



## McNALLY BHARAT ENGINEERING COMPANY LIMITED

Corporate Identity Number (CIN): L45202WB1961PLC025181

Registered Office:

4 Mangoe Lane, Kolkata- 700 001, West Bengal, India

Tel: +9133-2213 8901, Fax No: +9133 2230 3519

E-mail: mbecl@mbecl.co.in | Website: <http://www.mcnallybharat.com>

**NOTICE** is hereby given that an Extraordinary General Meeting (EGM) of the Members of McNally Bharat Engineering Company Limited will be held on Saturday, the 28<sup>th</sup> day of February, 2015 at 10.00 a.m. at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700 156, to transact the following **SPECIAL BUSINESS**:

1. To consider and, if thought fit, to pass, with or without modification (s) the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreement entered into between the Company and the stock exchanges on which the securities of the Company are listed (**“Stock Exchanges”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (**“ICDR Regulations”**), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, (**“SEBI Takeover Regulations”**), any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (**“SEBI”**), and subject to all such other approvals, permissions, consents and/or sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions, consent of the Company be and is hereby given to the Board of Directors of the Company (the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to issue and allot, for cash, on preferential basis (**“Preferential Issue”**), upto 75,00,000 Equity Shares of the face value of Rs. 10 (Rupees Ten only) each at a price of Rs. 100 (Rupees One Hundred only) per Equity Share, including a premium of Rs. 90 (Rupees Ninety only) per Equity Share, aggregating to Rs. 75,00,00,000 (Rupees Seventy Five Crores only) (**“Subscription Shares”**) on such terms and conditions as may be approved or finalized by the Board of Directors, to the following persons/entities being the persons/entities not forming part of the promoter and promoter group, as detailed herein below:-

Sl. No.	Name of the Proposed Allottee	No. of Equity Shares proposed to be allotted	Allottee is QIB / MF / FI / Trust / Banks / Others
1	MKN Investment Pvt. Ltd.	50,00,000	Others
2	Rekha Rakesh Jhunjhunwala	25,00,000	Others

**“RESOLVED FURTHER THAT** the Preferential Issue of the Subscription Shares shall be, *inter alia* on the following terms and conditions:

- In accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Subscription Shares is 29<sup>th</sup> January, 2015, which is 30 days prior to the date of this Extraordinary General Meeting i.e. 28<sup>th</sup> February, 2015, and the floor price so calculated is Rs 90.41 /- (Rupees Ninety and Forty One paise only);
- The Subscription Shares shall be fully paid-up and shall rank *pari passu* with the existing Equity Shares of the Company in all respects including dividend in accordance with the Memorandum and Articles of Association of the Company;
- The Preferential Issue of the Subscription Shares shall only be made in dematerialized form and shall, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited (“Stock Exchanges”) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- In pursuance of the Preferential Issue, as aforesaid, to the Allottees, the Subscription Shares shall remain locked-in for such date and for such period as specified under the ICDR Regulations; and
- The Subscription Shares shall be issued and allotted to the Allottees within a period of 15 (fifteen) days from the date of passing of this resolution provided that where allotment of the Subscription Shares is pending on account of pendency of any approval required for Preferential Issue by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or such extended time as may be approved by SEBI.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Subscription Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Subscription Shares and utilisation of proceeds of the issue of the Subscription Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

2. To consider and, if thought fit, to pass, with or without modification (s) the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreement entered into between the Company and the stock exchanges on which the securities of the Company are listed (**“Stock Exchanges”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (**“ICDR Regulations”**), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, (**“SEBI Takeover Regulations”**), any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (**“SEBI”**), and subject to all such other approvals, permissions, consents and/or sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions, consent of the Company be and is hereby given to the Board of Directors of the Company (the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to issue and allot, for cash, on preferential basis (**“Preferential Issue”**), upto 20,00,000 Equity Shares of the face value of Rs. 10 (Rupees Ten only) each at a price of Rs. 100 (Rupees One Hundred only) per Equity Share, including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, aggregating to Rs. 20,00,00,000 (Rupees Twenty Crores only) (**“Subscription Shares”**) on such terms and conditions as may be approved or finalized by the Board of Directors, to M/s Williamson Magor and Company Limited forming part of the promoter and promoter group, as detailed herein below:-

