

**McNally Bharat Engineering Company Limited**

CIN: L45202WB1961PLC025181  
Corporate Office : Ecospace Campus 2B 11F/12  
New Town Rajarhat North 24 Parganas Kolkata 700 160  
T +91 3344591111  
E mbe.corp@mbsecl.co.in W www.mcnallybharat.com  
Registered Office: 4 Mangoe Lane Kolkata-700 001



22<sup>nd</sup> February 2022

**The National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> floor, Plot # C/1, 'G' Block  
Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

**BSF Limited**  
Corporate Relations Department  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 – Postal Ballot/E-voting Proceedings under Listing Regulation 31A(8)**

**Script Code/Symbol: 533629/MBECL**

In compliance with Listing Regulation 31A(8) and further to our letter dated 19<sup>th</sup> February 2022 intimating regarding Postal Ballot Results, Voting Results and Scrutinizer's Report, please find enclosed:

Certified true copy of Proceedings of the Postal Ballot held/E-voting held during the period 20<sup>th</sup> January 2022 to 18<sup>th</sup> February 2022 and Results thereof declared on 19<sup>th</sup> February 2022.

The above information is being uploaded on the website of the Company at [www.mcnallybharat.com](http://www.mcnallybharat.com).

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For **McNally Bharat Engineering Company Limited**

*M. Srinivas Ray*  
Indrani Ray  
Company Secretary



Encl: As above

**Certified True Copy of relevant extracts from the Minutes of the Announcement of Results of Postal Ballot including e-voting of McNally Bharat Engineering Company Limited on Saturday, 19<sup>th</sup> February 2022 at 5.00 PM**

It is hereby noted as follows:

1. At the Board Meeting held on 13<sup>th</sup> January 2022, the Board of Directors had approved Postal Ballot Notice to be sent to shareholders of the Company for passing Resolution by Postal Ballot through e-voting in respect of the following:  
Reclassification of two "Promoter Group" companies namely, EMC Limited and MKN Investment Private Limited into "Public" category under Regulation 31A of SEBI Listing Regulations.
2. At the same meeting, the Board has appointed Mr. Atul Kumar Labh, Practising Company Secretary (FCS - 4848 / CP - 3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata as the Scrutinizer for conducting the Postal Ballot/E-voting process in accordance with law in a fair and transparent manner.
3. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered remote e-voting facility to all its shareholders/beneficial holders of shares in the Depositories, to enable them cast their votes electronically instead of exercising their votes by physical postal ballot forms.
4. The Postal Ballot Notice was sent by electronic mode by National Securities Depository Limited (NSDL) to all those shareholders who have registered their email IDs with the Company/Depositories. The record date/cut-off date for determining the shareholders/list of beneficial owners who were entitled to be sent postal ballot notice was fixed as 14<sup>th</sup> January 2022.
5. By newspaper advertisement published in the Mint (English) and Sukhobor (Bengali) on 19<sup>th</sup> January 2022, the shareholders were informed of the completion of despatch of Postal Ballot Notice on 18<sup>th</sup> January 2022 and appointment of Mr. Atul Kumar Labh, Practising Company Secretary, as Scrutinizer, at the Company's Board Meeting on 13<sup>th</sup> January 2022. Further, the shareholders were intimated the period up to which voting can be done, i.e. from 10.00 AM on 20<sup>th</sup> January 2022 to 5.00 PM on 18<sup>th</sup> February 2022, both days inclusive. Remote e-voting will be blocked by NSDL after 5.00 PM on 18<sup>th</sup> February 2022.



6. Postal Ballot Notice referred to above contained the following:

- (i) The draft Resolution;
- (ii) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013;
- (iii) Instructions on Procedure for remote e-voting.

7. After the time fixed for closure of e-voting i.e. after 5 PM on 18<sup>th</sup> February 2022, a final electronic report was generated by the Scrutinizer by accessing the data made available to him as Scrutinizer on the website of NSDL. In conformity with the present regulatory requirements, since no physical votes through postal ballot were received, the Scrutinizer submitted a Report dated 19<sup>th</sup> February 2022 to the Chairman of the Board of Directors of the Company based on the reports generated from the NSDL e-voting website only, on the proposed Resolution as given below:

**Item No. 1 (Ordinary Resolution)**

Approval for Reclassification of two "Promoter Group" companies into "Public" category under Regulation 31A of SEBI Listing Regulations:

Voiting Pattern	Number of members voted	Number of Votes	Percentage of total valid votes polled (%)
Votes cast in favour	106	71034961	99.9774%
Votes cast against	20	16025	0.0226%
Invalid votes	2	250500	NA

8. The results of Postal Ballot and e-voting as declared by the Scrutinizer are summarised below:

Description of Resolution passed	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Resolution No. 1 <b>(Ordinary Resolution)</b> Approval for Reclassification of two "Promoter Group" companies into "Public" category under Regulation 31A of Listing Regulations	211570757	71050986	33.58%	71034961	16025	99.9774%	0.0226%



requisite majority:

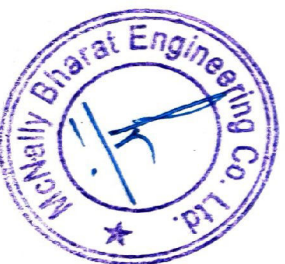
**Resolution No. 1 – As Ordinary Resolution**

“RESOLVED that pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together “Stock Exchanges”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members of the Company be and is hereby accorded for reclassification of the status of following promoters and/or persons constituting promoter group of the Company (hereinafter referred to as the “Outgoing Entities”) from “Promoter Group” to “Public” category of the Company:

<b>Name of the Outgoing Entities</b>	<b>No. of Equity shares held as on the date of this Notice</b>	<b>Percentage of Shareholding/Voting rights as at the date of this Notice</b>
EMC Limited	10137689	4.79%
MKN Investment Private Limited (holding company of EMC Limited)	Nil	Nil

RESOLVED FURTHER that it be noted that the Outgoing Entities constituting promoter group i.e. EMC Limited and MKN Investment Private Limited seeking re-classification do not:

- together hold more than 10% of the total voting rights in the Company;





- exercise control over the affairs of the Company, either directly or indirectly;
- participate directly or indirectly whatsoever, in any activities of the Company;
- have any special rights with respect to the Company through formal or informal arrangements including any shareholder agreements;
- have their representatives on the Board of Directors (including not having a nominee director/s) of the Company;
- act as key managerial personnel in the Company;
- constitute a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- constitute a 'fugitive economic offender' as per section 12 of the Fugitive Economic Offenders Act, 2018;

RESOLVED FURTHER that after such re-classification, EMC Limited and MKN Investment Private Limited shall cease to belong to the 'Promoter & Promoter Group Category' of the Company;

RESOLVED FURTHER that any one of the Directors and Company Secretary of the Company, be and are hereby severally authorised to intimate Stock exchanges post Members' approval and to submit a reclassification application to the Stock exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc. on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, things as may be necessary to give effect to this Resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned Resolution;

RESOLVED FURTHER that a copy of this Resolution certified to be true by any one Director or the Company Secretary of the Company be provided to the persons/authorities concerned as may be necessary."

12. Based on the above declaration of Scrutinizer, Ms. Indrani Ray, Company Secretary, confirmed that the Resolution as set out in the Postal Ballot Notice dated 13<sup>th</sup> January 2022, had been duly passed and announced on 19<sup>th</sup> February 2022 at about 5 PM.

**CERTIFIED TRUE COPY**

**For McNally Bharat Engineering Company Limited**

*M. Srinivas Ray*  
Indrani Ray  
Company Secretary

