

## 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 22, 2017

**Bombay Stock Exchange Limited**  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400001

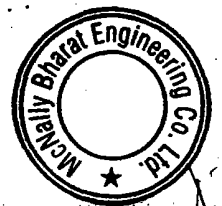
**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Plot no. C/1, G Block, Bandra - Kurla  
Complex, Bandra (E), Mumbai -400 051

**Dear Madam/Sir,**

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.

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, 2017, 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, 2017.
3. To appoint Deloitte Haskins & Sells LLP, Firm Registration Number 117366W/W-100018, as the Statutory Auditors of the Company, to hold office for a period of five consecutive years commencing from the Financial Year 2017-18.
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 appoint Mr. Partha Sarathi Bhattacharyya (DIN: 00329479), as an Independent Director of the Company for a term up to September 19, 2022, and whose office shall not be liable to retire by rotation.
7. To appoint Mr. Manish Agarwal (DIN: 00485089), as an Independent Director of the Company for a term up to September 19, 2022, and whose office shall not be liable to retire by rotation.



8. To appoint Mr. Srinivash Singh (DIN: 00789624), as the Managing Director of the Company, functioning in a professional capacity and who has attained the age of 71 Years, for a period of three years with effect from December 14, 2016.
9. To waive the recovery of remuneration amounting to Rs. 1,04,43,951 paid to Mr. Prabir Kumar Ghosh (DIN: 01912656) as the Whole Time Director of the Company during the financial year ended March 31, 2017, or such other amount as may be approved by the Central Government, over and above the limit prescribed under the provisions of Section 197 of the Companies Act, 2013 read with the applicable provisions of Schedule V to the Companies Act, 2013.
10. To waive the recovery of remuneration amounting to Rs. 1,10,20,600 paid to Mr. Prasanta Kumar Chandra (DIN: 01919454) as the Whole Time Director & COO of the Company during the financial year ended March 31, 2017, or such other amount as may be approved by the Central Government, over and above the limit prescribed under the provisions of Section 197 of the Companies Act, 2013 read with the applicable provisions of Schedule V to the Companies Act, 2013.
11. To approve the remuneration payable to the Cost Auditor M/s. A. Bhattacharya & Associates, Cost Accountants, appointed by the Board of Directors of the Company for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending March 31, 2018.
12. To give consent to keep the Register of Members and Index of Members at the office of the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited at 23 R. N. Mukherjee Road, 5th floor, Kolkata - 700 001 or at such other place within Kolkata to which the said Office is shifted.

We are attaching herewith a report dated September 21, 2017, furnished by Mr. A K Labh, Practising 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.

Thanking you,

Yours faithfully  
McNally Bharat Engineering Company Limited

  
Indranil Mitra  
Company Secretary

Format for Voting Result

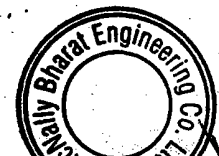
Date of the AGM	September 20,2017
Total Number of Shareholders on record date	16519
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	15
Public	29
Total	44
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

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, 2017, 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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	12198	1532	88.84200	11.15800
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	12388	1532	88.99430	11.00570
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38657530</b>	<b>1532</b>	<b>99.99604</b>	<b>0.00396</b>

2.		To declare a dividend on Non -Convertible Redeemable Preference Shares for the financial year ended 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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	12198	1532	88.84200	11.15800
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	12388	1532	88.99430	11.00570
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38657530</b>	<b>1532</b>	<b>99.99604</b>	<b>0.00396</b>

3.		To appoint Deloitte Haskins & Sells LLP, Firm Registration Number 117366W/W-100018, as the Statutory Auditors of the Company to hold office for a period of five consecutive years commencing from the Financial Year 2017-18						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						

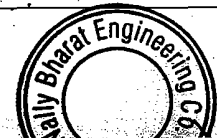


Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	38645142	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	1500	12230	10.92500	89.07500
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	1690	12230	12.14080	87.85920
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38646832</b>	<b>12230</b>	<b>99.96836</b>	<b>0.03164</b>

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						
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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	12198	1532	88.84200	11.15800
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	12388	1532	88.99430	11.00570
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38657530</b>	<b>1532</b>	<b>99.99604</b>	<b>0.00396</b>

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						
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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	12198	1532	88.84200	11.15800
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	12388	1532	88.99430	11.00570
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38657530</b>	<b>1532</b>	<b>99.99604</b>	<b>0.00396</b>

