



**FORM NO. MGT-13**

**REPORT OF SCRUTINIZER**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated 31<sup>st</sup> July 2015

To,  
The Chairman,  
of the Extra Ordinary General Meeting of the Equity Shareholders of **MCNALLY BHARAT ENGINEERING COMPANY LIMITED**, held on 30<sup>th</sup> July, 2015 at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No. 2-F/11, New Town, Rajarhat, 24 Parganas ( North), Kolkata-700160

Sub:- **Special Resolution(s) under different provision(s) of the Companies Act, 2013 read with Rules made there under- Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 & Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date**

Dear Sir,

I, Ajay Kumar Chandak, Chartered Accountant, (Membership No. 056119) proprietor of M/s A.K Chandak & Associates, (FRN 326055E) having my office at 31, Ganesh Chandra Avenue, 2<sup>nd</sup> Floor, Kolkata-700013 have been appointed as Scrutinizer vide your letter dt. 30.06.2015, for the purpose of remote e-voting and through ballot, at the Extra Ordinary General Meeting (EGM) of the Members of "**McNally Bharat Engineering Company Limited**" ("Company") held on Thursday, 30<sup>th</sup> July 2015 at 11.30 A.M at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No. 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata-700160, on the below mentioned resolutions, hereby submit my report as under:

1. As per the information provided to me, the Company had completed the dispatch of notice of the Extra Ordinary General Meeting, through Registered Parcel and by email ( to those members who have registered their email id) on July 07, 2015 to the members whose names appeared on the Register of members/ List of beneficiaries as on June 26, 2015 and subsequently , the Notice was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by **Central Depository Services (India) Limited (CDSL)**





2. The public announcement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Financial Express" of wide circulation on July 10<sup>th</sup>, 2015 and a vernacular newspaper "Dainik Statesman" on the same date.
3. The remote e-voting period remained open from 9.00 A.M IST on Monday, the 27<sup>th</sup> day of July, 2015 up to 5.00 P.M IST on Wednesday, the 29<sup>th</sup> day of July, 2015.
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on July 29, 2015 at 5.00 P.M., the CDSL portal was locked for voting.
5. The list of share holders who cast their votes through remote e-voting were unblocked in the presence of two witnesses who are not in the employment of the Company on July 30, 2015.
6. The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.
7. The shareholders as on the "cut-off" date i.e. 23<sup>rd</sup> day of July 2015 were entitled to vote on the proposed 5 resolutions as mentioned in the notice dated 30<sup>th</sup> June, 2015, of the Extra Ordinary General Meeting of the Company.
8. 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>)

At the Extra Ordinary General Meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

The polling papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient location in the venue.

1. At the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Extra Ordinary General Meeting of the shareholders was held were as follows:-

S.No	Resolutions	Nature of Resolution
1	To consider issue of upto 10,000,000 Equity Shares of the face value of Rs. 10/- each at a price of Rs. 100/- per Equity Share on Preferential Basis	Special Resolution





2	To consider alteration of Articles of Association of the Company	Special Resolution
3	To consider approval of remuneration of Mr. Deepak Khaitan, Executive Chairman, in case of inadequacy of profit in any financial year computed in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, and subject to the approval of the Central Government wherever required	Special Resolution
4	To consider approval of remuneration of Mr. Prasanta Kumar Chandra, Whole Time Director and Chief Operating Officer, in case of inadequacy of profit in any financial year computed in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, and subject to the approval of the Central Government wherever required	Special Resolution
5	To consider approval of remuneration of Mr. Prabir Kumar Ghosh as the Whole Time Director and Group Chief Financial Officer, in case of inadequacy of profit in any financial year computed in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, and subject to the approval of the Central Government wherever required	Special Resolution

On the conclusion of the Extra Ordinary General meeting, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned. The votes cast through e-voting and through ballot in the venue of the Extra Ordinary General meeting were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules.

A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

The results of the remote e-voting by electronic means and ballot voting are as follows:-

The details of the number of members present and voting in person or by proxy and the valid/invalid votes in respect of each of the resolutions are given below:-

Resolution No.	Number of members who cast their votes either by e-voting / poll in the EGM		Number of valid votes	Number of invalid Votes
	ASSENT	DISSENT		
1	53	2	55	2
2	53	2	55	2
3	50	5	55	2
4	50	5	55	2
5	50	5	55	2





The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below:-

E VOTING & POLL							
Resolution S.No	No. of VOTES CAST IN FAVOUR	of	No. of VOTES CAST AGAINST	Total- Valid Votes	Assent %	Dissent %	Passed/ Not Passed
1	15034661		173	15034834	100%	0%	Passed with requisite majority
2	15034661		173	15034834	100%	0%	Passed with requisite majority
3	13701219		1333615	15034834	91.13%	8.87%	Passed with requisite majority
4	13701219		1333615	15034834	91.13%	8.87%	Passed with requisite majority
5	13701219		1333615	15034834	91.13%	8.87%	Passed with requisite majority

Since the requisite no. of votes cast in favour was not less than three times the votes cast against in respect of resolutions in S No.1 to 5, I hereby report that the above resolutions were passed with requisite majority.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking You,

For A.K.Chandak & Associates  
Chartered Accountants

  
(CA A.K.CHANDAK)

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



Date- 31.07.2015  
Place- Kolkata