

McNally Bharat Engineering Company Limited

CIN: L45202WB1961PLC025181
Ecospace Campus 2B 11F/12 (Old Plot No. AA II/BIk 3)
New Town Rajarhat North 24 Parganas Kolkata 700160
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September 27, 2018

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 SEB1 (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that our Company concluded the Fifty Fifth Annual General Meeting of its Members on Wednesday, September 26, 2018, 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 evoting and poll conducted at the venue of the meeting:

- 1. To receive, consider and adopt -
 - (a) The audited financial statements of the Company for the financial year ended March 31, 2018, 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, 2018.
- 2. To declare a dividend on Non- Convertible Redeemable Preference Shares for the financial year ended March 31, 2018. In absence of profit for the current financial year (2017-18), the Board of Directors of your Company considered it prudent not to recommend any dividend on Equity Shares for the year under review. Further, in view of accumulated losses, the Board of Directors of your Company is of the opinion that no dividend be rewarded to the Non-Convertible Preference shareholders, though they are entitled to receive dividend at a fixed rate of 11.50% on the Non-Convertible Redeemable Preference Shares of Rs. 100/- each.
- 3. To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election.
- 4. To appoint M/s. V. Singhi & Associates, Chartered Accountants, Kolkata, ICAI Firm Registration No. 311017E. as the Joint Statutory Auditors of the Company in addition to the existing Statutory Auditors, i.e., Deloitte Haskins & Sells LLP, of the Company to hold office for a period of three consecutive years commencing from the Financial Year 2018-19.

- 5. 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, 2019.
- 6. To waive the recovery of managerial remuneration amounting to Rs. 40,81,825/- paid/payable to Mr. Prabir Kumar Ghosh (DIN 01912656), the erstwhile Whole Time Director of the Company for holding office as such for the period of 5 (five) months from April 01, 2017 to August 31, 2017 during the financial year ended March 31, 2018.
- 7. To consider the proposal for the alteration of Articles of Association of the Company.

We are attaching herewith a report dated September 27, 2018, 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 Kes	ur
Date of the AGM	September 26,2018
Total Number of Shareholders on record date	14904
No. of shareholders present in the meeting either in person	
or through proxy:	
Promoter & Promoter group	9
Public	21
Total	30
No. of shareholders attended the meeting through Video	N.A.
Conferencing	
Promoter & Promoter group	
Public	
Total	

1 ORDINARY BUSINESS			la item) Adoption of Standalone and Consolidated Financial Statements for the year ended March 31, 2018 along with the Reports of Directors and Auditors thereon (Ordinary Resolution)					
Whether pron agenda/resolu	noter/promoter group are inter ution ?	rested in the						
Category	Mode of Voting	No. of shares held (1)	polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	favour on votes	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter &	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
Promoter	Poll	7	32151515	45.41390	32151515	0	100.00000	
Group	Postal Ballot (if applicable)]	N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public -	E-Voting	145031	0		0	0		
Institutional	Poli	4	0		0			
holders	Postal Ballot (if applicable)	4		N.A.	N.A.	N.A.	N.A.	N.A.
	Total	_	0		0	0		
Public - Non	E-Vote	87102918		0.00150		370	71.38440	28.61560
Institution	Poll	-	76				100.00000	
	Postal Ballot (if applicable)	4	N.A. 1369	0.00000		N.A. 370	N.A.	N.A.
Total	Total	158044606		0.00160 44.79623				27.02700 0.00052

2 ORDINARY B	ARY BUSINESS Consideration of declaration of dividend on N year ended March 31, 2018. In view of accum opinion that no dividend be rewarded to th				of accumulated l	losses, the Board	d of Directors of your	Company is of the
Whether pron agenda/resolu	noter/promoter group are inter tion ?	rested in the						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 &	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
Promoter	Poli]	32151515	45.41390	32151515	0	100.00000	
Group	Postal Ballot (if applicable)	_	N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public -	E-Voting	145031	0		0	0		
Institutional	Poli	1	0		0	0		
holders	Postal Ballot (if applicable)	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non	E-Vote	87102918						28.61560
Institution	Poll	1	76	0.00010	26	50	34.21050	65.78950
	Postal Ballot (if applicable)	1	N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1369	0.00160	949	420	69.32070	30.67930
Total		158044606	70798026	44.79623	70797606	420	99.99941	0.00059