6.		To appoint Mr. Partha Sarathi Bhattacharyya (DIN: 00329479), as an Independent Director of the Company for a term up to September 19, 2022, and whose office shall not be liable to retire by rotation						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						

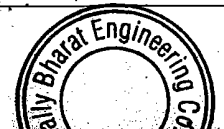


Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	38645142	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	3198	10532	23.29210	76.70790
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	3388	10532	24.33910	75.66090
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38648530</b>	<b>10532</b>	<b>99.97276</b>	<b>0.02724</b>

7.			To appoint Mr. Manish Agarwal (DIN: 00485089), as an Independent Director of the Company for a term up to September 19, 2022, and whose office shall not be liable to retire by rotation					
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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13311	0.07200	11779	1532	88.49070	11.50930
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13501	0.07300	11969	1532	88.65270	11.34730
<b>Total</b>		<b>57393818</b>	<b>38658643</b>	<b>67.35681</b>	<b>38657111</b>	<b>1532</b>	<b>99.99604</b>	<b>0.00396</b>

8.			To appoint Mr. Srinivash Singh (DIN: 00789624), as the Managing Director of the Company, functioning in a professional capacity and who has attained the age of 71 Years, for a period of three years with effect from December 14, 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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	12198	1532	88.84200	11.15800
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	12388	1532	88.99430	11.00570
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38657530</b>	<b>1532</b>	<b>99.99604</b>	<b>0.00396</b>

9.			To waive the recovery of remuneration amounting to Rs. 1,04,43,951 paid to Mr. Prabir Kumar Ghosh (DIN: 01912656) as the Whole Time Director of the Company during the financial year ended March 31, 2017, or such other amount as may be approved by the Central Government, over and above the limit prescribed under					
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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13690	0.07410	10120	3570	73.92260	26.07740
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13880	0.07510	10310	3570	74.27950	25.72050
<b>Total</b>		<b>57393818</b>	<b>38659022</b>	<b>67.35747</b>	<b>38655452</b>	<b>3570</b>	<b>99.99077</b>	<b>0.00923</b>

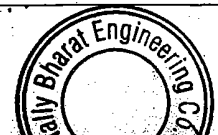
10.	To waive the recovery of remuneration amounting to Rs. 1,10,20,600 paid to Mr. Prasanta Kumar Chandra (DIN: 01919454) as the Whole Time Director & COO of the Company during the financial year ended March 31, 2017, or such other amount as may be approved by the Central Government, over and above the limit
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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13690	0.07410	10120	3570	73.92260	26.07740
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13880	0.07510	10310	3570	74.27950	25.72050
<b>Total</b>		<b>57393818</b>	<b>38659022</b>	<b>67.35747</b>	<b>38655452</b>	<b>3570</b>	<b>99.99077</b>	<b>0.00923</b>

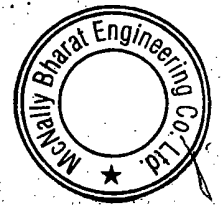
11.	To approve the remuneration payable to the Cost Auditor M/s. A. Bhattacharya & Associates, Cost Accountants, appointed by the Board of Directors of the Company for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending March 31, 2018
Whether promoter/promoter 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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	12198	1532	88.84200	11.15800
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	12388	1532	88.99430	11.00570
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38657530</b>	<b>1532</b>	<b>99.99604</b>	<b>0.00396</b>

12.	To give consent to keep the Register of Members and Index of Members at the office of the Companies Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited at 23 R. N. Mukherjee Road, 5th floor, Kolkata - 700 001 or at such other place within Kolkata to which the said Office is shifted
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	38645142	100.00000	38645142	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		38645142	100.00000	38645142	0	100.00000	
Public - Institutional holders	E-Voting	265463	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	18483213	13730	0.07430	3198	10532	23.29210	76.70790
	Poll		190	0.00100	190	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		13920	0.07530	3388	10532	24.33910	75.66090
<b>Total</b>		<b>57393818</b>	<b>38659062</b>	<b>67.35754</b>	<b>38648530</b>	<b>10532</b>	<b>99.97276</b>	<b>0.02724</b>





## **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 54<sup>th</sup> Annual General Meeting of  
McNally Bharat Engineering Company Limited  
4 Mangoe Lane,  
Kolkata - 700001**

*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 54<sup>th</sup> Annual General Meeting of the members of “*McNally Bharat Engineering Company Limited*” (“*Company*”) held on Wednesday, 20<sup>th</sup> September, 2017 at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata - 700156 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 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 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 11<sup>th</sup> August, 2017. My responsibility as a scrutinizer for remote e-voting 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 Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.