Sl. No.	Name of the Proposed Allottee	No. of Equity Shares proposed to be allotted	Allottee is QIB / MF / FI / Trust / Banks / Others
1	Williamson Magor and Company Ltd	20,00,000	Others

**“RESOLVED FURTHER THAT** the Preferential Issue of the Subscription Shares shall be, *inter alia* on the following terms and conditions:

- In accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Subscription Shares is 29<sup>th</sup> January, 2015, which is 30 days prior to the date of this Extraordinary General Meeting i.e. 28<sup>th</sup> February, 2015, and the floor price so calculated is Rs. 90.41/- (Rupees Ninety and Forty One paisa only);
- The Subscription Shares shall be fully paid-up and shall rank *pari passu* with the existing Equity Shares of the Company in all respects including dividend in accordance with the Memorandum and Articles of Association of the Company;
- The Preferential Issue of the Subscription Shares shall only be made in dematerialized form and shall, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited (“Stock Exchanges”) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- In pursuance of the Preferential Issue, as aforesaid, to the Allottees, the Subscription Shares shall remain locked-in for such date and for such period as specified under the ICDR Regulations; and
- The Subscription Shares shall be issued and allotted to the Allottees within a period of 15 (fifteen) days from the date of passing of this resolution provided that where allotment of the Subscription Shares is pending on account of pendency of any approval required for Preferential Issue by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or such extended time as may be approved by SEBI.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Subscription Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Subscription Shares and utilisation of proceeds of the issue of the Subscription Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

3. To consider and, if thought fit, to pass, with or without modification (s) the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and Rule 14 of

Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreement entered into between the Company and the stock exchanges on which the securities of the Company are listed ("**Stock Exchanges**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, ("**SEBI Takeover Regulations**"), any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India ("**SEBI**"), and subject to all such other approvals, permissions, consents and/or sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions, consent of the Company be and is hereby given to the Board of Directors of the Company (the "**Board**" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to issue and allot, for cash, on preferential basis ("**Preferential Issue**"), upto 30,00,000 warrants (" Warrants/ Equity Warrants") , each warrant convertible into , or exchangeable for , one equity share of face value of Rs. 10 each at a price of Rs. 100 (Rupees One Hundred only) per Equity Share, including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, aggregating to Rs. 30,00,00,000 (Rupees Thirty Crores only) on such terms and conditions as may be approved or finalized by the Board of Directors, to M/s Williamson Magor and Company Limited forming part of the promoter and promoter group, as detailed herein below:-

Sl. No.	Name of the Proposed Allottee	No. of Equity Shares proposed to be allotted	Allottee is QIB / MF / FI / Trust / Banks / Others
1	Williamson Magor and Company Ltd.	30,00,000	Others

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- In accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares pursuant to the exercise of the Warrants is 29<sup>th</sup> January, 2015, which is 30 days prior to the date of this Extraordinary General Meeting i.e. 28<sup>th</sup> February , 2015, and the floor price so calculated is Rs. 90.41/- (Rupees Ninety and Forty One Paise only);
- That the said Warrants shall be issued and allotted by the Company to Williamson Magor and Company Limited within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."
- The equity shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company. The Equity Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- An Equity Warrant subscription price equivalent to atleast 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrant.
- The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- The Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Equity Warrants, the issue price of the Equity Shares to be allotted against such Equity Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.
- The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the warrants, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the warrants & equity shares, on conversion and utilisation of proceeds of the issue of the warrants/ equity shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the

Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors  
For **McNally Bharat Engineering Company Limited**

**Sukanta Chattopadhyay**

*Sr. VP – Commercial & Company Secretary*

Kolkata,  
February 2, 2015

MCNALLY BHARAT ENGINEERING COMPANY LIMITED  
4 Mangoe Lane, Kolkata- 700 001, West Bengal, India

