



McNally Bharat Engineering Company Limited

CIN: L45202WB1961PLC025181
Corporate Office: Ecospace Campus 2B 11F/12
New Town Rajarhat North 24 Parganas Kolkata-700160
Telephone +91 33 68311001/+91 33 68311212
Email: mbe.corp@mbecl.co.in Website: www.mcnallybharat.com
Registered Office: 4 Mangoe Lane Kolkata-700001

An ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 Certified Company

The National Stock Exchange of India Limited

26th September 2024

Exchange Plaza, 5th floor, Plot # C/1, 'G' Block
Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

BSE Limited

Corporate Relations Department
1st Floor, New Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

Dear Sir/Madam,

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub: Consolidated Scrutinizer's Report in respect of the 61st Annual General Meeting of McNally Bharat Engineering Company Limited and Voting Results

Scrip Code/Symbol: 532629 / MBECL

Kindly refer to our letter dated 25th September 2024 informing the outcome of the Company's 61st Annual General Meeting and filing of Voting Results within 2 working days of the conclusion of the Meeting with the Stock Exchanges as required under Regulation 44 of the SEBI Listing Regulations.

Accordingly submitting herewith the declaration of the Voting Results of Remote e-Voting and Electronic Voting on the Resolutions put to vote and passed at the said Annual General Meeting, along with the Consolidated Scrutinizer's Report as an annexure thereto. All the items of business for consideration at the Meeting as set out in the Notice convening the meeting have been approved by the Members, with requisite majority.

This letter is being uploaded on the Company website www.mcnallybharat.com.
You are requested to take the same on record and oblige.

Yours faithfully,

For **McNally Bharat Engineering Company Limited**

INDRA

NI RAY

Indrani Ray

Company Secretary

Encl: As above

Digitally signed by INDRANI RAY
DN: cn=IN, o=Personal,
2.5.4.20=6726d8378111919cbdb477
d1db883a4fa05a765f6d5a3c7bce87
973802e5, postalCode=700070,
st=West Bengal,
serialNumber=3a50bc7fb9b29ec47356
77195982f4d3ba18950a2036c1aa3794
dc407e83634c1, cn=INDRANI RAY
Date: 2024.09.26 13:08:55 +05'30'



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

**The Chairman
of the 61st Annual General Meeting of
McNally Bharat Engineering Company Limited
4, Mangoe Lane, 7th Floor
Kolkata – 700 001**

Dear Sir,

I, Prakash Kumar Shaw, Practicing Company Secretary (ACS – 32895 / CP –16239) and proprietor of M/s. Prakash Shaw & Co., Company Secretaries, Kolkata was appointed as the Scrutinizer in connection with the 61st Annual General Meeting (“AGM”) of the members of “**McNally Bharat Engineering Company Limited**” (“Company”) held on Wednesday, 25th September 2024, at 3:30 P.M. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020 read with MCA Circular Nos. 02/2021 dated 13th January 2021, 02/2022 dated 5th May 2022 Circular No.11/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023 (collectively referred as “MCA Circulars”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated 6th August 2024. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 A.M. IST on Sunday, 22nd September 2024 up to 5:00 P.M. IST on Tuesday, 24th September 2024.
2. Shareholders holding shares as on the “cut off” date, *i.e.* 18th September 2024 were entitled to vote on the proposed 3 (three) Resolutions as mentioned in the Notice of the AGM dated 6th August 2024.



3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC/OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Wednesday, 25th September 2024 around 4:37 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Abhishek Pandey, residing at Purti Aqua, Check Post, 363, Rajarhat Main Road, Dashadrone, Rajarhat, Kolkata-700136 and Mr. Vikash Shaw, residing at 165/1, Benaras Road, 3rd Floor, Howrah-711106, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [**EVEN: 130773**] are as under:

A. Ordinary Business:

Resolution 1: Ordinary Resolution

To receive, consider and adopt: (a) The audited financial statement of the Company for the financial year ended 31st March 2024, and the Reports of the Directors and the Auditors thereon and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2024 and the Report of the Auditors thereon.

