

Minutes of the Fifty-ninth Annual General Meeting of the Shareholders of McNally Bharat Engineering Company Limited held at 3.30 PM on Wednesday, 7th September 2022 through Video Conference/Other Audio Visual Means (OAVM) in Kolkata

PRESENT

Directors & Interim Resolution Professional

Mr. Ravi Sethia	–	Chairperson Resolution Professional under IBC, 2016 (In the Chair)
Mr. Asim Kumar Barman	–	Independent Director and Chairman, Audit Committee & Stakeholders Relationship Committee
Mr. Srinivash Singh	–	Managing Director

Executives

Mr. Brij Mohan Soni	–	Chief Financial Officer
Ms. Indrani Ray	–	Company Secretary

Statutory Auditors:

Mr. Sunil Singh	–	Representative of Statutory Auditors, M/s V. Singhi & Associates, Chartered Accountants
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Secretarial Auditor:

Mr. Atul Kumar Labh	–	Practicing Company Secretary A.K. Labh & Co., Company Secretaries
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Out of 48 Members/Shareholders who joined the AGM through video-conference/electronic means, 39 represented Public and balance 9 represented Promoter/Promoter Group.

1. Chairperson

Mr. Ravi Sethia, appointed as Resolution Professional by the Kolkata Bench of the Hon'ble National Company Law Tribunal vide Order dated 26th August 2022, took the Chair.

Mr. Ravi Sethia introduced himself to the Shareholders, Directors and other participants at the Meeting and thereafter, requested Mr. Asim Kumar Barman, Independent Director and Chairperson of the Audit Committee, to chair the 59th Annual General Meeting.

Thereupon, Mr. Asim Kumar Barman took the Chair.

2. Quorum

The quorum, as required under the Companies Act, 2013 being present, the Chairperson called the Meeting to order.

The Chairperson informed the Shareholders that Mr. Aditya Khaitan, Chairman of the Company had expressed his inability to attend the Meeting due to prior commitments. He also explained that Mr. Nilotpal Roy and Ms. Kasturi Roy Choudhury could not attend the Meeting due to urgent prior commitments.

Thereafter, the Chairperson welcomed the Shareholders and introduced the Directors present at the Meeting through video-conference.

3. Statutory Registers for Inspection

The Chairperson announced that Statutory Registers and other documents referred under the Companies Act 2013 were available to the Shareholders for inspection online as the Meeting was being held through video-conference/other audio-visual means.

4. Notice of the Meeting

The Chairperson, with the consent of the Shareholders present, took the Notice dated 22nd July 2022 convening the Fifty-ninth Annual General Meeting which had been circulated to the Shareholders, as read.

5. The Chairperson's Opening Remarks

Addressing the Shareholders, the Chairperson briefly apprised them of the following:

- The Company vide National Company Law Tribunal ("NCLT") Order dated 29th April 2022 was admitted to Corporate Insolvency Resolution Process (CIRP) under the Insolvency & Bankruptcy Code, 2016. The Company's affairs, business and assets have since been managed by Mr. Anuj Jain, Partner -KPMG appointed as the Interim Resolution Professional appointed under the said Order;

- Vide Order dated 26th August 2022, the NCLT appointed Mr. Ravi Sethia, as the Resolution Professional to continue managing the affairs & operations of the Company as a ‘going concern’ while preserving and protecting its assets.

The Chairperson delivered a brief speech and expressed optimism that the Corporate Insolvency Resolution Process will find a successful resolution for the Company and resolve the current stressed situation and debt burden.

6. Auditor’s Report

Upon completion of the Chairman’s opening remarks, the Independent Auditor’s Report on the Annual Financial Statement and the Consolidated Financial Statement of the Company for the financial year ended 31st March 2022 were read out in accordance with Section 145 of the Companies Act, 2013.