#### **NOTES**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed hereto.
2. **Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.**
3. Pursuant to the provisions of Section 105 of the Companies Act 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority as applicable, issued on behalf of the appointing organization.
4. A proxy form duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
5. The Company is providing the facility of e-voting to the Members and the details are set out in the Annexure set herewith
6. Members/Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
7. The voting rights for the shares are one vote per equity share registered in the name of the shareholders/ beneficial owners as of cut off date of January 30, 2015.
8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 A.M to 1.00 P.M on any working till the date of the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the EGM.
10. Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's RTA only quoting their Folio Number. Members holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.
11. Under the provisions of Section 20 of the Companies Act, 2013 and the Rules made there under, Companies are permitted to send official documents to their shareholders electronically in compliance of Section 101 of the Companies Act, 2013 as part of its green initiatives in corporate governance. Thus the Company is sending documents like the Notice convening the Extraordinary General Meeting and other documents to the email addresses provided by the Members to the Company or the Registrar and Share Transfer Agents of the Company.

By Order of the Board of Directors  
For **McNally Bharat Engineering Company Limited**

**Sukanta Chattopadhyay**

*Sr. VP – Commercial & Company Secretary*

Kolkata,  
February 2, 2015

MCNALLY BHARAT ENGINEERING COMPANY LIMITED  
4 Mangoe Lane, Kolkata- 700 001, West Bengal, India

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING**

##### **ITEM NO. 1, 2 & 3**

In order to augment the long-term funding needs of the Company viz. to meet working capital requirements, reduce debt and support the expansion of business and for general corporate purposes the Board at its meeting held on 2<sup>nd</sup> February, 2015, subject to necessary approval(s), has approved the proposal for raising funds by way of issue of 95,00,000 equity shares of Rs. 10/- each at a price of Rs. 100 per equity shares ( including a premium of Rs. 90 per equity share) and 30,00,000 warrants at a price of Rs. 100 per warrant (each warrant convertible into one equity share of Rs. 10 each at a premium of Rs. 90 per share) to person/ entities forming part of the promoter and non-promoter group on Preferential Basis.

At present, your Company is having an Order Backlog of approximately Rs.6,500 Crores. Being one of the important player in the EPC line of activities and considering huge investment in the Infrastructure sector, where your company can play a vital role, the Board of Directors of your Company, considers it prudent to issue the shares & warrants at a premium of Rs.90/- per share/ warrants over its face value.

The equity infusion will also strengthen the Company's balance sheet and reduce interest costs for the Company.

In terms of applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the shareholder's are required to accord their approval to the special resolution for raising resources through issue of equity shares/warrants on Preferential basis. Hence the consent of shareholders is being sought for the Special resolution as proposed in the accompanying Notice.

The Information as required under Regulation 73 of the ICDR Regulations for Preferential Issue is as under:

**a) Object of the issue:**

To augment the long-term funding needs of the Company viz. to meet working capital requirements, reduce debt and support the expansion of business and for general corporate purposes.

**b) Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer:**

Except Williamson Magor & Company Limited, a Promoter Group Company, who will be subscribing to 20,00,000 Equity Shares and 30,00,000 Warrants in the preferential issue, none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares / Equity Warrants.

**c) Shareholding Pattern before and after the Preferential Issue:** Shareholding Pattern before and after the Preferential Issue of Subscription Shares/warrants is as below:

Category-Code	Category of Shareholder	Pre-issue equity shareholding (as on 2 <sup>nd</sup> February, 2015)		Post-Issue (after allotment of Equity Share i.e. Subscription Shares)		Post Issue (after conversion of warrants)	
		Number of Shares Held	Percentage of Holding	Number of Shares Held	Percentage of Holding	Number of Shares Held	Percentage of Holding
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>						
(1)	Indian Promoters (A)	10045764	32.31	12045764	29.67	15045764	34.51
(B)	Public Shareholding						
(1)	Institutions	528309	1.70	528309	1.30	528309	1.21
(a)	Mutual Funds / UTI/ Banks/ FIs	2975309	9.57	2975309	7.33	2975309	6.83
(b)	Foreign Institutional Investors	127236	0.41	127236	0.31	127236	0.29
	Sub-Total (B1)	3630854	11.68	3630854	8.94	3630854	8.33
(2)	Non-institutions						
(a)	Bodies Corporate	6808749	21.90	11808749	29.09	11808749	27.09
(b)	Individuals	9708054	31.22	12208054	30.07	12208054	28.00
(c)	Foreign Corporate Bodies/ NRIs						
(d)	Others	900397	2.90	900397	2.23	900397	2.07
	<b>Sub-Total (B2)</b>	<b>17417200</b>	<b>56.01</b>	<b>24917200</b>	<b>61.39</b>	<b>24917200</b>	<b>57.16</b>
	<b>GRAND TOTAL (A)+(B)(1)+(B)(2)</b>	<b>31093818</b>	<b>100</b>	<b>40593818</b>	<b>100</b>	<b>43593818</b>	<b>100</b>