3 ORDINARY BUSINESS			rector in place of Mr. nimself for re-appoint			who retires by rotation	on and, being	
Whether pron agenda/resolu	noter/promoter group are inter ution ?	ested in the						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 &	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
Promoter	Poli]	32151515	45.41390	32151515	0	100.00000	
Group	Postal Ballot (if applicable)]	N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public -	E-Voting	145031	0		0	0		
Institutional	Poll	1	0		0	0		
holders	Postal Ballot (if applicable)	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non	E-Vote	87102918	1293	0.00150	923	370	71.38440	28.61560
Institution	Poli	1	76			50	34.21050	65.78950
	Postal Ballot (if applicable)	1	N.A.	0.00000		N.A.	N.A.	N.A.
	Total	L	1369	0.00160	949	420	69.32070	30.67930
Total		158044606	70798026	44.79623	70797606	420	99.99941	0.00059

99.99941

						ites, Chartered A on of the Fifty Fi	ifth AGM until the cor	
				the Company. (Ordi				·
/hether prom genda/resolu	oter/promoter group are inter tion ?	ested in the						
ategory	Mode of Voting	No. of shares	No. of votes	% of votes polled	No.of votes in	No of votes	% of votes in	% of votes against
		held (1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	on votes polled
				shares			polled	(7)=[(5)/(2)]*100
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	
romoter &	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
romoter	Poll		32151515	45.41390	32151515	0	100.00000	
roup	Postal Ballot (if applicable)		N.A.	0.00000		N.A.	N.A.	N.A.
ublic -	Total E-Voting	145031	70796657	100.00000	70796657 0	0	100.00000	
ublic - istitutional	Poll	145031	0		0			
olders	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	-	0		0	0		
ublic - Non nstitution	E-Vote Poli	87102918	1293 76	0.00150 0.00010	523 26	770 50	40.44860 34.21050	59.55140 65.78950
	Postal Ballot (if applicable)	1	N.A.	0.00000		N.A.	N.A.	N.A.
	Total	<u> </u>	1369	0.00160	549	820	40.10230	59.8977
otal		158044606	70798026	44.79623	70797206	820	99.99884	0.0011
SPECIAL BUS	INESS		Approval of Re	muneration of Cost A	uditors for the F	Y. ending 31st N	Aarch, 2019 (Ordinary	Resolution)
th ash an annua		restant in the						
vnetner pron genda/resolu	noter/promoter group are inter ition ?	ested in the						
ategory	Mode of Voting	No. of shares	No. of votes	% of votes polled	No.of votes in	No of votes	% of votes in	% of votes against
•		held (1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	on votes polled
				shares (3)=[(2)/(1)]*100			polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter &	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
romoter	Poli]	32151515	-	32151515			
iroup	Postal Ballot (if applicable)	-	N.A.	0.00000		N.A.	N.A.	N.A.
ublic -	Total E-Voting	145031	70796657		70796657 0	0	100.00000	
nstitutional	Poll	143031	0		0			
olders	Postal Ballot (if applicable)]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	-	0		0			<u> </u>
ublic - Non nstitution	E-Vote Poll	87102918	1293 76					28.6156 65.7895
nstitution		-		 	20		34.21030	03.7693
	(Postal Ballot (if applicable)	1	[N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable) Total	1	N.A. 1369		949			
	Total	158044606	1369 70798026	0.00160 44.79623	949 70797606	420 420	69.32070 99.99941	30.67930 0.0005
6 SPECIAL BUS Whether pron	Total SINESS moter/promoter group are inte	6	1369 70798026 Approval for w	0.00160 44.79623	949 70797606 emuneration am	420 420 sounting to Rs. 4	69.32070 99.99941 0.82 lakh paid/ payab	30.67930 0.00059
