



McNally Bharat Engineering Company Limited

CIN: L45202WB1961PLC025181

Corporate Office: Ecospace Campus 2B 11F/12

New Town Rajarhat North 24 Parganas Kolkata 700 160

Telephone +91 3344591111

Email: mbe.corp@mbecl.co.in Website: www.mcnallybharat.com

Registered Office: 4 Mangoe Lane Kolkata-700001

9th September 2022

National Stock Exchange of India Limited

Exchange Plaza, 5th floor, Plot # C/1, 'G' Block

Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

BSE Limited

Corporate Relations Department

1st Floor, New Trading Ring, Rotunda Building

Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

Scrip Code: MBECL/ 532629

Dear Sir,

Sub: Scrutinizer's Report of the Company's 59th AGM & Voting Results

Ref: Regulation 44 of SEBI Listing Regulations

Further to the Scrutinizer Report already submitted on 8th September, 2022, please find enclosed the updated Report of the Scrutinizer.

Please note that all the items of Ordinary Business and the Special Business have been duly approved with requisite majority.

Kindly take this into your records and host in your website.

Yours faithfully,

For **McNally Bharat Engineering Company Limited**

Indrani Ray

Company Secretary

Encl: As above



Prakash Shaw & Co.

Practicing Company Secretaries

P-38, Princep Street,
1st Floor, Room No.12
Kolkata - 700 072
Mob: 9681158391
E-mail : csprakashshaw@gmail.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 59th Annual General Meeting of
McNally Bharat Engineering Company Limited
4, Mangoe Lane, 7th Floor
Kolkata – 700 001**

Dear Sir,

I, Prakash Kumar Shaw, Practising Company Secretary (ACS – 32895 / CP - 16239) and proprietor of M/s. Prakash Shaw & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 59th Annual General Meeting ("AGM") of the members of "*McNally Bharat Engineering Company Limited*" ("*Company*") held on Wednesday, the 7th day of September, 2022 at 3:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular No. 02/2021 dated 13th January, 2021 read with earlier MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 02/2022 dated 5th May 2022 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 22nd day of July, 2022. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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 National Securities



Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.

I submit my report as under :

1. The remote e-voting period remained open from 10:00 A.M. IST on Sunday, the 4th day of September, 2022 up to 5:00 P.M. IST on Tuesday, the 6th day of September, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 30th day of August, 2022 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the AGM dated the 22nd day of July, 2022.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Wednesday, the 6th day of September, 2022 around 4:30 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Abhishek Pandey, residing at Puri Aqua, Check Post, 363, Rajarhat Main Road, Dashadrone, Rajarhat, Kolkata 700136 and Mr. Vikash Shaw, residing at 165/1, Benaras Road, 3rd Floor, Howrah 711106, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 120666] are as under:



<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2022, 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, 2022 and the Report of the Auditors thereon

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	118	104094387	
E-voting at AGM	3	24300	
Total	121	104118687	99.9827%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	10	18013	
E-voting at AGM	0	0	
Total	10	18013	0.0173%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10991989



b) Resolution 2

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

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	116	104094127	
E-voting at AGM	3	24300	
Total	119	104118427	99.9825%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	18273	
E-voting at AGM	0	0	
Total	12	18273	0.0175%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10991989



c) Resolution 3

To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, has sought for his re-appointment, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIRP Process

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	117	104094386	
E-voting at AGM	3	24300	
Total	120	104118686	99.9827%

(ii) Voted **against** the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	11	18014	
E-voting at AGM	0	0	
Total	11	18014	0.0173%

(iii) **Invalid** Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10991989



d) Resolution 4 : Ordinary Resolution

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2023

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	117	104094386	
E-voting at AGM	3	24300	
Total	120	104118686	99.9827%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	11	18014	
E-voting at AGM	0	0	
Total	11	18014	0.0173%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10991989



7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers 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 **PRAKASH SAHW & Co.**

Prakash Shaw

PRAKASH KUMAR SHAW

Practising Company Secretary

Membership No 32895

COP- 16239

UDIN No.: A032895D000941077



Date: 08.09.2022

Place : Kolkata

Witness:

1.

Abhishek Pandey

(Abhishek Pandey)

Purti Aqua, Check Post, 363, Rajarhat Main Road,
Dashadrone, Rajarhat, Kolkata 700136

2.

Vikash Shaw

(Vikash Shaw)

165/1, Benaras Road, 3rd Floor
Howrah - 711106



Received the Report of the Scrutinizer

For McNally Bharat Engineering Company Limited

Indrani Ray

Indrani Ray
Company Secretary



Date & Time of Download : 09/09/2022 17:01:58

BSE ACKNOWLEDGEMENT

Acknowledgement Number	4500138
Date and Time of Submission	9/9/2022 5:01:40 PM
Scripcode and Company Name	532629 - MCNALLY BHARAT ENGINEERING COMPANY LTD.
Subject / Compliance Regulation	Shareholder Meeting / Postal Ballot-Scrutinizer's Report
Submitted By	Indrani Ray
Designation	Company Secretary & Compliance Officer

Disclaimer : - Contents of filings has not been verified at the time of submission.



National Stock Exchange Of India Limited

Date 09-SEP-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: 09-Sep-2022 17:08:03

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Application No. 2022092111492

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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.