

McNally Bharat Engineering Company Limited

CIN : L45202WB1961PLC025181
Ecospace Campus 2B 11F/12 (Old Plot No. AA II/Blk 3)
New Town Rajarhat North 24 Parganas Kolkata 700160
T +91 33 66281111 30141111 F +91 33 66282277 30142277
E mbe.corp@mbeccl.co.in W www.mcnallybharat.com

September 30, 2016

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,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that our Company concluded the Fifty Third Annual General Meeting of its Members on Thursday, September 29, 2016, at The Williamson Magor Hall, The Palladian Lounge, The Bengal Chamber of Commerce & Industry 6, Netaji Subhas Road, Kolkata – 700001.

The members voted on the following resolutions through both remote e-voting and poll conducted at the venue of the meeting:

- 1 To receive, consider and adopt the audited financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2016, and the Reports of the Directors and Auditors thereon
- 2 To declare a dividend on Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2016
- 3 To ratify the appointment of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company for the year ending March 31, 2017
- 4 To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election
- 5 To appoint a Director in place of Mr. Amritanshu Khaitan (DIN: 00213413) who retires by rotation and, being eligible, offers himself for re-election
- 6 To reappoint Mr. Prasanta Kumar Chandra (DIN: 01919454), as the Whole Time Director & COO of the Company under the designation "Whole Time Director & Chief Operating Officer" for a further period of three years with effect from February 15, 2015



- 7 To appoint Mr. Prabir Ghosh (DIN: 01912656), as the Whole time Director of the Company under the designation "Whole Time Director" for a period of three years with effect from July 4, 2016
- 8 To ratify the appointment and remuneration of A Bhattacharya & Associates for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March, 2017
- 9 To appoint Ms. Arundhati Datta (DIN: 03197285), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 23, 2016, as an Independent Director of the Company for a term up to September 28, 2021, and whose office shall not be liable to retire by rotation.

We are attaching herewith a report dated September 30, 2016, furnished by Mr. A K Labh, Practicing Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process of the meeting, for your information and record.

We also enclose herewith the voting details in respect of the aforesaid resolutions in the prescribed format as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

McNALLY BHARAT ENGINEERING CO. LTD.


DIBAKAR CHATTERJEE
COMPANY SECRETARY



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
McNally Bharat Engineering Company Limited
4 Mangoe Lane
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 53rd Annual General Meeting of the members of “**McNally Bharat Engineering Company Limited**” (“Company”) held on Thursday, 29th September, 2016 at The Williamson Magor Hall, The Palladian Lounge, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata-700001 at 11.00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said votings 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 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 12th August, 2016 (amended by an Addendum dated 23rd August, 2016). My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical 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 through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 09.00 A.M. IST on Monday, the 26th September, 2016 up to 5.00 P.M. IST on Wednesday, the 28th September, 2016.





2. The Shareholders holding shares as on the "cut off" date, i.e. 22nd September, 2016 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the notice dated 12th August, 2016 (amended by an Addendum dated 23rd August, 2016) of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The votes were unblocked on Thursday, the 29th September, 2016 around 12.15 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVSN : 160822013] and votes casted through physical ballot papers distributed at the AGM venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider and adopt the audited financial statements and audited consolidated financial statements of the company for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon

(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 | 23 | 25816167 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 32 | 28816723 | 100.00% |



*(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(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 |

b) Resolution 2

To declare a dividend on Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2016

(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 | 21 | 25815697 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 30 | 28816253 | 99.998% |



**(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 | 2 | 470 | |
| Voting by ballot | 0 | 0 | |
| Total | 2 | 470 | 0.002% |

(iii) Invalid Votes:

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

c) Resolution 3 : Ordinary Resolution

To ratify the appointment of M/s. Lovelock & Lewes, Chartered Accountants (FRN: 301056E) as the Statutory Auditors of the Company and fixation of their remuneration

(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 | 23 | 25816167 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 32 | 28816723 | 100.00% |



**(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(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

To appoint a Director in place of Mr. Aditya Khaitan (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 | 23 | 25816167 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 32 | 28816723 | 100.00% |



**(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

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

e) Resolution 5

To appoint a Director in place of Mr. Amritanshu Khaitan (DIN: 00213413), who retires by rotation and being eligible, offers himself for re-election

