

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
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September 21, 2017

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 : Proceedings of the 54th Annual General Meeting of the Company pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

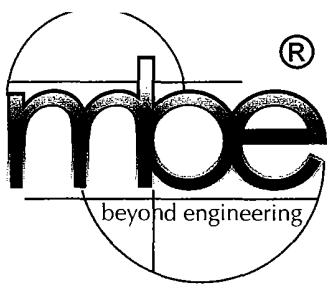
Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that our Company concluded the Fifty Fourth Annual General Meeting of its Members on Wednesday, September 20, 2017, at 11:00 AM at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700156.

Please find as attached Proceedings of the 54th Annual General Meeting of the Company pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully
McNally Bharat Engineering Company Limited

Indranil Mitra
Company Secretary



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Fair summary of proceedings of 54th Annual General Meeting of McNally Bharat Engineering Company Limited held on Wednesday, September 20, 2017, at 11:00 a.m at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700156

1. The following Directors were present at the Meeting :-

- a) Mr Aditya Khaitan - Chairman
- b) Mr Amritanshu Khaitan
- c) Mr Asim Kumar Barman
- d) Mr Srinivash Singh

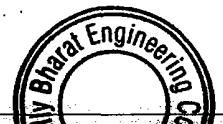
2. The Chairman welcomed the Members attending the Meeting. Requisite quorum being present the Chairman called the meeting to order.

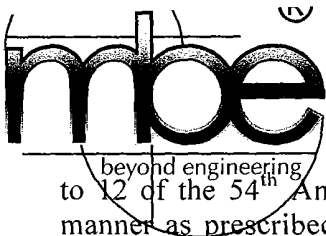
The Chairman informed that the Company had received 6 representations under Section 113 of the Companies Act, 2013, and the same were in order. No valid proxy had been received for this Meeting.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel and their shareholdings maintained pursuant to Section 170(1) of the Companies Act, 2013 was available and was open for inspection by the Members.

3. Thereafter, the Chairman addressed the members. He apprised the members of the performance of the Company during the financial year ended 31st March, 2017 and explained the Company's policy in formulating plans for the growth of the Company. He also welcomed Mr Srinivash Singh on the Board who had joined the Company as its Managing Director in December, 2016. He informed the Shareholders that Mr Srinivash Singh had a vast and rich experience in the EPC Sector and had earlier served as the Managing Director of the Company at which time the Company had experienced an impressive growth. With Mr Singh on Board, a turnaround was expected in the business efficiency and both financial and operational performance of the Company.

The Chairman informed that pursuant to the provisions of Sections 101 and 108 of the Companies Act, 2013 read with Rules 18 and 20 of Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided electronic voting facility, i.e., remote e-voting to the members entitled to cast their vote through CDSL e-voting platform between 16th September, 2017 to 19th September, 2017, in proportion to their shareholding as on the cut-off date of 13th September, 2017 in respect of the agenda item No. 1





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to 12 of the 54th Annual General Meeting Notice, as per the Companies Act, 2013, in the manner as prescribed under the Companies (Management and Administration) Rules, 2014. He declared that the Scrutinizer for the electronic voting, Mr. Atul Kumar Labh, Practising Company Secretary, appointed for independently carrying out the electronic voting in a fair and transparent manner, who would submit the report on the electronic voting as well as voting done through Polling/Ballot paper to the Chairman within 48 hours of the Annual General Meeting.

Thereafter, the Chairman took up the agenda item No. 1 to 12 one by one as contained in the Notice of the 54th Annual General Meeting of the Company and invited members who would like to ask questions to the Board of Directors or to make their comments, give suggestions and seek clarifications, if any on the Agenda Items, as set out in the Notice of the 54th Annual General Meeting of the Company. The questions/queries raised by the members were suitably replied to and clarified.

The Chairman declared that the members present in person and through proxies, who had not cast their vote through e-voting were requested to cast their vote through polling/ballot paper in respect of all the resolutions set out against items No. 1 to 12 of the Notice of the 54th Annual General Meeting. Thereafter the Scrutinizer distributed the ballot papers and the shareholders casted their votes and deposited the ballot papers in the ballot box.

The Scrutinizer took the ballot box in his custody.

The result of the voting and the Scrutinizer's Report will be declared in due course.

Thanking the members for their participation, suggestions and comments, the Chairman announced formal closure of the 54th Annual General Meeting of the Company.

Date : 21.09.2017

Place : Kolkata