7. Remote E-voting and Ballot voting

The Chairperson informed the Shareholders that in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”), all Shareholders have been provided remote e-voting facility through NSDL’s e-voting platform between 4th September 2022 to 6th September 2022, in proportion to their shareholding as on the cut-off date of 30th August 2022 in respect of item Nos. 1 to 4 of the Notice of the 59th Annual General Meeting of the Company (“AGM”). The Chairperson further mentioned that for the benefit of shareholders who have not been able to do remote e-voting and are present at the AGM through audio-visual means, arrangements for e-voting at the AGM have been made to enable them to cast their vote. Shareholders who have already cast their vote by remote e-voting, shall not vote by way of e-voting at the meeting, and if voted, it will not be counted. The Chairperson further mentioned that the Mr. Prakash Shaw (ACS-32895/ CP-16239), Practicing Company Secretary, had been appointed by the Board as the Scrutinizer to conduct voting in fair and transparent manner and to submit the report on the same to the Chairperson within 48 hours of the conclusion of the Annual General Meeting. The combined result, based on Scrutinizer Report for remote e-voting and e-voting at the meeting, on all the Resolutions at the 58th Annual General Meeting will be submitted to the stock exchanges where the shares of the Company are listed, hosted in the Company’s website www.mcnallybharat.com and displayed on the Notice Board at the Registered Office of the Company at 4, Mangoe Lane, Kolkata – 700 001, West Bengal.

The Chairperson added that all efforts feasible under the circumstances have been made by the Company to enable its Shareholders to participate and vote on the items being considered at the Annual General Meeting.

8. Shareholders' queries on the Annual Financial Statements of the Company for the Financial Year ended 31st March 2022

The Chairperson then invited the attending Shareholders 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 convening the 59th Annual General Meeting. The Chairperson stated that in accordance with Regulation 18(1)(d) of the Listing Regulations, he as the Chairperson of the Audit Committee would respond to the Shareholders' queries. Of the 9 Shareholders who had registered themselves as "Speakers" at the 59th AGM, 5 shareholders made representations on virtual platform, namely, Mr. Bimal Krishna Sarkar, Ms. Lily Pradhan, Mr. Manoj Kumar Gupta, Mr. Santosh Kumar Saraf and Mr. Ashit Kumar Pathak. Their queries included *inter alia* the future plan of the Company, orders booked, position of Corporate Insolvency Resolution Process ("CIRP"), reduction in Other Expenses, challenges being posed by the rising costs and inflation, writing off bad & doubtful debts, power & fuel expenses reduction, out of court settlement for certain arbitration cases, flexible working hours post-pandemic, higher Finance Costs, the gradual fall in EPS, challenges currently being faced by the Company in its specific industry-sector, estimated time involved for completion of CIRP. Upon the Shareholders completing their submission, the questions/queries raised by them were suitably replied to and clarified.

Thereafter, the Chairperson requested the Shareholders present, to participate in the voting through e-voting facility available on the NSDL portal, if they had not already voted through remote e-voting.

Thanking all the Shareholders for their participation, the Chairperson announced that the proceedings of the Meeting will close after the Shareholders present at the Meeting have cast their vote through e-voting and when the Scrutinizer announces closure of voting through e-voting at the AGM.

The Company Secretary was authorized to undertake all follow-up action post announcement of the result of voting by the Scrutinizer.

9. E-voting at the AGM and closure of voting

Mr. Prakash Shaw, Scrutinizer appointed by the Board, conducted the e-voting during the AGM. After ensuring that all the willing Shareholders have cast their vote through e-voting at the AGM, the Scrutinizer blocked the facility of e-voting and announced closure of the voting at about 4.20 PM.

10. Results of e-voting

Mr. Prakash Shaw, Scrutinizer, submitted his report on both remote e-voting and e-voting at the AGM on all the Resolutions specified in the Notice convening the 59th Annual General Meeting on 8th September 2022 and declared that all the Resolutions have been passed with requisite majority.

Based on the Scrutinizer Report, the following Resolutions were declared to have been passed with the requisite majority at the 59th Annual General Meeting. The Company Secretary further caused the aforesaid result of voting to be placed on the Notice Board at the Registered Office of the Company and to be displayed in the website of the Company at www.mcnallybharat.com and caused the aforesaid results of the combined voting on the Resolutions to be sent to each of the Stock Exchanges where the Company's shares are listed.

Based on the Company Secretary declaration of results of voting on the Resolutions, the Chairperson directed the Secretary to record the same as part of the Minutes.

Resolution No. 1

(Ordinary Business/ Ordinary Resolution)

To receive, consider and adopt:

- (a) the audited financial statement of the Company for the financial year ended 31st March 2022, and the Reports of the Directors and the Auditors thereon and**
- (b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2022 and the Report of the Auditors thereon;**

“RESOLVED that:

- (a) the audited Financial Statement of the Company for the Financial Year ended 31st March 2022 together with the Directors' Report and Auditor's Report thereon, as circulated to the Shareholders via e-mail be and are hereby adopted and
- (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the Report of the Auditors thereon as circulated to the Shareholders via e-mail be and are hereby adopted.”

