ereby given that the 104th Annual General Meeting (AGM) of the Members of W. H. Brady & Company e held on Saturday, 23rd September 2017 at 11.45 a.m. at Maharashtra Chamber of Commerce Trust, Dhanukar Sabhagriha, Oricon House, 6th Floor, 12, K Dubash Marg, Fort, Mumbai 400 001 to transact business:

BUSINESS:

ve, consider and adopt:

ne Audited Standalone Financial Statement of the Company for the year ended March 31, 2017, ncluding the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.

ne Audited Consolidated Financial Statement of the Company for the year ended March 31, 2017, ncluding the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Auditors thereon.

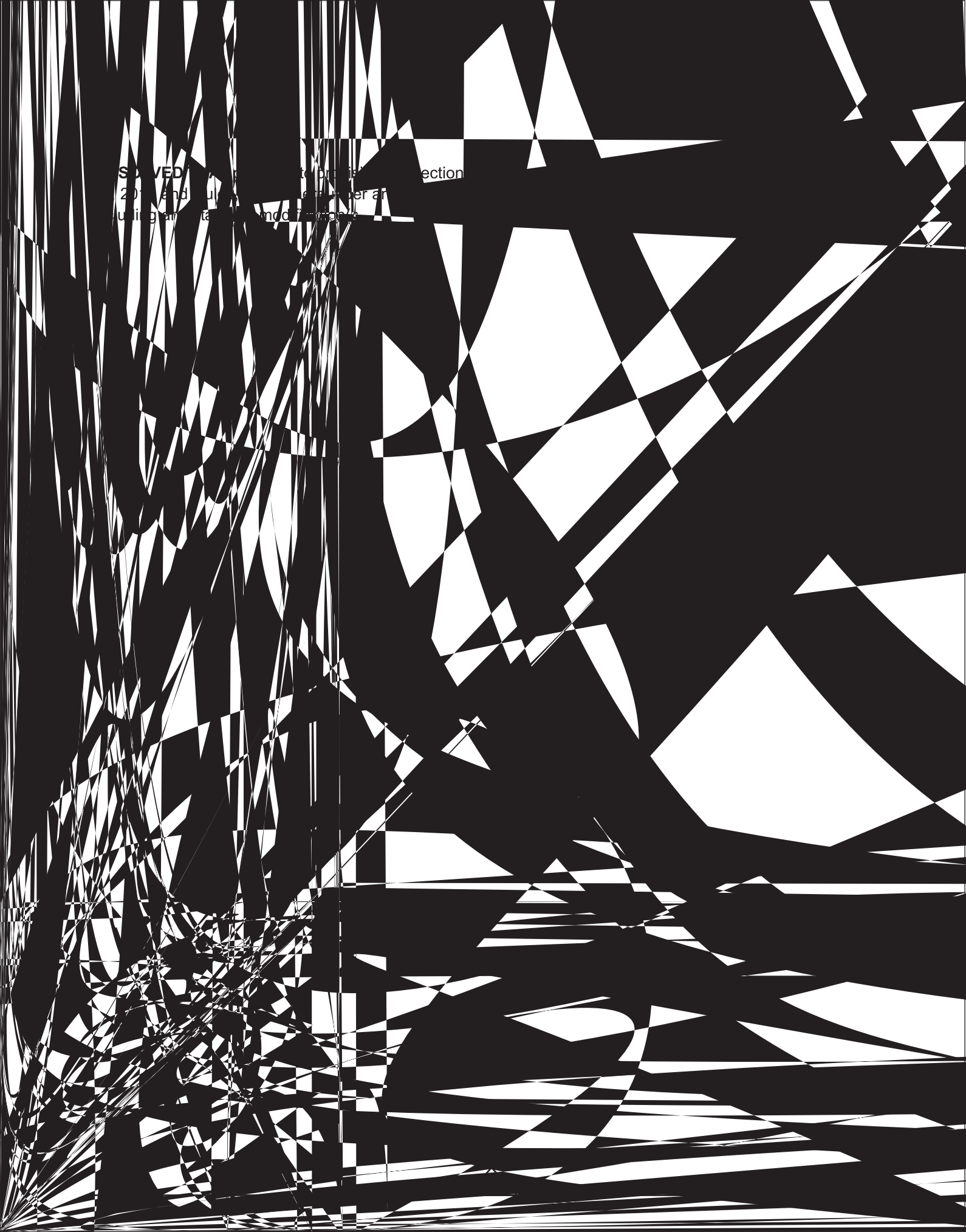
int a Director in place of Mr. Vaibhav Morarka, who retires from office by rotation and being eligible offers or re-appointment.

int Statutory Auditors, M/s. S. S. Rathi & Co., Chartered Accountants in place of M/s. C. L. Dalal & Co., ed Accountants, who retire at the ensuing Annual General Meeting and to fix their remuneration and in ard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **y Resolution:**

D THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies uditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to endations of the Audit Committee and the Board of Directors, M/s. S. S. Rathi & Co., Chartered , Mumbai (Firm Registration No.108726W. with the Institute of Chartered Accountants of India) be and d as the Statutory Auditors of the Company in place of M/s. C. L. Dalal & Co., Chartered Accountants, the ors, to hold office from the conclusion of the ensuing AGM until the conclusion of the 109th AGM to be (subject to ratification of the appointment by the members at every AGM held after this AGM) at such n as may be agreed upon by the Audit Committee / Board of Directors in consultation with the Statutory

JSINESS:

ider, and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary ion:**



10. 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.

