



## McNally Bharat Engineering Company Limited

CIN: L45202WB1961PLC025181

Corporate Office: Ecospace Campus 2B 11F/12

New Town Rajarhat North 24 Parganas Kolkata-700160

Telephone +91 3344591111

Email: mbe.corp@mbecl.co.in Website: www.mcnallybharat.com

Registered Office: 4 Mangoe Lane Kolkata-700001

1<sup>st</sup> September 2023

### 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

### BSE 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,

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

**Sub: Consolidated Scrutinizer's Report in respect of the 60<sup>th</sup> Annual General Meeting of McNally Bharat Engineering Company Limited and Voting Results**

Scrip Code/Symbol: 532629 / MBECL

Kindly refer to our letter dated 31<sup>st</sup> August 2023 informing the outcome of the Company's 60<sup>th</sup> Annual General Meeting and filing of Voting Results within 2 working days of the conclusion of the Meeting with the Stock Exchanges as prescribed under Regulation 44 of the SEBI Listing Regulations. Pursuant to Regulation 44(3) we are 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 AGM of the Company along with the Consolidated Scrutinizer's Report, marked as "Annexure-I". All the Items of business for consideration at the 60<sup>th</sup> AGM, as set out in the AGM Notice, have been passed by the Members by requisite majority.

The above are also being uploaded on the Company website [www.mcnallybharat.com](http://www.mcnallybharat.com). You are requested to take the same on record and oblige.

Yours faithfully,

For McNally Bharat Engineering Company Limited

**INDRANI**

**RAY**

Indrani Ray

**Company Secretary**

Encl: As above

Digitally signed by INDRANI RAY  
DN: cn=INDRANI RAY  
o=McNally Bharat Engineering Company Limited  
ou=Corporate Relations Department  
c=IN  
email=indrani.ray@mcnallybharat.com

*[McNally Bharat Engineering Company Limited is under Corporate Insolvency Resolution Process as per provisions of the Insolvency and Bankruptcy Code, 2016. Its affairs, business, and assets are being managed by the Resolution Professional, Mr. Ravi Sethia, appointed by the Kolkata Bench of the Hon'ble National Company Law Tribunal vide Order dated 26 August 2022 (Order published on 2 September 2022) under the provisions of the Code.]*

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

Member  Williamson Magor Group



**Prakash Shaw & Co.**

*Practicing Company Secretaries*

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

## **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 60th Annual General Meeting of  
McNally Bharat Engineering Company Limited  
4, Mangoe Lane, 7th Floor  
Kolkata – 700 001**

*Dear Sir,*

I, Prakash Kumar Shaw, Practising 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 60<sup>th</sup> Annual General Meeting (“AGM”) of the members of “*McNally Bharat Engineering Company Limited*” (“*Company*”) held on Thursday, the 31<sup>st</sup> day of August, 2023 at 3:30 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with earlier MCA Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January 2021, Circular No. 02/2022 dated 5<sup>th</sup> May 2022 and 11/2022 date 28<sup>th</sup> December, 2022 (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 the 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 the 26<sup>th</sup> day of May, 2023. 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 Monday, the 28<sup>th</sup> day of August, 2023 up to 5:00 P.M. IST on Wednesday, the 30<sup>th</sup> day of August, 2023.
2. The shareholders holding shares as on the “cut off” date, i.e. the 24<sup>th</sup> day of August, 2023 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the AGM dated the 26<sup>th</sup> day of May, 2023.
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 Thursday, the 31<sup>st</sup> day of August, 2023 around 4:22 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 : 124991] are as under:



<A> **ORDINARY BUSINESS:**

a) **Resolution 1**

To receive, consider and adopt: (a) The audited financial statement of the Company for the financial year ended 31st March 2023, 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 2023 and the Report of the Auditors thereon.