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	121	45746313	
E-voting at AGM	0	0	
Total	121	45746313	99.95345%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	21307	
E-voting at AGM	0	0	
Total	11	21307	0.04655%



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 2: Ordinary Resolution

To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the financial year ended 31st March 2024

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	121	45746218	
E-voting at AGM	0	0	
Total	121	45746218	99.99721%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	1277	
E-voting at AGM	0	0	
Total	9	1277	0.00279%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

B. Special Business:

Resolution 3: Ordinary Resolution

To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2025.

(i) Voted in favour of the Resolution:

PRAKASH
H
KUMAR
SHAW

Digitally
signed by
PRAKASH
KUMAR
SHAW



Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	119	45744188	
E-voting at AGM	0	0	
Total	119	45744188	99.99277%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	3307	
E-voting at AGM	0	0	
Total	11	3307	0.00723%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking you,

Yours truly,
For **PRAKASH SHAW & Co.**

PRAKASH
KUMAR SHAW

Digitally signed
by PRAKASH
KUMAR SHAW

Prakash Kumar Shaw
Practicing Company Secretary
Membership No. 32895, COP – 16239
UDIN No.: A032895F001322040
P/R No. 3022/2023

26th September 2024
Kolkata



Prakash Shaw & Co.
Company Secretaries

P-38, Princep Street
1st Floor, Room No-12
Kolkata – 700 072
Mob: 9681158391
cspakashshaw@gmail.com

Signed and Witnessed by:

1. Abhishek Pandey
Abhishek Pandey
Purti Aqua, Check Post
363, Rajarhat Main Road
Dashadrone, Rajarhat
Kolkata 700136

26th September 2024
Kolkata

2. Vikash Shaw
Vikash Shaw
165/1, Benaras Road
3rd Floor
Howrah - 711106

26th September 2024
Kolkata

PRAKASH Digitally
H signed by
KUMAR PRAKASH
SHAW KUMAR
SHAW SHAW

Received the Scrutinizer Report:

For McNally Bharat Engineering Company Limited

INDRANI RAY
Digitally signed by INDRANI RAY
DN: c=IN, o=Personal,
2.5.4.20ba57c4d8379111919cb0847265d
b8b3a4a05a7656c0d5a3c7bc8b79759602
c5, postalCode=700073, st=West Bengal,
serialNumber=8a0bc70f8229c475567fd9
698f24d3ba189504258c1aa374dc407e8
3634c1cm=INDRANI RAY
Date: 2024.09.26 13:05:11 +05'30'

Indrani Ray
Company Secretary
(On behalf of Mr. Ravi Sethia, Chairman of the 61st Annual General Meeting)

26th September 2024
Kolkata

MCNALLY BHARAT ENGINEERING CO LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	25-Sep-24
Total Number of Shareholders on Record Date	25754
No. of Shareholders Present in the Meeting Either in Person or Through Proxy :	
Promoter & Promoter Group	
Public	
Total	
No. of Shareholders Attended the Meeting Through Video Conferencing :	
Promoter & Promoter Group	0
Public	45
Total	45

1	To receive, consider and adopt: (a) The audited financial statement of the Company for the financial year ended 31st March 2024, and the Reports of the Directors and the Auditors thereon and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2024 and the Report of the Auditors thereon.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	69369046	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		

Public-Institutional holders	Remote Evoting	2430000	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	139771711	45767620	32.7446	45746313	21307	99.9534	0.0466
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		45767620	32.7446	45746313	21307	99.9534	0.0466
	Total	211570757	45767620	21.6323	45746313	21307	99.9534	0.0466

2	To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the Financial Year ended 31st March 2024							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	69369046	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Institutional holders	Remote Evoting	2430000	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	139771711	45747495	32.7302	45746218	1277	99.9972	0.0028
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		45747495	32.7302	45746218	1277	99.9972	0.0028
	Total	211570757	45747495	21.6228	45746218	1277	99.9972	0.0028

3		To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2025						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	69369046	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Institutional holders	Remote Evoting	2430000	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	139771711	45747495	32.7302	45744188	3307	99.9928	0.0072
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		45747495	32.7302	45744188	3307	99.9928	0.0072
	Total	211570757	45747495	21.6228	45744188	3307	99.9928	0.0072