(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 | 23 | 25816167 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 32 | 28816723 | 100.00% |



**(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

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

** SPECIAL BUSINESS:****f) Resolution 6 : Special Resolution**

To re-appoint Mr. Prasanta Kumar Chandra (DIN: 01919454) as the Whole Time Director and Chief Operating Officer of the Company

(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 | 23 | 25816167 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 32 | 28816723 | 100.00% |





(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(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 |

g) Resolution 7 : Special Resolution

To appoint Mr. Prabir Ghosh (DIN: 01912656) as the Whole Time 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 | 23 | 25816167 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 32 | 28816723 | 100.00% |



**(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

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

h) Resolution 8 : Ordinary Resolution

To appoint M/s. A. Bhattacharya & Associates, Cost Accountants as the Cost Auditors of the Company and ratification of their remuneration for the Financial Year 2016-17

(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 | 23 | 25816167 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 32 | 28816723 | 100.00% |



**(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

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

i) Resolution 9 : Special Resolution

To appoint Ms. Arundhati Datta (DIN: 03197285) as an Independent Director of the Company

(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 | 0 | 0 | |
| Voting by ballot | 9 | 3000556 | |
| Total | 9 | 3000556 | 100.00% |



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
© (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

(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 | 0 | 0 | |
| Voting by ballot | 0 | 0 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

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

- All the resolutions proposed hereinabove have been passed with requisite majority.
- The physical ballot forms, remote e-voting register and 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 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



Place: Kolkata
Dated: 30.09.2016

McNALLY BHARAT ENGINEERING COMPANY LIMITED

Voting Results of the Annual General Meeting under Regulation 44 (3) of SEBI (LODR) Regulations, 2015

| | |
|--|--------------------|
| Date of the AGM | September 29, 2016 |
| Total Number of Shareholders on record date | 15671 |
| No. of shareholders present in the meeting either in person or through proxy : | |
| Promoter & Promoter group | 2 |
| Public | 126 |
| Total | 128 |
| No. of shareholders attended the meeting through Video Conferencing | N.A. |
| Promoter & Promoter group | |
| Public | |
| Total | |

Agenda- wise disclosure (Disclosed separately for agenda item)

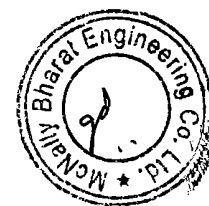
| 1 Ordinary Business | | To receive, consider and adopt the audited financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2016, and the Reports of the Directors and Auditors thereon | | | | | | |
|---|-------------------------------|---|-------------------------|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | 0 | | | | | | |
| 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 | 38645142 | 25645142 | 66.36060 | 25645142 | 0 | 100.00000 | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 28645142 | 74.12350 | 28645142 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 14624024 | 931 | 0.00640 | 931 | 0 | 100.00000 | |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1487 | 0.01020 | 1487 | 0 | 100.00000 | |
| Total | | 53593818 | 28816723 | 53.76874 | 28816723 | 0 | 100.00000 | 0.00000 |

| 2 Ordinary Business | | To declare a dividend on Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2016 | | | | | | |
|---|-------------------------------|---|-------------------------|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | 0 | | | | | | |
| 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 | 38645142 | 25645142 | 66.36060 | 25645142 | 0 | 100.00000 | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 28645142 | 74.12350 | 28645142 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 14624024 | 931 | 0.00640 | 461 | 470 | 49.51660 | 50.48340 |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1487 | 0.01020 | 1017 | 470 | 68.39270 | 31.60730 |
| Total | | 53593818 | 28816723 | 53.76874 | 28816253 | 470 | 99.99837 | 0.00163 |



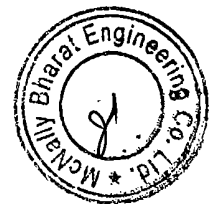
| 3 Ordinary Business | | | To ratify the appointment of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company for the year ending March 31, 2017 | | | | | |
|---|-------------------------------|------------------------|---|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | 0 | | | | | |
| 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 | 38645142 | 25645142 | 66.36060 | 25645142 | 0 | 100.00000 | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 28645142 | 74.12350 | 28645142 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 14624024 | 931 | 0.00640 | 931 | 0 | 100.00000 | |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1487 | 0.01020 | 1487 | 0 | 100.00000 | |
| Total | | 53593818 | 28816723 | 53.76874 | 28816723 | 0 | 100.00000 | 0.00000 |