11. 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.

12. The shares of the Company are listed on BSE Limited, Mumbai.

13. 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 and or in dematerialised form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Share Transfer Agent of the Company 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E) Mumbai 400059 Tel: 022 62638200 or to their Depository Participants.

14. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

15. 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.

16. 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.

17. 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.

18. 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.

19. **SHAREHOLDER INSTRUCTIONS FOR E-VOTING**

    (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and sub Regulation (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by CDSL.

    (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinise the e-voting and remote e-voting process in a fair and transparent manner and has communicated willingness to be appointed and will be available for same purpose.

    (iii) The facility for voting through e-voting system shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through e-voting.

    (iv) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

    (v) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.

    (vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e.16th September, 2017.

    (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 16 th September, 2017 only shall be entitled to avail the facility of e-voting / remote e-voting.

(viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 16th September, 2017, may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the company).

(ix) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.bradys.in) and on the website of CDSL https://www.evotingindia.com, and shall simultaneously be communicated to the Stock Exchange.

(x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, held on 23rd September, 2017.

(xi) The instructions for shareholders voting electronically are as under:

The voting period begins 9.00 a.m. (IST) on 20th September,2017 and ends at 5.00 p.m. (IST) on 22nd September, 2017. 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) of 16th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(i) Log on to the e-voting website www.evotingindia.com during the voting period