6 SPECIAL BUS Whether pron agenda/resolu	Total SINESS moter/promoter group are inte	rested in the	70798026 Approval for werstwhile Who	0.00160 44.79623 aiver of managerial r le Time Directors of t	949 70797606 emuneration am ne Company. (Sp	420 420 counting to Rs. 4 pecial Resolution	69.32070 99.99941 0.82 lakh paid/ payab	30.6793(0.00059 le to one of the
6 SPECIAL BUS Whether pron agenda/resolu	Total SINESS moter/promoter group are inte	6	1369 70798026 Approval for w	0.00160 44.79623 aiver of managerial re	949 70797606 emuneration am	420 420 counting to Rs. 4 pecial Resolution	69.32070 99.99941 0.82 lakh paid/ payab	30.67930 0.00059
S SPECIAL BUS Whether pron agenda/resolu Category Promoter &	Total SINESS moter/promoter group are inteution? Mode of Voting E-Voting	rested in the	Approval for werstwhile Who No. of votes polled (2)	0.00160 44.79623 aiver of managerial rile Time Directors of ti % of votes polled on outstanding shares (3)=[(2)/(1)]*100	949 70797606 emuneration am ne Company. (Sp No. of votes in favour (4)	420 420 420 dounting to Rs. 4 decial Resolution No of votes against (5)	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled [6]=[(4)/(2)]*100	30.67930 0.00055 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100
S SPECIAL BUS Whether pron agenda/resolu Category Promoter & Promoter	Total SINESS moter/promoter group are inteution? Mode of Voting E-Voting Poll	rested in the No. of shares held (1)	1369 70798026 Approval for werstwhile Who No. of votes polled (2) 7 38645142 32151515	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	949 70797606 emuneration am ne Company. (Sp No.of votes in favour (4) 38645142 32151515	A20 A20 Sounting to Rs. 4 Secial Resolution No of votes against (5)	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 100.00000	30.6793 0.0005 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100
S SPECIAL BUS Whether pron agenda/resolu Category Promoter & Promoter	Total SINESS moter/promoter group are inteution? Mode of Voting E-Voting Poll Postal Ballot (if applicable)	rested in the No. of shares held (1)	Approval for werstwhile Who No. of votes polled (2) 38645142 32151515	0.00160 44.79623 aiver of managerial rile Time Directors of ti % of votes polled on outstanding shares (3)={(2)/(1)}*100 2 54.58610 45.41390 0.00000	949 70797606 emuneration am ne Company. (Sp No.of votes in favour (4) 38645142 32151515	No of votes against (5)	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 N.A.	30.6793 0.0005 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100
S SPECIAL BUS Whether pron agenda/resolu Category Promoter & Promoter Group	Total SINESS moter/promoter group are inteution? Mode of Voting E-Voting Poll	rested in the No. of shares held (1)	1369 70798026 Approval for w erstwhile Who No. of votes polled (2) 7 38645142 32151515 N.A. 70796657	0.00160 44.79623 aiver of managerial rile Time Directors of ti % of votes polled on outstanding shares (3)=[(2)/(1)]*100 45.41390 0.000000	949 70797606 emuneration am ne Company. (Sg No.of votes in favour (4) 38645142 32151515 N.A.	No of votes against (5)	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled [6]=[(4)/(2)]*100 100.00000 N.A.	30.6793 0.0005 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100