**d) Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

**e) Proposed time within which the Preferential Issue shall be completed :**

The Board proposes to allot Subscription Shares and Warrants within a period of 15 days from the date of passing of the resolution by the shareholders in the EGM, provided that where the allotment is pending on account of pendency of any approval or permission for such allotment by any regulatory authority/body, the period of 15 days shall be counted from the date of such approval or permission.

**f) The identity of the natural persons who are the ultimate beneficial owners of the equity shares/warrants proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:**

Sr. No.	Name of the Proposed Allottees	Identity of the ultimate Beneficial Owners	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be issued and allotted	No. & % of warrants to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital*
1.	Williamson Magor & Company Limited	Williamson Magor & Company Limited	3,179,748 Shares, (10.23%)	20,00,000 Shares (4.92%)	30,00,000 Warrants (6.88%)	81,79,748 (18.76%)
2.	MKN Investment Pvt. Ltd.	Mr. Manoj Toshniwal; Mr. Ramesh Chandra Bardia; Mr. Vinod Dugar	0	50,00,000 Shares (12.32%)	0	50,00,000 (11.47%)
3.	Rekha Rakesh Jhunjhunwala	Not Applicable	9,98,349 shares (3.21%)	25,00,000 Shares (6.16%)	0	34,98,349 (8.02%)

\*Assuming full conversion of warrants also

**g) Lock In Requirement:**

The aforesaid allotment of Subscription Shares and allotment of equity shares arising on conversion of warrants shall be locked in as per the provisions of Chapter VII of the ICDR Regulations. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of receipt of the trading approval from Stock Exchanges where the equity shares of the Company are listed.

**h) Auditors' Certificate:**

The certificate from the Statutory Auditors of the Company, M/S Lovelock & Lewes, Chartered Accountants (FRN 301056E), confirming that the preferential issue of the Subscription Shares and warrants is being made in accordance with the requirements contained in ICDR Regulations, will be placed before the Extraordinary General Meeting of the Shareholders.

**i) Change in Control or composition of the Board:-**

As a result of the proposed preferential issue of Equity Shares and Warrants, and upon conversion of the Equity Warrants, there will be no change in the control of the Company.

**j) Relevant Date:**

The Relevant Date for the Preferential Issue as per ICDR Regulations for the determination of applicable price for the issue of the Subscription Shares and warrants shall be 29<sup>th</sup> January, 2015, which is the date 30 days prior to the date of this Extraordinary General Meeting.

**k) Issue Price:**

Since the shares of the Company fall under the definition of frequently traded shares as defined in the ICDR Regulations, the minimum price as per the ICDR Regulations pricing formula for preferential issue is Rs.90.41/- being higher of (a) the average of the high and low of the volume weighted average prices at the NSE Limited for 26 weeks prior to the relevant date viz. Rs. 90.41/-, and (b) the average of the high and low of the volume weighted average price at the NSE Limited for 2 weeks prior to the relevant date viz. INR. 89.68/-. The price at which the Subscription Shares are proposed to be allotted is higher than this minimum price

**l) Requirements as to re-computation of the price:**

The Issuer Company undertakes that they shall re-compute the price of the specified securities issued in terms of the provisions of ICDR Regulations, where it is required to do so.

The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**m) Under subscription, if any**

Any of the subscription shares and warrants issued as above, that may remain un-subscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity, in the same category on the same terms and conditions.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed Preferential Issue as set out in the resolutions.