(i) Voted in favour of the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	19	49356318	
E-voting at AGM	1	1	
<b>Total</b>	<b>20</b>	<b>49356319</b>	<b>99.99795%</b>

(ii) Voted against the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	1010	
E-voting at AGM	0	0	
<b>Total</b>	<b>9</b>	<b>1010</b>	<b>0.00205%</b>

(iii) Invalid Votes:

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0



**b) Resolution 2**

**To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the financial year ended March 31, 2023**

(i) Voted **in favour** of the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	37	94793575	
E-voting at AGM	1	1	
<b>Total</b>	<b>38</b>	<b>94793576</b>	<b>99.99893%</b>

(ii) Voted **against** the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	1010	
E-voting at AGM	0	0	
<b>Total</b>	<b>9</b>	<b>1010</b>	<b>0.00107%</b>

(iii) **Invalid** Votes:

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0



c) **Resolution 3**

**To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for reappointment, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during continuation of the CIRP Process.**

(i) Voted **in favour** of the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	37	94793575	
E-voting at AGM	1	1	
<b>Total</b>	<b>38</b>	<b>94793576</b>	<b>99.99893%</b>

(ii) Voted **against** the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	1010	
E-voting at AGM	0	0	
<b>Total</b>	<b>9</b>	<b>1010</b>	<b>0.00107%</b>

(iii) **Invalid** Votes:

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0



<B> **SPECIAL BUSINESS:**

**d) Resolution 4 : Special Resolution**

**To approve continuation of directorship of Mr. Asim Kumar Barman (DIN 02373956) Non-executive Independent Director beyond the age of 75 years in his current tenure.**

(i) **Voted in favour of the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	19	49356318	
E-voting at AGM	1	1	
<b>Total</b>	<b>20</b>	<b>49356319</b>	<b>99.99795%</b>

(ii) **Voted against the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	1010	
E-voting at AGM	0	0	
<b>Total</b>	<b>9</b>	<b>1010</b>	<b>0.00205%</b>

(iii) **Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0



**e) Resolution 5 : Ordinary Resolution**

**To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2023**

(i) Voted **in favour** of the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	37	94793575	
E-voting at AGM	1	1	
<b>Total</b>	<b>38</b>	<b>94793576</b>	<b>99.99893%</b>

(ii) Voted **against** the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	1010	
E-voting at AGM	0	0	
<b>Total</b>	<b>9</b>	<b>1010</b>	<b>0.00107%</b>

(iii) **Invalid** Votes:

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0





c) **Resolution 3**

**To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for reappointment, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during continuation of the CIRP Process.**

(i) Voted **in favour** of the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	37	94793575	
E-voting at AGM	1	1	
<b>Total</b>	<b>38</b>	<b>94793576</b>	<b>99.99893%</b>

(ii) Voted **against** the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	1010	
E-voting at AGM	0	0	
<b>Total</b>	<b>9</b>	<b>1010</b>	<b>0.00107%</b>

(iii) **Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
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 Shaw*  
**PRAKASH KUMAR SHAW**  
*Practising Company Secretary*  
Membership No 32895  
COP- 16239  
UDIN No.: A032895E000908979  
P/R No. 3022/2023



Date: 01.09.2023

Place : Kolkata

Witness:

1. *Abhishek Pandey*

(Abhishek Pandey)

Purti Aqua, Check Post, 363, Rajarhat Main Road,  
Dashadrone, Rajarhat, Kolkata 700136

2. *Vikash Shaw*

(Vikash Shaw)

165/1, Benaras Road, 3<sup>rd</sup> Floor  
Howrah - 711106



**Received the Report of the Scrutinizer**  
**For McNally Bharat Engineering Company Limited**

**INDRANI**  
**RAY**

**Indrani Ray**  
**Company Secretary**

# MCNALLY BHARAT ENGINEERING CO LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	31-Aug-23
Total Number of Shareholders on Record Date	23665
<b>No. of Shareholders Present in the Meeting Either in Person or Through Proxy :</b>	
Promoter & Promoter Group	
Public	
<b>Total</b>	
<b>No. of Shareholders Attended the Meeting Through Video Conferencing :</b>	
Promoter & Promoter Group	6
Public	39
<b>Total</b>	<b>45</b>