SPECIAL BUS Whether pron genda/resolu Category Promoter & Promoter Group Public - Institutional	Total SINESS moter/promoter group are intention? Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll	No. of shares held (1)	1369 70798026 Approval for w erstwhile Who No. of votes polled (2) 7 38645142 32151515 N.A. 70796657	0.00160 44.79623 aiver of managerial rile Time Directors of ti % of votes polled on outstanding shares (3)=[(2)/(1)]*100 2 54.58610 45.41390 0.000000	949 70797606 emuneration am ne Company. (Sg No.of votes in favour (4) 38645142 3215155 N.A. 70796657	No of votes against (5)	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 N.A.	30.6793 0.0005 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100 N.A.
S SPECIAL BUS Whether pron ggenda/resolu Category Promoter & Promoter Group Public - Institutional	Total SINESS moter/promoter group are intention? Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1)	1369 70798026 Approval for werstwhile Who No. of votes polled (2) 2 38645142 32151515 N.A. 70796657	0.00160 44.79623 aiver of managerial rile Time Directors of ti % of votes polled on outstanding shares (3)=[(2)/(1)]*100 2 54.58610 45.4139 0.00000 100.000000 100.000000 100.00000000	949 70797606 emuneration am ne Company. (Sp. No.of votes in favour (4) 38645142 32151515 N.A. 70796657	No of votes against (5)	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled [6]=[(4)/(2)]*100 100.00000 N.A. 100.00000	30.6793 0.0005 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100
s SPECIAL BUS Whether pron agenda/resolu Category Promoter & Promoter Group Public - Institutional holders	Total SINESS moter/promoter group are intention? Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll	No. of shares held (1)	1369 70798026 Approval for w erstwhile Who No. of votes polled (2) 7 38645142 32151515 N.A. 70796657	0.00160 44.79623 aiver of managerial rile Time Directors of ti % of votes polled on outstanding shares (3)=[(2)/(1)]*100 54.58616 45.41390 0.000000	949 70797606 emuneration am ne Company. (Sp No.of votes in favour (4) 38645142 32151515 N.A. 70796657 C N.A.	No of votes against (5) N.A.	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 N.A. 100.00000	% of votes against on votes polled (7)=[(5)/(2)]*100
S SPECIAL BUS Whether pron ggenda/resolt Category Promoter & Promoter Group Public - Institutional holders Public - Non	Total SINESS moter/promoter group are intention? Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Vote Poll	No. of shares held (1) 7079665	1369 70798026 Approval for werstwhile Who No. of votes polled (2) 7 38645142 32151515 N.A. 70796657 1 C N.A. 3 1293	0.00160 44.79623 aiver of managerial rile Time Directors of ti % of votes polled on outstanding shares (3)=[(2)/(1)]*100 54.58610 45.4139 0.00000 100.00000 N.A. 0.00150 0.00010	949 70797606 emuneration am ne Company. (Sp No.of votes in favour (4) 38645142 32151515 N.A. 70796657 C. N.A. C. 908	No of votes against (5) N.A. N.A. S.B. S.B.	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled [6]=[(4)/(2)]*100 100.00000 N.A. 100.00000 N.A. 70.22430 34,21050	30.6793 0.0005 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100 N.A. N.A.
