

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 Monday, September 28, 2015, at 02:30 p.m. at The Williamson Magor Hall, The Palladian Lounge, The Bengal Chambers 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.

- 1 To receive, consider & adopt the financial statements for the period ended March 31, 2015
2 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, 2016
3 To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election
4 To appoint a Director in place of Mr. Amritanshu Khaitan (DIN: 00213413) who retires by rotation and, being eligible, offers himself for re-election
5 To appoint Mr. A. K. Barman, (holding DIN 02373956), a non-executive Director of the Company who retires by rotation at this Annual General Meeting, as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 57th Annual General Meeting
6 To appoint Mr. V. K. Verma, (holding DIN 00766426), a non-executive Director of the Company who retires by rotation at this Annual General Meeting, as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 57th Annual General Meeting
7 To appoint Mr. P. H. Ravikumar, (holding DIN 00280010), a non-executive Director of the Company who retires by rotation at this Annual General Meeting, as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 57th Annual General Meeting
8 To appoint Mr. S.R. Dasgupta, (holding DIN 01401511), a non-executive Director of the Company who retires by rotation at this Annual General Meeting, as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 57th Annual General Meeting
9 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, 2016
10 To appoint Ms. Nandini Khaitan (DIN: 06941351) as an Independent Director of the Company for a term up to March 29, 2020, and whose office shall not be liable to retire by rotation
11 To issue, offer and allot equity shares/fully convertible debentures/ partly convertible debentures / non-convertible debentures with warrants/any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment to the Qualified Institutional Buyers ("QIBs") on private placement basis
12. To waive recovery of excess remuneration amounting to Rs. 21,6,16,007.87 paid to Late Deepak Khaitan as the Executive Chairman of the Company during the Financial Year ended 31st March, 2015, over and above the limit prescribed under the provisions of Section 197 of the Companies Act, 2013

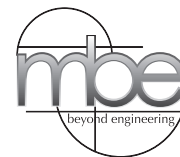
Signed this day of 2015



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.



McNally Bharat Engineering Company Limited

Corporate Identity Number (CIN) : L45202WB1961PLC025181

Registered Office :

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

Tel : +9133-2213 8901-05, Fax : +9133-2230 3519

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

Attendance Slip FIFTY SECOND 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 Monday, September 28, 2015, at 02:30 p.m. at The Williamson Magor Hall, The Palladian Lounge, The Bengal Chambers 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