| 4 Ordinary Business | | | To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election | | | | | |
|---|-------------------------------|------------------------|--|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | 0 | | | | | |
| 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 | 38645142 | 25645142 | 66.36060 | 25645142 | 0 | 100.00000 | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 28645142 | 74.12350 | 28645142 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 14624024 | 931 | 0.00640 | 931 | 0 | 100.00000 | |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1487 | 0.01020 | 1487 | 0 | 100.00000 | |
| Total | | 53593818 | 28816723 | 53.76874 | 28816723 | 0 | 100.00000 | 0.00000 |



| 5 Ordinary Business | | | To appoint a Director in place of Mr. Amritanshu Khaitan (DIN: 00213413) who retires by rotation and, being eligible, offers himself for re-election | | | | | |
|---|-------------------------------|------------------------|--|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | 0 | | | | | |
| 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 | 38645142 | 25645142 | 66.36060 | 25645142 | 0 | 100.00000 | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 28645142 | 74.12350 | 28645142 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 14624024 | 931 | 0.00640 | 931 | 0 | 100.00000 | |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1487 | 0.01020 | 1487 | 0 | 100.00000 | |
| Total | | 53593818 | 28816723 | 53.76874 | 28816723 | 0 | 100.00000 | 0.00000 |

| 6 Special Business | | | To reappoint Mr. Prasanta Kumar Chandra (DIN: 01919454), as the Whole Time Director & COO of the Company under the designation Whole Time Director & Chief Operating Officer for a further period of three years with effect from February 15, 2015 | | | | | |
|---|-------------------------------|------------------------|---|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | 0 | | | | | |
| 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 | 38645142 | 25645142 | 66.36060 | 25645142 | 0 | 100.00000 | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 28645142 | 74.12350 | 28645142 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 14624024 | 931 | 0.00640 | 931 | 0 | 100.00000 | |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1487 | 0.01020 | 1487 | 0 | 100.00000 | |
| Total | | 53593818 | 28816723 | 53.76874 | 28816723 | 0 | 100.00000 | 0.00000 |



7 Special Business To appoint Mr. Prabir Ghosh (DIN: 01912656), as the Whole time Director of the Company under the designation Whole Time Director for a period of three years with effect from July 4, 2016

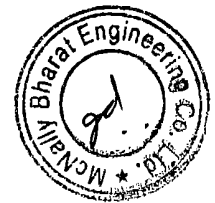
Whether promoter/promoter group are interested in the agenda/resolution ? 0

| 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 | 38645142 | 25645142 | 66.36060 | 25645142 | 0 | 100.00000 | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 28645142 | 74.12350 | 28645142 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 14624024 | 931 | 0.00640 | 931 | 0 | 100.00000 | |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1487 | 0.01020 | 1487 | 0 | 100.00000 | |
| Total | | 53593818 | 28816723 | 53.76874 | 28816723 | 0 | 100.00000 | 0.00000 |

8 Special Business To ratify the appointment and remuneration of A Bhattacharya & Associates for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March, 2017

Whether promoter/promoter group are interested in the agenda/resolution ? 0

| 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 | 38645142 | 25645142 | 66.36060 | 25645142 | 0 | 100.00000 | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 28645142 | 74.12350 | 28645142 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 170094 | 52.39270 | 170094 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 14624024 | 931 | 0.00640 | 931 | 0 | 100.00000 | |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 1487 | 0.01020 | 1487 | 0 | 100.00000 | |
| Total | | 53593818 | 28816723 | 53.76874 | 28816723 | 0 | 100.00000 | 0.00000 |



9 Special Business

To appoint Ms. Arundhati Datta who was appointed as an additional director of the company by the board of directors with effect from August 23,2016 as an Independent Director of the company for a term up to September 28,2021 and whose office shall not be liable to retire by rotation.

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 | 38645142 | 0 | 0.00000 | 0 | 0 | | |
| | Poll | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 3000000 | 7.76290 | 3000000 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 324652 | 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 | 14624024 | 0 | 0.00000 | 0 | 0 | | |
| | Poll | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 556 | 0.00380 | 556 | 0 | 100.00000 | |
| Total | | 53593818 | 3000556 | 5.59870 | 3000556 | 0 | 100.00000 | 0.00000 |