SPECIAL BUS Whether pron genda/resolt Category Promoter & Promoter Group Public - Institutional holders Public - Non	Total SINESS moter/promoter group are intention? Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Total E-Vote Poll Postal Ballot (if applicable) Total E-Vote Poll Postal Ballot (if applicable)	No. of shares held (1) 7079665	1369 70798026 Approval for w erstwhile Who No. of votes polled (2) 7 38645142 32151515 N.A. 70796657 0 N.A. 0 1299 76 N.A.	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 2. 54.58616 45.41390 0.00000 0.00000000000000000000000000	949 70797606 emuneration ame Company. (Sp No.of votes in favour (4) 38645142 32151515 N.A. 70796657 0 N.A. 0 908 26 N.A.	No of votes against (5) No.A. No.A.	69.32070 99.99941 0.82 lakh paid/ payab 30.82 lakh payab 30.82	30.6793 0.0005 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100 N.A. N.A. 29.7757 65.7895
SPECIAL BUS Whether pron ggenda/resolt Category Promoter & Promoter Group Public - Institutional holders Public - Non institution	Total SINESS moter/promoter group are intention? Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Vote Poll	No. of shares held (1) 7079665	1369 70798026 Approval for w erstwhile Who No. of votes polled (2) 7 38645142 32151515 N.A. 70796657 N.A. (3) 1293 77 N.A. (1) 1365	% of votes polled on outstanding shares (3)={(2)/(1)}*100 (2.54.58610 (3.000000 (3.0000000000000000000000000	949 70797606 emuneration am ne Company. (Sp No.of votes in favour (4) 38645142 32151515 N.A. 70796657 C N.A. 0 908 26 N.A. 934	No of votes against (5) NA. NA. 420 NO of votes against (5) NA. 435	69.32070 99.99941 0.82 lakh paid/ payab) % of votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 N.A. 100.00000 N.A. 70.22430 34.21050 N.A. 68.22500	30.6793 0.0005 le to one of the % of votes against on votes polled (7)=[(5)/(2)]*100 N.A. 29.7757 65.7895 N.A. 31.7750
Total 6 SPECIAL BUS Whether pron agenda/resolt Category Promoter & Promoter Group Public - Institutional holders Public - Non Institution	Total SINESS moter/promoter group are intention? Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Total E-Vote Poll Postal Ballot (if applicable) Total E-Vote Poll Postal Ballot (if applicable)	No. of shares held (1) 7079665	1369 70798026 Approval for w erstwhile Who No. of votes polled (2) 7 38645142 32151515 N.A. 70796657 0 N.A. 0 1299 76 N.A.	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 2. 54.58616 45.41390 0.00000 0.00000000000000000000000000	949 70797606 emuneration ame Company. (Sp No.of votes in favour (4) 38645142 32151515 N.A. 70796657 0 N.A. 0 908 26 N.A.	No of votes against (5) No.A. No.A.	69.32070 99.99941 0.82 lakh paid/ payab 30.82 lakh payab 30.82	30.6 0.0 le to one of the % of votes aga on votes pollee (7)=[(5)/(2)]*10 N.A. N.A. 29.7 65.7 N.A.
S SPECIAL BUS Whether pron agenda/resolu Category Promoter & Promoter Group Public - Non Institutional holders Total Total	Total SINESS moter/promoter group are intention? Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Vote Poll SINESS moter/promoter group are intentification.	70796653	1369 70798026 Approval for w erstwhile Who No. of votes polled (2) 7 38645142 32151515 N.A. 70796657 0 N.A. 0 1365 70798026	% of votes polled on outstanding shares (3)={(2)/(1)}*100 (2.54.58610 (3.000000 (3.0000000000000000000000000	949 70797606 emuneration am ne Company. (Sp No.of votes in favour (4) 38645142 32151515 N.A. 70796657 0 N.A. 0 908 26 N.A. 934 70797591	420 420	69.32070 99.99941 0.82 lakh paid/ payab 30.82 lakh paid/ payab 30.82 lakh paid/ payab 30.82 lakh paid/ payab 30.82 lakh paid/ payab 30.80000 100.00000 100.00000 N.A. 100.00000 N.A. 70.22430 34.21050 N.A. 68.22500 99.99939	30.679 0.000 le to one of the % of votes agains on votes polled (7)=[(5)/(2)]*100 N.A. 1.A. 29.775 65.789 N.A. 31.775
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A. K. LABH & Co.

