

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

September 05, 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,

Subject: Details of voting Results: Postal Ballot and remote e-voting

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated May 30, 2019, please find enclosed herewith the voting results of the Postal Ballot conducted by the Company for seeking approval of Members of the Company for a) Reclassification of the Status of Promoters' Shareholding into Public Shareholding and b) Approval and Waiver of Excess Managerial Remuneration Paid / Payable to Mr. Srinivash Singh, Managing Director of the Company for the Period of 3 Years w.e.f. December 14, 2016 as per the prescribed format along with the Scrutinizer's Report issued by Mr. A K Labh, on behalf of A K Labh & Co., (CP No.:3238), Company Secretaries in Practice, Kolkata, the Scrutinizer.

Based on the Scrutinizer's Report, we would like to inform that the special resolutions as set out in the Notice of Postal Ballot dated May 30, 2019, have been duly approved by the Members of the Company with requisite majority.

We request you to kindly take the above information on record.

Thanking You,

Yours Faithfully,
For McNally Bharat Engineering Company Limited

Rahul Banerjee
Company Secretary

Format for Voting Result

Date of the POSTAL BALLOT	Sep.03,2019
Total Number of Shareholders on record date	15430
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	0
Public	0
Total	0
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

1.		Reclassification of the Status of Promoters Shareholding into Public Shareholding						
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	E-Voting	71161808	19357432	27.20200	19357432	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		41603030	58.46260	41603030	N.A.	100.00000	N.A.
	Total		60960462	85.66460	60960462	0	100.00000	
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	100844918	7559	0.00750	5113	2446	67.64120	32.35880
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		985	0.00100	985	N.A.	100.00000	N.A.
	Total		8544	0.00850	6098	2446	71.37170	28.62830
Total		172151757	60969006	35.41585	60966560	2446	99.99599	0.00401

2.		Approval and Waiver of excess managerial remuneration paid / payable to Mr. Srinivash Singh, Managing Director of the Company for the period of 3 years w.e.f. December 14, 2016						
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	E-Voting	71161808	19357432	27.20200	19357432	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		41603030	58.46260	41603030	N.A.	100.00000	N.A.
	Total		60960462	85.66460	60960462	0	100.00000	
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	100844918	7559	0.00750	3340	4219	44.18570	55.81430
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		985	0.00100	985	N.A.	100.00000	N.A.
	Total		8544	0.00850	4325	4219	50.62030	49.37970
Total		172151757	60969006	35.41585	60964787	4219	99.99308	0.00692

CERTIFIED TO BE TRUE COPY
McNALLY BHARAT ENGINEERING COMPANY LIMITED

Rahul Banerjee
Rahul Banerjee
Company Secretary

A. K. LABH

FCS, ACMA (ICAI), MBA, M. Com., ACS: (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

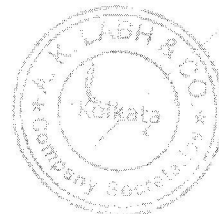
Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
McNally Bharat Engineering Company Limited
Four Mangoe Lane
Kolkata - 700001
West Bengal

Dear Sir,

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 30th May, 2019.
- (2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolutions contained in the Notice of the postal ballot and e-voting dated the 30th May, 2019. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots 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 Central Depository Services (India) Limited (CDSL) and of voting received through postal ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of Postal Ballot Notice and Postal Ballot forms (containing e-voting instructions) through e-mail / other permitted modes as applicable on 2nd day of August, 2019 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 26th day of July, 2019.
 - (b) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.
 - (c) The ballot boxes were opened after 5:00 p.m. on Tuesday, 3rd day of September, 2019 in our presence.



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com, ACSI (Lond)
DIM, DHRD, PGI, DSM, DIRPM
Practising Company Secretary

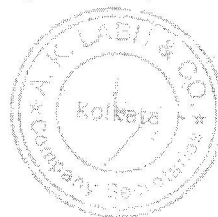


A. K. LABH & Co.

Company Secretaries

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Website : www.aklabh.com

- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5:00 p.m. on Tuesday, 3rd day of September, 2019 the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5:00 p.m. on Tuesday, 3rd day of September, 2019, if any, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
- (j) The e-voting period remained open from 09:00 A.M. IST on Monday, the 5th day of August, 2019 up to 5:00 P.M. IST on Tuesday, the 3rd day of September, 2019.
- (k) The Shareholders holding shares as on the "cut off" date, i.e. 26th day of July, 2019 were entitled to vote on the proposed resolutions as mentioned in the notice of the postal ballot and e-voting dated 30th day of May 2019.
- (l) The result of the electronic voting was downloaded after 5:00 p.m. on Tuesday, the 3rd day of September, 2019 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unblocked in the presence of two witnesses, namely, Ms. Ankita Singh, residing at 76, Bhairav Dutta Lane, 3rd floor, Howrah - 711106 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata - 700060 and has been included in our report.
- (m) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (EVSN: 190731013)] is as follows :-



**SPECIAL BUSINESS:****Resolution 1 : Special Resolution*****Reclassification of the status of Promoter's shareholding into public shareholding******(i) Voted In favour of the Resolution:***

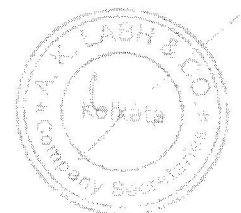
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	31	19362545	
Voting by ballot	13	41604015	
Total	44	60966560	99.996%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	9	2446	
Voting by ballot	0	0	
Total	9	2446	0.004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	5000



**Resolution 2 : Special Resolution**

Approval and waiver of excess Managerial Remuneration paid / payable to Mr. Srinivash Singh, Managing Director of the Company for the period of three years w.e.f. December 14, 2016

(i) Voted in favour of the Resolution:

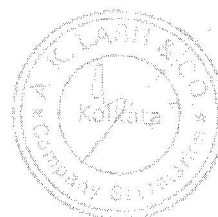
<i>Made of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	28	19360772	
Voting by ballot	13	41604015	
Total	41	60964787	99.993%

(ii) Voted against the Resolution:

<i>Made of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	12	4219	
Voting by ballot	0	0	
Total	12	4219	0.007%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	5000



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, OHRD, PGHDSM, DIRPM
Practicing Company Secretary



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4. The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.
5. You may accordingly declare the result of e-voting and Postal Ballot.
6. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.

Thanking You,

Yours truly

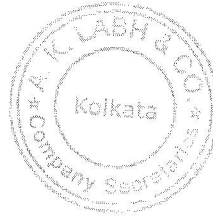
For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 25.05.2019



A. K. LABH

FCS, ACMA (ICAI), MBA, H.Com., ACSI (Lond)
DIM, DTRD, PGDPSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

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Website : www.aklabh.com

Witness:

1. 

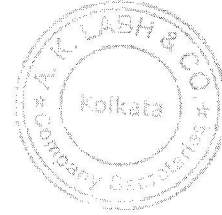
(Ankita Singh)

76, Bhairav Dutta Lane, 3rd Floor
Howrah - 711106

2. 

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer

For McNally Bharat Engineering Company Limited



(Rahul Banerjee)

Company Secretary