Result of Remote e-voting and E-voting at AGM on Resolution No. 1

Particulars	Valid Votes Cast			
	For	% of total number of valid votes cast	Against	% of total number of valid votes cast
Remote E-voting	104094387	99.9593%	18013	0.0173%
E-voting at AGM	24300	0.234%	0	0
Total	104118687	99.9827%	18013	0.0173%

The Resolution was carried with requisite majority as per the votes cast “For” the Resolution as above.

Resolution No. 2

(Ordinary Business/ Ordinary Resolution)

To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the financial year ended 31st March 2022

“RESOLVED that it be and is hereby noted that in the absence of profit for the Financial Year 2021-22 and in view of the accumulated losses of the Company, and as decided by the Board of Directors of the Company, no dividend be paid to the Non-convertible Redeemable Preference Shareholders who are entitled to receive dividend at a fixed rate of 11.50% on the Non-convertible Redeemable Preference Shares of nominal value Rs 100/- for the Financial Year ended 31st March 2022.”

Result of Remote e-voting and E-voting at AGM on Resolution No. 2

Particulars	Valid Votes Cast			
	For	% of total number of valid votes cast	Against	% of total number of valid votes cast
Remote E-voting	104094127	99.9591%	18273	0.0175%
E-voting at AGM	24300	0.0234%	0	0
Total	104118427	99.9925%	1836	0.0175%

The Resolution was carried with requisite majority as per the votes cast “For” the Resolution as above.

Resolution No. 3

(Ordinary Business/ 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-election

“RESOLVED that Mr. Aditya Khaitan (DIN: 00023788), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company whose period of office shall be determined by retirement of directors by rotation.”

Result of Remote e-voting and E-voting at AGM on Resolution No. 3

Particulars	Valid Votes Cast			
	For	% of total number of valid votes cast	Against	% of total number of valid votes cast
Remote E-voting	104094386	99.9594%	18014	0.0173%
E-voting at AGM	24300	0.0233%	0	0
Total	104118686	99.9827%	18014	0.0173%

The Resolution was carried with requisite majority as per the votes cast “For” the Resolution as above.

Resolution No. 4

(Special Business/ Ordinary Resolution)

To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March 2023.

“RESOLVED that in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor M/s. A. Bhattacharya & Associates, Cost Accountants, appointed as the Cost Auditor of the Company by the Interim Resolution Professional under the ongoing Corporate Insolvency Resolution Process (“CIRP”) as per provisions of the Insolvency and Bankruptcy Code, 2016 (the Code) in terms of Order dated 29th April 2022 passed by Hon’ble National Company Law Tribunal (NCLT), Kolkata Bench, for conducting audit of cost accounting records maintained by the Company as applicable, for the Financial Year 2022-23, the details of which are given in the explanatory statement in respect of this item of business annexed to the Notice convening this Meeting, be and is hereby ratified;

RESOLVED FURTHER that the Interim Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to this Resolution.”

Result of Remote e-voting and E-voting at AGM on Resolution No. 4

Particulars	Valid Votes Cast			
	For	% of total number of valid votes cast	Against	% of total number of valid votes cast
Remote E-voting	104094386	99.9594%	18014	0.0173%
E-voting at AGM	24300	0.0233%	0	0
Total	104118686	99.9827%	18014	0.0173%

The Meeting was then concluded at about 4.05 P.M. with a vote of thanks to the Chair.

Sd/-

Ravi Sethia
Resolution Professional under IBC, 2016
[Registration No. IBBI/IPA-001/IP-P01305/2018-2019/12052]
CHAIRPERSON

Sd/-

Asim Kumar Barman
[DIN: 02373956]
CHAIRPERSON

Place: Kolkata

Date: 7th October 2022

Date of entry in Minutes Book: 14th September 2022



National Stock Exchange Of India Limited

Date 18-NOV-22

[NSE Acknowledgement](#)

Symbol: MBECL

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Name of the company: Mcnally Bharat Engineering Company Limited

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Subject: Annual General Meeting

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Date of Submissions: 18-Nov-2022 10:43:44

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Application No. 2022112144348

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We hereby acknowledge receipt of your submission. Please note that the content and information provided is pending to be verified by National Stock Exchange of India Limited.