

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

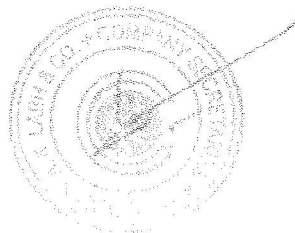
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

The Chairman
of the 57th Annual General Meeting of
McNally Bharat Engineering Company Limited
4, Mangoe Lane, 7th Floor
Kolkata – 700 001

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 57th Annual General Meeting (“AGM”) of the members of “*McNally Bharat Engineering Company Limited*” (“Company”) held on Tuesday, the 22nd day of December, 2020 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (collectively referred as “MCA Circulars”) 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 12th day of November, 2020. 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.



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I submit my report as under :

1. The remote e-voting period remained open from 10.00 A.M. IST on Saturday, the 19th day of December, 2020 up to 5.00 P.M. IST on Monday, the 21st day of December, 2020.
2. The shareholders holding shares as on the "cut off" date, i.e. the 15th day of December, 2020 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice dated the 12th day of November, 2020 of the AGM of the Company.
3. The Company has 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 has not been cast by them through remote e-voting.
4. The votes were unblocked on Tuesday, the 22nd day of December, 2020 around 12:15 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Asit Kumar Labh, residing at 71, N. D. Road, Kolkata – 700 008 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, 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: 115037] is as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2020, and the Reports of the Directors and the Auditors thereon; (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon

(i) Voted in favour of the Resolution:

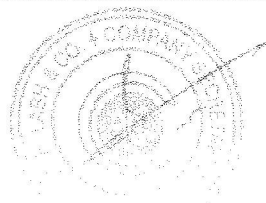
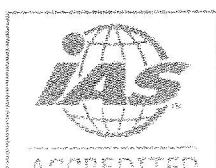
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	55	96825768	
E-voting at AGM	1	1001	
Total	56	96826769	99.999994%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	5	
E-voting at AGM	1	1	
Total	4	6	0.000006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	10803689



**b) Resolution 2**

To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the financial year ended March 31, 2020

(i) Voted in favour of the Resolution:

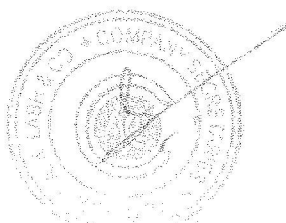
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	57	96825770	
E-voting at AGM	2	1002	
Total	59	96826772	99.999997%

(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>
Remote e-voting	1	3	
E-voting at AGM	0	0	
Total	1	3	0.000003%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10803689



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c) Resolution 3

To appoint a Director in place of Mr. Aditya Khaltan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election

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

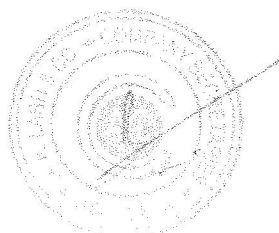
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	56	96825600	
E-voting at AGM	2	1002	
Total	58	96826602	99.999821%

(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>
Remote e-voting	2	173	
E-voting at AGM	0	0	
Total	2	173	0.000179%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10803689



** SPECIAL BUSINESS:****d) Resolution 4 : Special Resolution**

To approve the re-appointment of Mr. Srinivash Singh (DIN: 00789624) as the Managing Director (Key Managerial Personnel) of the Company

(i) Voted in favour of the Resolution:

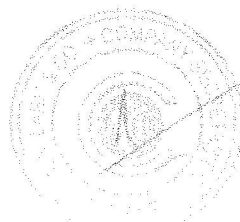
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	55	96825369	
E-voting at AGM	2	1002	
Total	57	96826371	99.999583%

(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>
Remote e-voting	3	404	
E-voting at AGM	0	0	
Total	3	404	0.000417%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10803689



**e) Resolution 5 : Special Resolution**

To approve the re-appointment of Mr. Asim Kumar Barman (DIN: 02373956) as an Independent Director of the Company

(i) Voted in favour of the Resolution:

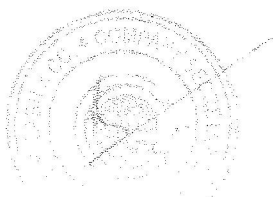
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	55	96825519	
E-voting at AGM	2	1002	
Total	57	96826521	99.999738%

(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>
Remote e-voting	3	254	
E-voting at AGM	0	0	
Total	3	254	0.000262%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10803689



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f) Resolution 6 : Ordinary Resolution

To approve the appointment of Mr. Nilotpal Roy (DIN: 00087298) as an Independent Director of the Company

(i) Voted in favour of the Resolution:

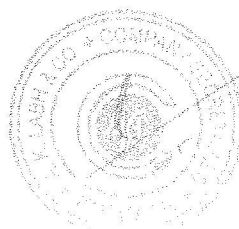
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	55	96825519	
E-voting at AGM	2	1002	
Total	57	96826521	99.999738%

(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>
Remote e-voting	3	254	
E-voting at AGM	0	0	
Total	3	254	0.000262%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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g) Resolution 7 : Ordinary Resolution

To approve the appointment of Ms. Kasturi Roy choudhury (DIN: 06594917) as an Independent Director of the Company

(i) Voted in favour of the Resolution:

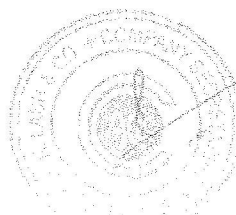
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	55	96825519	
E-voting at AGM	2	1002	
Total	57	96826521	99.999738%

(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>
Remote e-voting	3	254	
E-voting at AGM	0	0	
Total	3	254	0.000262%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10803689



**h) Resolution 8 : Ordinary Resolution**

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2021

(i) Voted in favour of the Resolution:

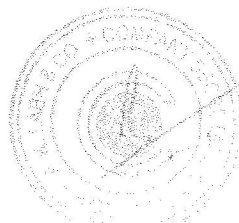
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	57	96825770	
E-voting at AGM	2	1002	
Total	59	96826772	99.999997%

(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>
Remote e-voting	1	3	
E-voting at AGM	0	0	
Total	1	3	0.000003%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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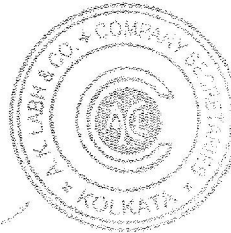
7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers including other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this 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 A. K. LABH & Co.

Company Secretaries



(CS A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238

UDIN : F004848B001603291

Place: Kolkata

Dated: 22.12.2020

Witness:



A. K. LABH

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1.

Asit Kumar Labh

(Asit Kumar Labh)

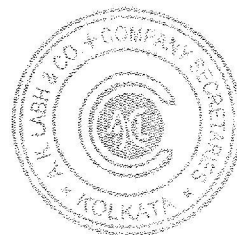
71, N. D. Road,
Kolkata - 700008

2.

Anushree Dasgupta

(Anushree Dasgupta)

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



Received the Report of the Scrutinizer

For McNally Bharat Engineering Company Limited

Rahul Banerjee

(Rahul Banerjee)

Company Secretary

Memb. No. - ACS 32796

