



## McNally Bharat Engineering Company Limited

CIN: L45202WB1961PLC025181  
Corporate Office: Ecospace Campus 2B 11F/12  
New Town Rajarhat North 24 Parganas Kolkata 700 160  
Telephone +91 3344591111  
Email: mbe.corp@mbecl.co.in Website: www.mcnallybharat.com  
Registered Office: 4 Mangoe Lane Kolkata-700001

8<sup>th</sup> September 2022

### 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  
Scrip Code: MBECL/ 532629

Dear Sir,

### **Sub: Scrutinizer's Report of the Company's 59<sup>th</sup> AGM & Voting Results** **Ref: Regulation 44 of SEBI Listing Regulations**

Further to our letter dated 7<sup>th</sup> September 2022 informing the outcome of the Company's 59<sup>th</sup> Annual General Meeting and the filing of Voting Results on 8<sup>th</sup> September 2022 with the Stock Exchanges as prescribed under Regulation 44 of the Listing Regulations, please find enclosed Scrutinizer's Report.

Please note that all the items of Ordinary Business and the Special Business have been duly approved with requisite majority.

Kindly take this into your records and host in your website.

Yours faithfully,

For **McNally Bharat Engineering Company Limited**

INDRANI

RAY

Indrani Ray

Company Secretary

Encl: As above



**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 59th 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 59<sup>th</sup> Annual General Meeting (“AGM”) of the members of “*McNally Bharat Engineering Company Limited*” (“Company”) held on Wednesday, the 7<sup>th</sup> day of September, 2022 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 (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 22<sup>nd</sup> day of July, 2022. 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 Sunday, the 4<sup>th</sup> day of September, 2022 up to 5:00 P.M. IST on Tuesday, the 6<sup>th</sup> day of September, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 30<sup>th</sup> day of August, 2022 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the AGM dated the 22<sup>nd</sup> day of July, 2022.
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 Wednesday, the 6<sup>th</sup> day of September, 2022 around 4:30 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 : 120666] are as under:



<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, 2022, 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, 2022 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	120	115086376	
E-voting at AGM	3	24300	
<b>Total</b>	<b>123</b>	<b>115110676</b>	<b>99.98435%</b>

(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	10	18013	
E-voting at AGM	0	0	
<b>Total</b>	<b>10</b>	<b>18013</b>	<b>0.01565%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**b) Resolution 2**

*To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the financial year ended March 31, 2022*

*(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	118	115086116	
E-voting at AGM	3	24300	
<b>Total</b>	<b>121</b>	<b>115110416</b>	<b>99.98413%</b>

*(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	12	18273	
E-voting at AGM	0	0	
<b>Total</b>	<b>12</b>	<b>18273</b>	<b>0.01587%</b>

*(iii) Invalid Votes:*

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



**c) Resolution 3**

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

*(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	119	115086375	
E-voting at AGM	3	24300	
<b>Total</b>	<b>122</b>	<b>115110675</b>	<b>99.98435%</b>

*(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	11	18014	
E-voting at AGM	0	0	
<b>Total</b>	<b>11</b>	<b>18014</b>	<b>0.01565%</b>

*(iii) Invalid Votes:*

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



**d) Resolution 4 : 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:*

<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	119	115086375	
E-voting at AGM	3	24300	
<b>Total</b>	<b>122</b>	<b>115110675</b>	<b>99.98435%</b>

*(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	11	18014	
E-voting at AGM	0	0	
<b>Total</b>	<b>11</b>	<b>18014</b>	<b>0.01565%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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.: A032895D000941077



Date: 08.09.2022

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	07-Sep-22
Total Number of Shareholders on Record Date	25348
<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	13
Public	37
<b>Total</b>	<b>50</b>

1	To receive, consider and adopt: (a) the audited financial statements of the Company for the financial year ended March 31, 2022, and the Reports of the Directors and the Auditors thereon and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and							
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 Evoting	59236357	59212357	99.95948	59212357	0	100.00000	0.00000
	Evoting at AGM		24000	0.04052	24000	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		59236357	100.00000	59236357	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	92719	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	152241681	55892032	36.71270	55874019	18013	99.96777	0.03223
	Evoting at AGM		300	0.00020	300	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		55892332	36.71290	55874319	18013	99.96777	0.03223
<b>Total</b>		211570757	115128689	54.41616	115110676	18013	99.98435	0.01565

2	To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the Financial Year ended 31st March 2022							
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 Evoting	59236357	59212357	99.95948	59212357	0	100.00000	0.00000
	Evoting at AGM		24000	0.04052	24000	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		59236357	100.00000	59236357	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	92719	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	152241681	55892032	36.71270	55873759	18273	99.96731	0.03269
	Evoting at AGM		300	0.00020	300	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		55892332	36.71290	55874059	18273	99.96731	0.03269
<b>Total</b>		211570757	115128689	54.41616	115110416	18273	99.98413	0.01587

3	To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, has sought for his re-appointment, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIRP Process							
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	Remote Evoting	59236357	59212357	99.95948	59212357	0	100.00000	0.00000
	Evoting at AGM		24000	0.04052	24000	0	100.00000	0.00000

Group	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		59236357	100.00000	59236357	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	92719	0	0.00000	0	0		
	Evoting 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 Evoting	152241681	55892032	36.71270	55874018	18014	99.96777	0.03223
	Evoting at AGM		300	0.00020	300	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		55892332	36.71290	55874318	18014	99.96777	0.03223
Total		211570757	115128689	54.41616	115110675	18014	99.98435	0.01565

4		To approve the remuneration of the Cost Auditors for the financial year ending 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 Evoting	59236357	59212357	99.95948	59212357	0	100.00000	0.00000
	Evoting at AGM		24000	0.04052	24000	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		59236357	100.00000	59236357	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	92719	0	0.00000	0	0		
	Evoting 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 Evoting	152241681	55892032	36.71270	55874018	18014	99.96777	0.03223
	Evoting at AGM		300	0.00020	300	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		55892332	36.71290	55874318	18014	99.96777	0.03223
Total		211570757	115128689	54.41616	115110675	18014	99.98435	0.01565