



**REPORT OF SCRUTINIZER
[E-VOTING]**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
McNally Bharat Engineering Company Limited,
(CIN L45202WB1961PLC025181)
4 Mangoe Lane,
Kolkata – 700 001

Dear Sir,

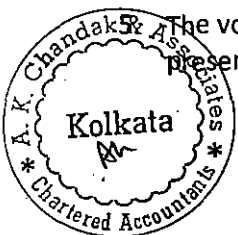
**Sub:- Scrutinizer's report on the Electronic Voting in respect of matters set out in the notice
Of the Extra Ordinary General Meeting.**

I, Ajay Kumar Chandak, (Membership No. 056119) and proprietor of M/s A.K Chandak & Associates, Chartered Accountants (FRN 326055E) having office at 31, Ganesh Chandra Avenue, 2nd Floor, Kolkata-700013 have been appointed as the Scrutinizer vide your letter dt. 02.02.2015 in connection with Extra Ordinary General Meeting (EGM) of the Members of "McNally Bharat Engineering Company Limited" ("Company") to be held on Saturday, 28th February 2015 at 10 A.M. at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No. 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata-700156, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. As per the information provided to me, the Company had completed the dispatch of notice of the Extra Ordinary General Meeting, through Registered Parcel and by email (to those members who have registered their email id) on 04.02.2015 to the members whose names appeared on the Register of members/ List of beneficiaries as on January 30, 2015.
2. The Company has availed the e-voting facility offered by Central Depository Service (India) Limited (CDSL) for conducting e-voting by the shareholders of the Company.
3. The e-voting period remained open from 10 A.M IST on Monday , the 23th day of February, 2015 up to 6.00 P.M IST on Tuesday, the 24th day of February, 2015.
4. The shareholders as on the "cut-off" date i.e. 30th day of January 2015 were entitled to vote on the proposed 3 (three) resolutions as mentioned in the notice dated 2nd February,2015, of the Extra Ordinary Annual General Meeting of the Company.

The votes were unblocked on Wednesday, the 25th day of February, 2015 at 11.15 A.M IST in the presence of witnesses, namely, Mr. Debtanu Ray resident of Kandi Mohanbagan, Post Kandi,





Dist Murshidabad, Pin- 742137 & Mr. Sandip Ghosh resident of Narua Panchanantala, Chandannagar, Hooghly-712136 who are not in employment of the Company who have signed below as witness.

6. Thereafter the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>)
7. The results of e-voting is as under:

(a) Item No. 1- Special Resolution

Issue of 75,00,000 Equity Shares on Preferential basis to person/entities not forming part of the promoter/ promoter group

(1) Voted in favour of the resolution

Number of members voted electronically	Number of Votes cast by them	% of the total number of valid votes cast
22	1,35,64,168	100%

(ii) Voted against the resolution

Number of members voted electronically	Number of Votes casted by them	% of the total number of valid votes cast
1	300	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of Votes cast by them
1	9,98,349

(b) Item No. 2- Special Resolution

Issue of 20,00,000 Equity Shares on Preferential basis to Williamson Magor and Company Ltd. , an entity forming part of the promoter/ promoter group

(1) Voted in favour of the resolution

Number of members voted electronically	Number of Votes cast by them	% of the total number of valid votes cast
21	1,13,82,769	100%

(ii) Voted against the resolution

Number of members voted electronically	Number of Votes casted by them	% of the total number of valid votes cast
1	300	0%





A. K. Chandak & Associates
CHARTERED ACCOUNTANTS

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Tel. : (033) 2225 3940, Telefax : 2225 3941
E-mail : ajaychandak07@yahoo.com

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of Votes cast by them
2	31,79,748

(c) Item No. 3- Special Resolution

Issue of 30,00,000 Warrants on Preferential basis to Williamson Magor and Company Ltd. , an entity forming part of the promoter/ promoter group

(1) Voted in favour of the resolution

Number of members voted electronically	Number of Votes cast by them	% of the total number of valid votes cast
19	99,09,427	87.05%

(ii) Voted against the resolution

Number of members voted electronically	Number of Votes casted by them	% of the total number of valid votes cast
3	14,73,642	12.95%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of Votes cast by them
2	31,79,748

8. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers , approves and signs the Minutes of the aforesaid Extra Ordinary General Meeting and thereafter the same will be handed over to the Company.

For A.K.Chandak & Associates
Chartered Accountants

(CA A.K.CHANDAK)

Practicing Chartered Accountants
(Mem. No. 056119 FRN 326055E)



Date- 26.02.2015

Place- Kolkata

We the undersigned witnessed that the votes were unlocked from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) in our presence at 11.15 A.M on 25.02.2015 at the office of Scrutinizer.

Debtanu Ray
Sandip Ghosh