1	To receive, consider and adopt : (a) The audited financial statement of the Company for the financial year ended 31st March 2023, 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 2023 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 Voting at AGM	69374046	49350036	71.13617	49350036	0	100.00000	0.00000
	Postal Ballot (if applicable)		0		0	0		
	<b>Total</b>		49350036	71.13617	49350036	0	100.00000	0.00000
Public-Institutional holders	Remote Voting at AGM	92719	0	0.00000	0	0		
	Postal Ballot (if applicable)		0	0.00000	0	0		
	<b>Total</b>		0	0.00000	0	0		
Public-Non Institution holders	Remote Voting at AGM	142103992	7292	0.00513	6282	1010	86.14920	13.85080
	Postal Ballot (if applicable)		1	0.00000	1	0	100.00000	0.00000
	<b>Total</b>		7293	0.00513	6283	1010	86.15110	13.84890
<b>Total</b>		211570757	49357329	23.32899	49356319	1010	99.99795	0.00205

2	To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the Financial Year ended 31st March 2023							
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 Voting at AGM	69374046	49350036	71.13617	49350036	0	100.00000	0.00000
	Postal Ballot (if applicable)		0		0	0		
	<b>Total</b>		49350036	71.13617	49350036	0	100.00000	0.00000
Public-Institutional holders	Remote Voting at AGM	92719	0	0.00000	0	0		
	Postal Ballot (if applicable)		0	0.00000	0	0		
	<b>Total</b>		0	0.00000	0	0		
Public-Non Institution holders	Remote Voting at AGM	142103992	45444549	31.97978	45443539	1010	99.99778	0.00222
	Postal Ballot (if applicable)		1	0.00000	1	0	100.00000	0.00000
	<b>Total</b>		45444550	31.97978	45443540	1010	99.99778	0.00222
<b>Total</b>		211570757	94794586	44.80515	94793576	1010	99.99893	0.00107

3	To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for reappointment							
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 Voting at AGM	69374046	49350036	71.13617	49350036	0	100.00000	0.00000
	Postal Ballot (if applicable)		0		0	0		
	<b>Total</b>		49350036	71.13617	49350036	0	100.00000	0.00000
Public-Institutional holders	Remote Voting at AGM	92719	0	0.00000	0	0		
	Postal Ballot (if applicable)		0	0.00000	0	0		
	<b>Total</b>		0	0.00000	0	0		
Public-Non Institution	Remote Voting at AGM	142103992	45444549	31.97978	45443539	1010	99.99778	0.00222
	<b>Total</b>		1	0.00000	1	0	100.00000	0.00000

holders	Postal Ballot (if applicable)	N.A.		N.A.	N.A.	N.A.	N.A.	
	Total	45444550	31.97978	45443540	1010	99.99778	0.00222	
	Total	211570757	94794586	44.80515	94793576	1010	99.99893	0.00107

4	To approve continuation of directorship of Mr. Asim Kumar Barman (DIN 02373956) Non-executive Independent Director beyond the age of 75 years in his current tenure.							
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 Voting	69374046	49350036	71.13617	49350036	0	100.00000	0.00000
	E voting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		49350036	71.13617	49350036	0	100.00000	0.00000
Public-Institutional holders	Remote Voting	92719	0	0.00000	0	0		
	E voting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Voting	142103992	7292	0.00513	6282	1010	86.14920	13.85080
	E voting at AGM		1	0.00000	1	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7293	0.00513	6283	1010	86.15110	13.84890
	Total	211570757	49357329	23.32899	49356319	1010	99.99795	0.00205

5	To approve the remuneration of the Cost Auditors for the financial year ending 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 Voting	69374046	49350036	71.13617	49350036	0	100.00000	0.00000
	E voting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		49350036	71.13617	49350036	0	100.00000	0.00000
Public-Institutional holders	Remote Voting	92719	0	0.00000	0	0		
	E voting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Voting	142103992	45444549	31.97978	45443539	1010	99.99778	0.00222
	E voting at AGM		1	0.00000	1	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		45444550	31.97978	45443540	1010	99.99778	0.00222
	Total	211570757	94794586	44.80515	94793576	1010	99.99893	0.00107