(ii) Click on "Shareholders" tab

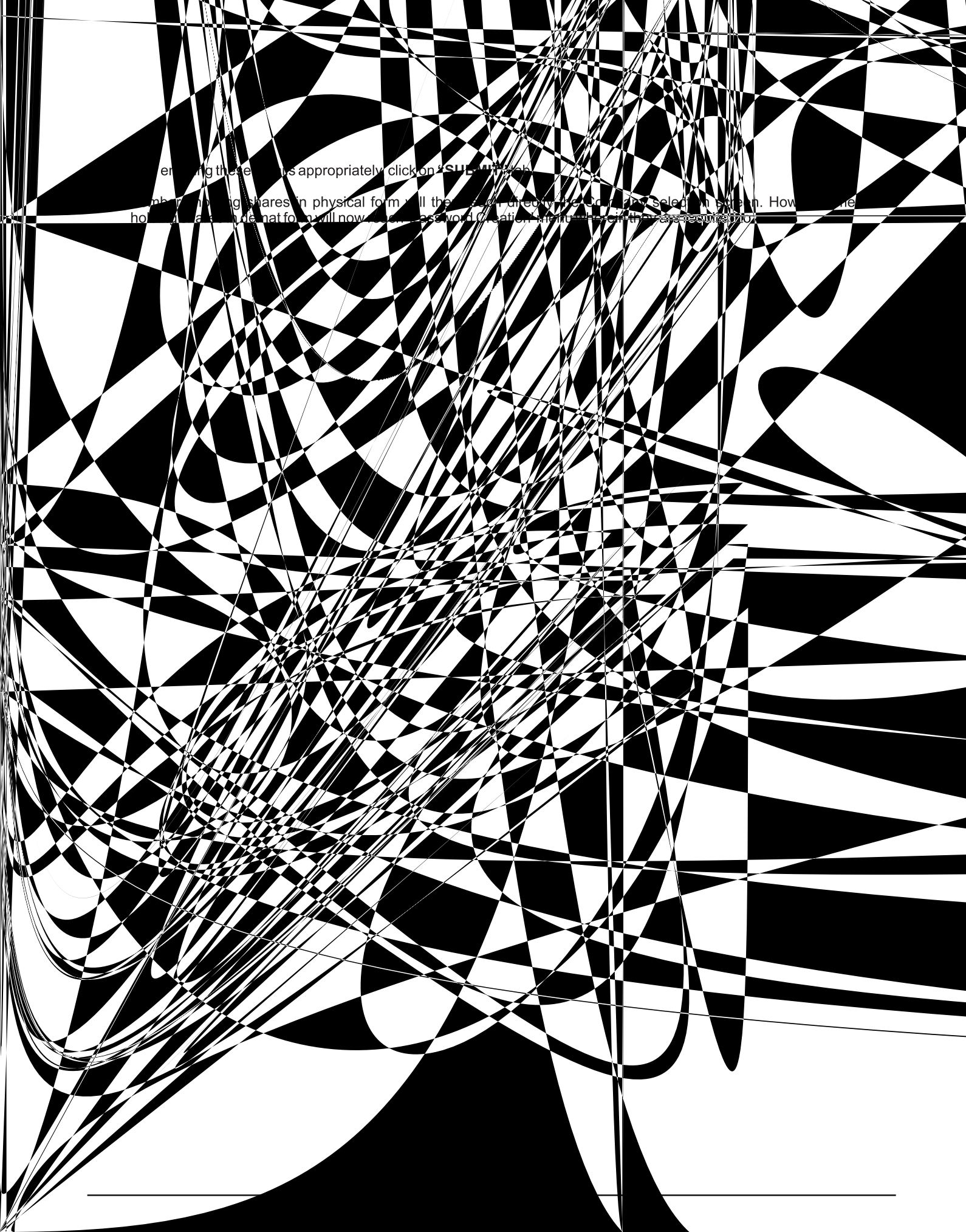
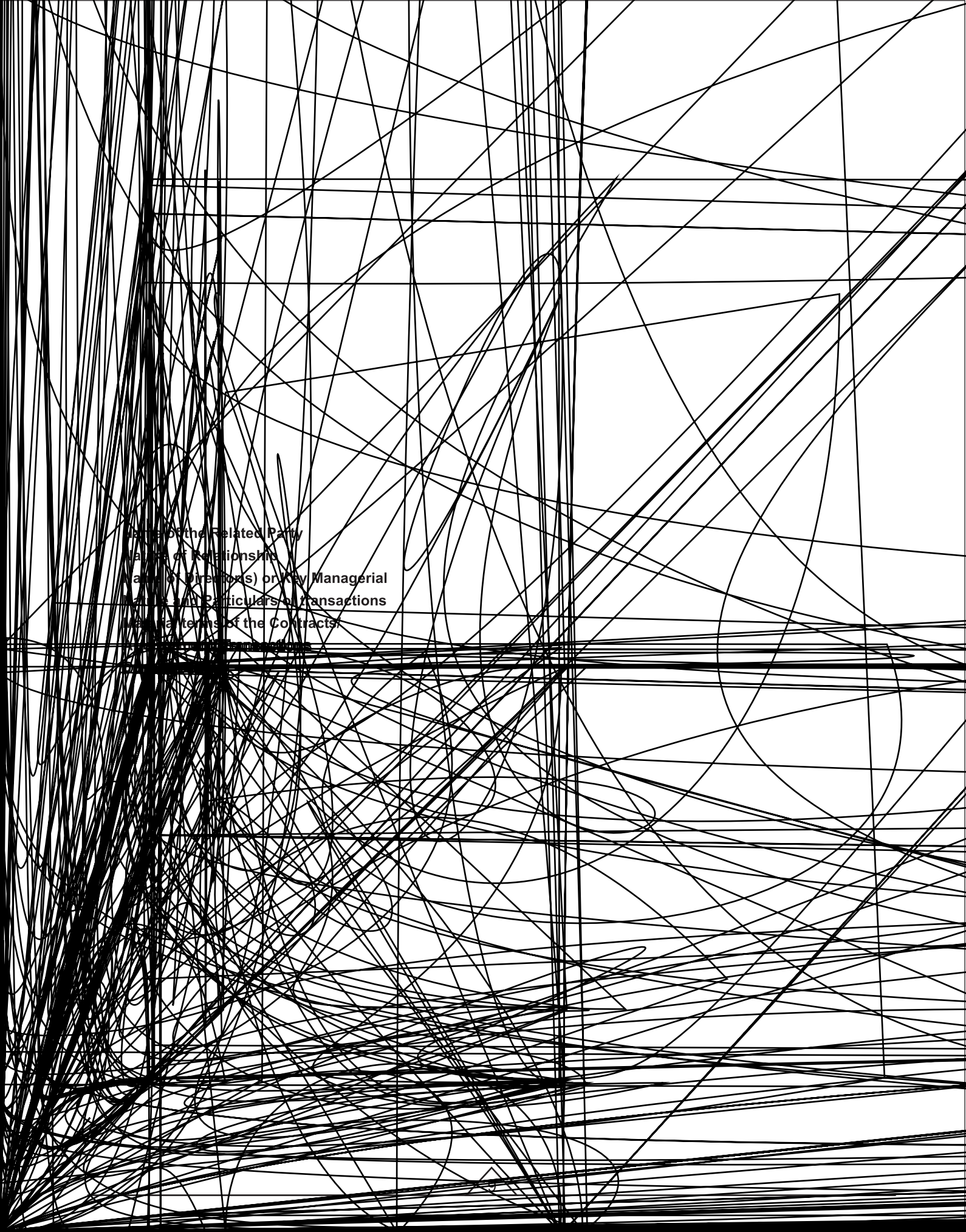
(iii) Now, select the "W. H. BRADY & COMPANY LIMITED" from the drop down menu and click on "SUBMIT"

(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 other company, then your existing password is to be used.