Company Secretaries

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Website: www.aklabh.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 55th 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 55th Annual General Meeting of the members of "McNally Bharat Engineering Company Limited" ("Company") held on Wednesday, 26th September, 2018 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 evoting 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 14th August, 2018. 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.



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I submit my report as under:

- 1. The remote e-voting period remained open from 10.00 A.M. IST on Sunday, the 23rd September, 2018 up to 5.00 P.M. IST on Tuesday, the 25th September, 2018.
- 2. The Shareholders holding shares as on the "cut off" date, i.e. 19th September, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated 14th August, 2018 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 box was 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 26th September, 2018 around 12:25 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Banaras Road, Salkia, Howrah 711 106 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata 700007 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: 180830099] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1: Ordinary Resolution

To receive, consider and adopt the audited financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Directors and 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	22	38646065	
Voting by ballot	6	32151591	
Total	28	70797656	99.9995%

(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	370	
Voting by ballot	0	0	
Total	2	370	0.0005%

(iii) Invalid Votes:

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



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b) Resolution 2: Ordinary Resolution

Consideration of declaration of dividend on Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2018. In view of accumulated losses, the Board of Directors of your Company is of the opinion that no dividend be rewarded to the Non-Convertible Preference shareholders, though they are entitled to receive dividend at a fixed rate of 11.50% on the Non-Convertible Redeemable Preference Shares of Rs. 100/- each

(i) Voted in favour of the Resolution:

Mode of voting	Number of	Number of votes	% of total
	Members voted	cast by them	number of valid votes
			cast
Remote e-voting	22	38646065	
Voting by ballot	5	32151541	
Total	27	70797606	99.9994%

(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	370	
Voting by ballot	1	50	
Total	3	420	0.0006%

(iii) Invalid Votes:

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



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c) Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-appointment

(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	22	38646065	
Voting by ballot	5	32151541	
Total	27	70797606	99.9994%

(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	370	
Voting by ballot	1	50	•
Total	3	420	99.9994%

(iii) Invalid Votes:

	Total number of members whose votes were declared invalid	Total number of votes cast by them
	0	0
L		100



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d) Resolution 4: Ordinary Resolution

Approval for appointment of M/s. V. Singhi & Associates, Chartered Accountants, Kolkata, as the Joint Statutory Auditors of the Company from the conclusion of the Fifty Fifth AGM until the conclusion of the Fifty Eighth AGM 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	21	38645665	
Voting by ballot	5	32151541	
Total	26	70797206	99.9988%

(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	3	770	
Voting by ballot	1	50	
Total	4	820	0.0012%

(iii) Invalid Votes:

Certified Filing Centre for e-filing under MCA-21, Registered

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

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



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 SPECIAL BUSINESS:

e) Resolution 5: Ordinary Resolution

Approval of Remuneration of Cost Auditors for the Financial Year ending 31st March, 2019

(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	22	38646065	
Voting by ballot	5	32151541	
Total	27	70797606	99.9994%

(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	370	
Voting by ballot	1	50	
Total	3	420	0.0006%

(iii) Invalid Votes:

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

Kolkata

ISO 9001 : 2008 Registered DMS

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f) Resolution 6: Special Resolution

Approval of waiver of managerial remuneration amounting to Rs. 40.82 lakh paid/payable to one of the erstwhile Whole Time Directors 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	21	38646050	
Voting by ballot	5	32151541	
Total	26	70797591	99.9994%

(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	3	385	
Voting by ballot	1	50	
Total	4	435	0.0006%

(iii) Invalid Votes:

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



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g) Resolution 7: Special Resolution

Alteration of Articles of Association 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	22	38646065	
Voting by ballot	5	32151541	
Total	27	70797606	99.9994%

(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	370	
Voting by ballot	1	50	
Total	3	420	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
. 0	0
	0.01



pany Sec

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 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 the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries

(CŠ A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238

Place: Kolkata
Dated: 27.09.2018



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

Mobile: 98300-55689

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

Witness:

1. Rachana Agazenal.

(Rachana Agarwal) 162/2, Banaras Road, Salkia, Howrah – 711 106

2. Priho Priga Singh

(Priti Priya Singh) 8/A, Kailash Saha Lane Kolkata – 700007



Received the Report of the Scrutinizer

For McNally Bharat Engineering Company Limited

McNALLY BHARAT ENGINEERING COMPANY LIMITED

(Indranil Mitra) Company Secretary

Incranil Mitra Company Secretary