Documents mentioned in the Resolution is available at the Registered Office of the Company and open for inspection by the Members from the date hereof upto 27<sup>th</sup> February 2015 ( a day before the Meeting ) and also will be available to the Members at the Meeting.

None of the Directors, any other key managerial person(s) of the Company and their relatives are deemed to be concerned or interested in the said resolution except to the extent of their shareholding, if any, and other disclosures made hereinabove in the Company.

The Board recommends the resolution for approval of the members of the Company as a Special Resolution.

By Order of the Board of Directors  
For McNally Bharat Engineering Company Limited

**Sukanta Chattopadhyay**  
*Sr. V.P – Commercial & Company Secretary*

Date: February 2, 2015

Place: Kolkata



# MCNALLY BHARAT ENGINEERING COMPANY LIMITED

Corporate Identity Number (CIN): L45202WB1961PLC025181  
Registered Office: Four Mangoe Lane, Kolkata – 700001, West Bengal, India  
T: +9133-2213 8901-05 | F: +9133-2230 3519  
E: mbecal@mbecl.co.in | W: http://www.mcnallybharat.com

## ATTENDANCE SLIP Extraordinary General Meeting

Members or their proxies are requested to present this attendance slip for entry, duly completed and signed in accordance with their specimen signature registered with the Company.

DP ID
Regd. Folio No.*

Client ID
No. of Shares

Name of Member: \_\_\_\_\_

Name of Proxy: \_\_\_\_\_

Address as registered with the Company: \_\_\_\_\_

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Saturday, February 28, 2015, at 10:00 a.m at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700 156.

Please (✓) in the box.

Member  Proxy

.....  
Member's Signature

.....  
Proxy's Signature

*\*Applicable for investor holding shares in physical form*



## Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L45202WB1961PLC025181  
Name of the company : **McNally Bharat Engineering Company Limited**  
Registered office : 4 Mangoe Lane, Kolkata - 700001, West Bengal, India

Name of the member(s) :	_____
Registered address :	_____
E-mail Id :	_____
Folio No/ Client Id :	_____
DP ID :	_____

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

- 1 Name : \_\_\_\_\_
- Address : \_\_\_\_\_
- E-Mail ID : \_\_\_\_\_
- Signature : \_\_\_\_\_

or failing him

- 2 Name : \_\_\_\_\_
- Address : \_\_\_\_\_
- E-Mail ID : \_\_\_\_\_
- Signature : \_\_\_\_\_

or failing him

3 Name :  
Address :  
E-Mail ID :  
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the Twenty Eighth day of February, 2015, at 10:00 a.m. at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata - 700156, and at any adjournment thereof in respect of such resolutions as are indicated below:

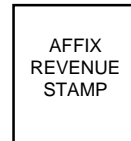
**Resolution No.**

- 1 To issue and allot, for cash, on preferential basis ("Preferential Issue"), upto 75,00,000 Equity Shares of the face value of Rs. 10 (Rupees Ten only) each at a price of Rs. 100 (Rupees One Hundred only) per Equity Share, including a premium of Rs. 90 (Rupees Ninety only) per Equity Share, aggregating to Rs. 75,00,00,000 (Rupees Seventy Five Crores only) to persons/entities not forming part of the promoter and promoter group
- 2 To issue and allot, for cash, on preferential basis ("Preferential Issue"), upto 20,00,000 Equity Shares of the face value of Rs. 10 (Rupees Ten only) each at a price of Rs. 100 (Rupees One Hundred only) per Equity Share, including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, aggregating to Rs. 20,00,00,000 (Rupees Twenty Crores only) to M/s Williamson Magor and Company Limited forming part of the promoter and promoter group
- 3 To issue and allot, for cash, on preferential basis ("Preferential Issue"), upto 30,00,000 warrants ("Warrants/ Equity Warrants") , each warrant convertible into , or exchangeable for , one equity share of face value of Rs. 10 each at a price of Rs. 100 (Rupees One Hundred only) per Equity Share, including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, aggregating to Rs. 30,00,00,000 (Rupees Thirty Crores only) to M/s Williamson Magor and Company Limited forming part of the promoter and promoter group

Signed this.....day of.....2015

Signature of shareholder

Signature of Proxy holder(s)



**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.