

**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

31<sup>st</sup> August 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,

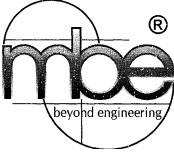
**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Sub: Proceedings of the 60<sup>th</sup> Annual General Meeting of McNally Bharat Engineering Company Limited**

Scrip Code/Symbol: 532629 / MBECL

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and other applicable provisions, if any (hereinafter referred to as “SEBI Listing Regulations), we are submitting herewith the summary of proceedings of the 60<sup>th</sup> Annual General Meeting of the Members of the Company held today, *ie.* Thursday, the 31<sup>st</sup> day of August 2023 at 3.30 PM IST through Video-Conferencing (VC) / Other Audit Visual Means (OAVM), marked as “**Annexure – I**”. The Meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by the Securities and Exchange Board of India (SEBI) and as per applicable provisions of the Companies Act 2013 and the Rules made thereunder.

*[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.]*



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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**

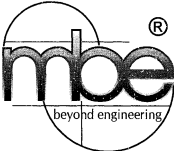
Indrani Ray  
**Company Secretary**

Encl: As above

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

Member  Williamson Magor Group



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## **Annexure-I**

### **Summary of the Proceedings of the 60<sup>th</sup> Annual General Meeting of the Members of the Company held on Thursday, 31<sup>st</sup> August 2023 at 3.30 PM (IST) through VC/OAVM facility**

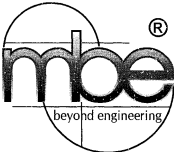
#### **A. Date, time and venue of the Annual General Meeting (AGM):**

The 60<sup>th</sup> AGM of the Company was held on Thursday, 31<sup>st</sup> August 2023 through VC/OAVM facility. The Meeting commenced at 3.30 PM (IST) and concluded at 4.00 PM (IST). A total of 45 Members attended the Meeting out of which 27 Members attended the meeting through VC/OAVM and 18 Members were represented by their authorized representatives at the Meeting through the afore-mentioned VC/OAVM.

#### **B. Proceedings of the Meeting in brief:**

- (i) Mr. Aditya Khaitan, Chairman of the Board of Directors of the Company, was unable to attend the Meeting due to prior commitments.
- (ii) At the request of Mr. Ravi Sethia, Resolution Professional of McNally Bharat Engineering Company Limited (Company undergoing Corporate Insolvency Resolution Process as per provisions of the Insolvency & Bankruptcy Code 2016), Mr. Asim Kumar Barman, Independent Director and Chairman of the Audit Committee, chaired the Meeting.
- (iii) Mr. Asim Kumar Barman, Chairperson of the Meeting, informed that the Meeting was held through Video Conferencing.
- (iv) The requisite quorum being present, the Chairman declared the Meeting open and welcomed the Members.
- (v) The Company Secretary informed that the Company had provided the Members the facility to cast their votes electronically, on all the 5 Items of business set forth in the Notice through Remote e-Voting prior to the AGM and through e-Voting system during the AGM using the platform provided by National Securities Depository Limited (“NSDL”). The said facility of Remote e-Voting commenced at 10.00 AM (IST) on Monday, 28<sup>th</sup> August 2023 and concluded at 5.00 PM (IST) on Wednesday, 30<sup>th</sup> August 2023.

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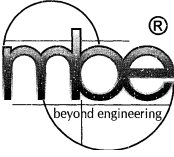
Further, on 31<sup>st</sup> August 2023, the day of the 60<sup>th</sup> AGM, the facility of e-Voting was also provided by the Company to its Members present through VC/OAVM facility, who did not cast their votes through Remote e-Voting. Mr. Prakash Kumar Shaw, Practicing Company Secretary, (Membership No. 32895, COP –16239) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process prior to the AGM and through e-Voting system during the AGM in a fair and transparent manner. It was further informed that there would be no voting by show of hands. No result was declared at the Meeting.

- (vi) The Notice convening the 60<sup>th</sup> AGM was taken as read with the consent of the Members present.
- (vii) The Chairperson address the Members.
- (viii) The registers and documents, as statutorily required, were available for inspection during the Meeting.
- (ix) The Chairperson then placed before the Meeting, all the 5 items of business, as mentioned hereinbelow, *in seriatim*, as mentioned in the AGM Notice. These following Items of business, as set out in the Notice convening the 60<sup>th</sup> AGM were taken up by the Chairperson.

### **Ordinary Business:**

- a) To receive, consider and adopt: (i) 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 (ii) the audited consolidated financial statement of the Company for the financial year ended 31st March 2023 and the Report of the Auditors thereon.
- b) To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the Financial Year ended 31<sup>st</sup> March 2023.
- c) 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.

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### **Special Business:**

- d) 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.
- e) To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2024.
- (x) The Chairperson gave an opportunity to the Pre-registered Members to raise their queries or seek clarifications on the Items of business. Thereafter, the Chairperson responded to the queries and clarifications sought by the Members.
- (xi) The Chairperson then said that the Voting results along with the Scrutinizer's Report will be made available to the stock exchanges within 2 working days from the conclusion of the AGM and will be posted on the Company's website at [www.mcnallybharat.com](http://www.mcnallybharat.com) and on the website of NSDL, the authorized agency for providing the e-Voting facility.
- (xii) The Chairperson, thereafter, thanks the Members for attending the Meeting and declared the 60<sup>th</sup> AGM closed.

This letter /Annexure does not constitute Minutes of the proceedings of the Annual General Meeting of the Company.


All the Items of business for consideration at the 60<sup>th</sup> AGM, as set out in the Notice dated 26<sup>th</sup> May 2023 have been passed by the Members by the requisite majority through remote e-Voting and Electronic Voting during the AGM. Kindly take the afore-mentioned information in your record and oblige.

**For McNally Bharat Engineering Company Limited**

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

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