

## 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 33 30141111  
E mbe.corp@mbecl.co.in W www.mcnallybharat.com  
Registered Office : 4 Mangoe Lane Kolkata-700 001

April 26, 2019

**Bombay Stock Exchange Limited**  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400001

**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Plot no. C/1, G Block, Bandra - Kurla  
Complex, Bandra (E), Mumbai - 400 051

Dear Madam/Sir,

**Sub: Intimation Under Regulation 31A Of The SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulations, 2018.**

This is to inform you that the Board of Directors of the Company through a Circular Resolution on April 26, 2019 has approved the request for Re-classification of Shares held by EMC Limited from existing 'Promoter and Promoter Group' Category to 'Public' Category under Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulations, 2018.

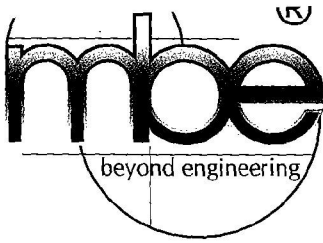
Further, in accordance with Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018, the Extract of the Resolution passed by Circulation by the Board of Directors approving the request for re-classification of shares as stated above is attached herewith.

We hope you will find the above in order.

Thanking You,

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

**Indranil Mitra**  
Company Secretary



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### Resolution passed by Circulation on Friday, April 26, 2019

#### Reclassification of shareholding of EMC Ltd from 'Promoter' Category to 'Public' Category

The Board was informed that this resolution was proposed to be passed in supersession of the earlier resolution on the captioned matter passed in the Board Meeting held on November 14, 2018, which had lapsed. Due to late receipt of an undertaking from EMC Ltd. as stipulated under the checklist of National Stock Exchange of India Ltd. for re-classification, the Company was not in a position to obtain approval of Shareholders within the stipulated period of 6 months from the date of obtaining approval of Board of Directors as required under Regulation 31A(3)(ii) of SEBI LODR Regulations.

EMC Limited had requested the Company to reclassify them from 'Promoter & Promoter Group' Category to 'Public' Category and thus removal of their names from promoter group of McNally Bharat Engineering Company Limited ("the Company"), pursuant to the provisions of the Regulation 31A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

It was recommended that in reference to the above and taking into consideration the request of EMC Limited, vide their letter dated May 14, 2018, their request be accepted to re-classify them as 'Public' or remove them from the 'Promoter and Promoter Group' of the Company, as they do not :

- participate directly or indirectly whatsoever, in any activities of the Company
- directly or indirectly, exercise control, over the affairs of the Company and
- hold any key managerial position or representations of the Board of Directors in the Company and is merely included in promoter group of the Company.

The Board of Directors were of the view that application for re-classification of EMC Ltd. from 'Promoter and Promoter Group' Category to 'Public' Category be accepted and be placed before the Members of the Company for their approval at the General Meeting. On approval of the same by the members, application be made by the Company to National Stock Exchange of India Ltd. and BSE Ltd. and / or to any other authority for their approval, as may be necessary.

Accordingly the Board passed the following Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and all other applicable provisions of the Companies Act, 2013, if any, and subject to necessary approval from SEBI, Stock Exchanges and other regulatory authorities, if any, and the consent of the shareholders of the Company, the proposal for reclassification of shareholding of EMC Ltd. from 'Promoter' Category to 'Public' Category be and is hereby approved for placement of the same before the shareholders for their approval."

**"RESOLVED FURTHER THAT** Mr. Srinivash Singh, Managing Director, Mr. Manoj Kumar Digga, Chief Financial Officer and Mr. Indranil Mitra, Company Secretary be and are hereby severally authorized to obtain Shareholders' approval and to file the necessary applications with the Stock Exchanges or any other regulatory authority, as may be required or necessary and to do all such acts, deeds, matters and things as may be necessary proper or expedient to give effect to this resolution and to execute all such documents, instruments, undertakings, papers and/or writings for and on behalf of the Company as may be required in respect of the aforesaid matter."

MCNALLY BHARAT ENGINEERING COMPANY LIMITED

Indranil Mitra  
Company Secretary