# A. K. LABH

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



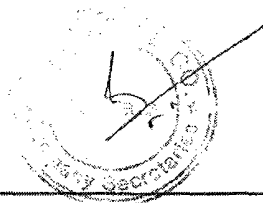
# A. K. LABH & Co.

**Company Secretaries**

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

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Saturday, the 16<sup>th</sup> September, 2017 up to 5.00 P.M. IST on Tuesday, the 19<sup>th</sup> September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 13<sup>th</sup> September, 2017 were entitled to vote on the proposed 12 (Twelve) resolutions as mentioned in the notice dated 11<sup>th</sup> August, 2017 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 locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Wednesday, the 20<sup>th</sup> September, 2017 around 02:25 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Sunayna Jaiswal, residing at 17, Karbala Tank Lane, Kolkata – 700006 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 170908007] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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Certified Filing Centre for e-filing under ACES (Central Excise & Service Tax)



**<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, 2017, 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	32	38657340	
Voting by ballot	5	190	
<b>Total</b>	<b>37</b>	<b>38657530</b>	<b>99.996%</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	3	1532	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>1532</b>	<b>0.004%</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



**b) Resolution 2**

*To declare a dividend on Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2017*

*(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	32	38657340	
Voting by ballot	5	190	
<b>Total</b>	<b>37</b>	<b>38657530</b>	<b>99.996%</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	3	1532	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>1532</b>	<b>0.004%</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 : Ordinary Resolution**

*To appoint Deloitte Haskins and Sells LLP, Firm Registration Number 117366W/W-100018, as the Statutory Auditors of the Company to hold office for a period of five consecutive years commencing from the conclusion of the Fifty Fourth Annual General Meeting until the conclusion of the Fifty Ninth Annual General Meeting*

(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	29	38646642	
Voting by ballot	5	190	
<b>Total</b>	<b>34</b>	<b>38646832</b>	<b>99.968%</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	6	12230	
Voting by ballot	0	0	
<b>Total</b>	<b>6</b>	<b>12230</b>	<b>0.032%</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**

**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:

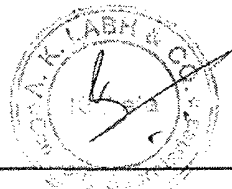
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	32	38657340	
Voting by ballot	5	190	
<b>Total</b>	<b>37</b>	<b>38657530</b>	<b>99.996%</b>

(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	3	1532	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>1532</b>	<b>0.004%</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



**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:*

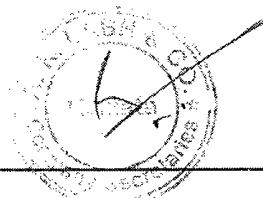
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	32	38657340	
Voting by ballot	5	190	
<b>Total</b>	<b>37</b>	<b>38657530</b>	<b>99.996%</b>

*(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	3	1532	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>1532</b>	<b>0.004%</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



**<B> SPECIAL BUSINESS:****f) Resolution 6 : Ordinary Resolution**

To appoint Mr. Partha Sarathi Bhattacharyya (DIN: 00329479), as an Independent Director of the Company for a term up to September 19, 2022 and whose office shall not be liable to retire by rotation

**(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	31	38648340	
Voting by ballot	5	190	
<b>Total</b>	<b>36</b>	<b>38648530</b>	<b>99.973%</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	4	10532	
Voting by ballot	0	0	
<b>Total</b>	<b>4</b>	<b>10532</b>	<b>0.027%</b>

**(iii) Invalid Votes:**

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



**g) Resolution 7 : Ordinary Resolution**

**To appoint Mr. Manish Agarwal (DIN: 00485089), as an Independent Director of the Company for a term up to September 19, 2022, and whose office shall not be liable to retire by rotation**

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

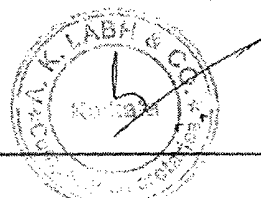
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	31	38656921	
Voting by ballot	5	190	
<b>Total</b>	<b>36</b>	<b>38657111</b>	<b>99.996%</b>

(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	3	1532	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>1532</b>	<b>0.004%</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





**h) Resolution 8 : Special Resolution**

**To appoint Mr. Srinivash Singh (DIN: 00789624), as the Managing Director of the Company, functioning in a professional capacity and who has attained the age of 71 Years, for a period of three years with effect from December 14, 2016**

(i) Voted in favour of the Resolution:

