



**REPORT OF SCRUTINIZER  
[E-VOTING]**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

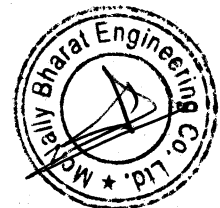
To,  
The Chairman,  
McNally Bharat Engineering Company Limited,  
4 Mangoe Lane,  
Kolkata – 700 001

Dear Sir,

I, Ajay Kumar Chandak, Chartered Accountant, (Membership No. 056119, FRN No. 326055E) and proprietor of M/s A.K Chandak & Associates, Chartered Accountants, Kolkata was appointed as the Scrutinizer in connection with 51<sup>st</sup> Annual General Meeting of the Members of “**McNally Bharat Engineering Company Limited**” (“Company”) to be held on Wednesday, 30<sup>th</sup> July 2014 at 11 A.M at Eastern Zonal Cultural Centre, Purbashree, IB 201, Sector-3, Salt Lake City, Kolkata – 700 016, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 10 A.M IST on Thursday, the 24<sup>th</sup> day of July, 2014 up to 6.00 P.M IST on Saturday, the 26<sup>th</sup> day of July, 2014.
2. The shareholders as on the “cut-off” date i.e. 20<sup>th</sup> day of June, 2014 were entitled to vote on the proposed 12 resolutions as mentioned in the notice dated 30<sup>th</sup> day of May, 2014, of the Annual General Meeting of the Company.
3. The votes were unblocked on Monday, the 28<sup>th</sup> day of July, 2014 at 11 A.M IST in the presence of witnesses, namely, Mr. Debtanu Ray resident of Kandi Mohanbagan, Post Kandi, Dist Murshidabad, Pin- 742137 & Mr. Sandip Ghosh resident of Narua Panchanantala, Chandannagar, Hooghly-712136 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of Equity Shareholders, who voted “For” and “Against”, were downloaded from the E-Voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>)





5. The results of e-voting is as under:

**<A> ORDINARY BUSINESS:**

**(a) Resolution 1**

**Adoption of Accounts for the year ended 31.03.2014**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour &%age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

**(b) Resolution 2**

**Declaration of Dividend on Non Convertible Redeemable Preference Shares**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour &%age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,110 (100%)	210 (0.00%)	Carried by majority

**(c) Resolution 3**

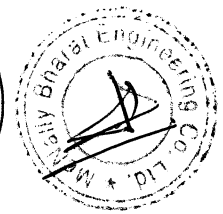
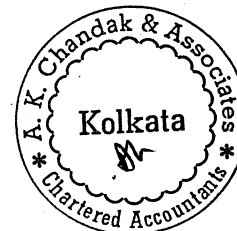
**Reappointment of Mr. Virendra Kumar as a Director**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour &%age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

**(d) Resolution 4**

**Reappointment of Mr. Subir Ranjan Dasgupta as a Director**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour &%age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority





(e) **Resolution 5**

**Reappointment of Mr. Asim Kumar Barman as a Director**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

(f) **Resolution 6**

**Appointment of Statutory Auditors**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

**<B> SPECIAL BUSINESS:**

(a) **Resolution 7**

**Creation of mortgage or Charge u/s 180 (1) (c)**

**Type of Resolution :- Special Resolution**

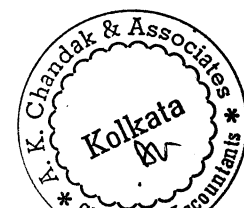
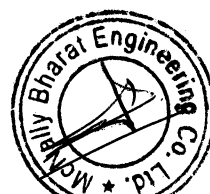
No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour	Total no. of votes casted in against	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

(b) **Resolution 8**

**Increasing the borrowing limit u/s 180 (1) (c)**

**Type of Resolution :-Special Resolution**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,120 (100%)	200 (0%)	Carried by majority





(c) **Resolution 9**

*Increasing the limits of loan & investments u/s 186*

**Type of Resolution :- Special Resolution**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,319 (100%)	1 (0%)	Carried by majority

(d) **Resolution 10**

*Increasing the Authorised Share Capital of the Company*

**Type of Resolution :- Special Resolution**

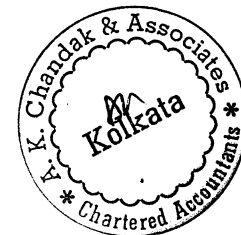
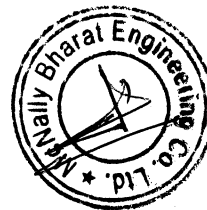
No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

(e) **Resolution 11**

*Change in capital clause of Articles of Association*

**Type of Resolution :- Special Resolution**

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority





(f) **Resolution 12**

*Further issue of shares*

**Type of Resolution :- Special Resolution**

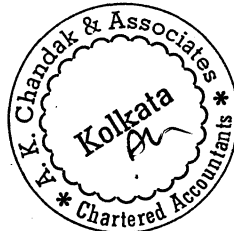
No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,310 (100%)	10 (0%)	Carried by majority

6. *The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers , approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.*

**For A.K.Chandak & Associates**  
**Chartered Accountants**

(CA A.K.CHANDAK)

**Practicing Chartered Accountants**  
**(Mem. No. 056119 FRN 326055E)**



**McNALLY BHARAT ENGINEERING CO. LTD.**

**SUKANTA CHATTOPADHAY**  
**SR. V.P. COMMERCIAL & COMPANY SECRETARY**