



**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) ofhares 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 Annual General Meeting of the company, to be held on the Thursday, September 29, 2016, at 11:00 a.m at The Williamson Magor Hall, The Palladian Lounge, The Bengal Chamber of Commerce & Industry 6, Netaji Subhas Road, Kolkata – 700001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- To receive, consider and adopt the audited financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2016, and the Reports of the Directors and Auditors thereon.
- To declare a dividend on Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2016.
- To ratify the appointment of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company for the year ending March 31, 2017.
- To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election.
- To appoint a Director in place of Mr. Amritanshu Khaitan (DIN: 00213413) who retires by rotation and, being eligible, offers himself for re-election.
- To reappoint Mr. Prasanta Kumar Chandra (DIN: 01919454), as the Whole Time Director & COO of the Company under the designation "Whole Time Director & Chief Operating Officer" for a further period of three years with effect from February 15, 2015.
- To appoint Mr. Prabir Ghosh (DIN: 01912656), as the Whole time Director of the Company under the designation "Whole Time Director" for a period of three years with effect from July 4, 2016.
- To ratify the appointment and remuneration of A Bhattacharya & Associates for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March, 2017.
- To appoint Ms. Arundhati Datta (DIN: 03197285), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 23, 2016, as an Independent Director of the Company for a term up to September 28, 2021, and whose office shall not be liable to retire by rotation.

Signed this day of 2016

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.



McNally Bharat Engineering Company Limited

Corporate Identity Number (CIN) : L45202WB1961PLC025181

Registered Office :

Four Mangoe Lane, Kolkata – 700001, West Bengal, India

Tel: +9133-6628 1212, Fax No: +9133 6628 2277

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

Attendance Slip FIFTY THIRD ANNUAL GENERAL MEETING

| |
|-------------------|
| 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 Annual General Meeting of the Company, to be held on the Thursday, September 29, 2016, at 11:00 a.m at The Williamson Magor Hall, The Palladian Lounge, The Bengal Chamber of Commerce & Industry 6, Netaji Subhas Road, Kolkata – 700001.

Please (✓) in the box.

Member Proxy

Member's Signature

Proxy's Signature

*Applicable for investor holding shares in physical form