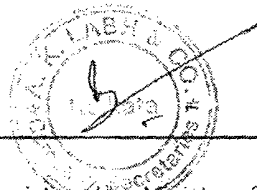
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	32	38657340	
Voting by ballot	5	190	
<b>Total</b>	<b>37</b>	<b>38657530</b>	<b>99.996%</b>

(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	3	1532	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>1532</b>	<b>0.004%</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



**i) Resolution 9 : Special Resolution**

*To waive the recovery of remuneration amounting to Rs. 1,04,43,951 paid to Mr. Prabir Kumar Ghosh (DIN: 01912656) as the Whole Time Director of the Company during the financial year ended March 31, 2017, or such other amount as may be approved by the Central Government, over and above the limit prescribed under the provisions of Section 197 of the Companies Act, 2013 read with the applicable provisions of Schedule V to the Companies Act, 2013*

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

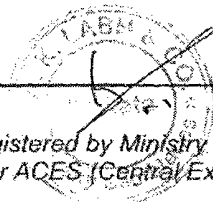
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	26	38655262	
Voting by ballot	5	190	
<b>Total</b>	<b>31</b>	<b>38655452</b>	<b>99.991%</b>

(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	8	3570	
Voting by ballot	0	0	
<b>Total</b>	<b>8</b>	<b>3570</b>	<b>0.009%</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



**j) Resolution 10 : Special Resolution**

*To waive the recovery of remuneration amounting to Rs. 1,10,20,600 paid to Mr. Prasanta Kumar Chandra (DIN: 01919454) as the Whole Time Director and COO of the Company during the financial year ended March 31, 2017, or such other amount as may be approved by the Central Government, over and above the limit prescribed under the provisions of Section 197 of the Companies Act, 2013 read with the applicable provisions of Schedule V to the Companies Act, 2013*

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

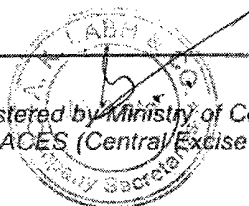
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	26	38655262	
Voting by ballot	5	190	
<b>Total</b>	<b>31</b>	<b>38655452</b>	<b>99.991%</b>

(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	8	3570	
Voting by ballot	0	0	
<b>Total</b>	<b>8</b>	<b>3570</b>	<b>0.009%</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



**k) Resolution 11 : Ordinary Resolution**

**To approve the remuneration payable to the Cost Auditor M/s. A. Bhattacharya and Associates, Cost Accountants, appointed by the Board of Directors of the Company for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending March 31, 2018**

(i) Voted in favour of the Resolution:

<b>Made of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	32	38657340	
Voting by ballot	5	190	
<b>Total</b>	<b>37</b>	<b>38657530</b>	<b>99.996%</b>

(ii) Voted against the Resolution:

<b>Made of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	3	1532	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>1532</b>	<b>0.004%</b>

(iii) Invalid Votes:

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



**I) Resolution 12 : Special Resolution**

To give consent to keep the Register of Members and Index of Members at the office of the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited at 23 R. N. Mukherjee Road, 5th floor, Kolkata - 700 001 or at such other place within Kolkata to which the said Office is shifted

(i) Voted in favour of the Resolution:

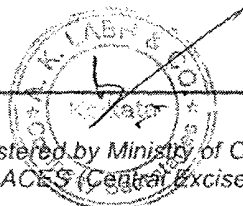
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	38648340	
Voting by ballot	5	190	
<b>Total</b>	<b>36</b>	<b>38648530</b>	<b>99.973%</b>

(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	4	10532	
Voting by ballot	0	0	
<b>Total</b>	<b>4</b>	<b>10532</b>	<b>0.027%</b>

(iii) Invalid Votes:

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



# A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com. 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, Fax : (033) 2221-9381  
Mobile : 98300-55689  
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com  
Website : www.aklabh.com

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers / 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: 22.09.2017



# A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., 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, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : [www.aklabh.com](http://www.aklabh.com)

*Witness :*

1. *Sunayna Jaiswal*

(Sunayna Jaiswal)  
17, Karbala Tank Lane,  
Kolkata-700006

2. *Amrita Sampat*

(Amrita Sampat)  
59, Kalicharan Ghosh Road  
Kolkata - 700 050



Received the Report of the Scrutinizer

For McNally Bharat Engineering Company Limited

*(Signature)*

(Indranil Mitra)  
Company Secretary

Certified Filing Centre for e-filing under MCA-21, Registered by Ministry of Corporate Affairs, Govt. of India  
Certified Filing Centre for e-filing under ACES (Central Excise & Service Tax)

