



## **McNALLY BHARAT ENGINEERING COMPANY LIMITED**

CIN: L45202WB1961PLC025181

Registered Office: 4 Mangoe Lane Kolkata-700001

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

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### **POSTAL BALLOT NOTICE**

#### **TO THE MEMBERS OF THE COMPANY**

**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India**

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NOTICE IS HEREBY GIVEN that the Special Resolution set out hereunder for continuation of Directorship of Mr. Nilotpal Roy (DIN 00087298) as Non-executive Independent Director beyond the age of 75 years in his current tenure, is proposed to be passed through Postal Ballot by voting through electronic means (“remote e-voting”). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolution is annexed.

The Board of Directors & Resolution Professional of the Company at their meeting held on February 13, 2023 have appointed Mr. Prakash Kumar Shaw, Practicing Company Secretary (ACS – 32895 / CP – 16239), Kolkata, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting.

In conformity with the present regulatory requirements, Members can vote only through remote e-voting, for which purpose they are requested to read carefully the instructions given in the Notes forming part of this Notice.

Based on the Scrutinizer’s Report, the Results of remote e-voting will be declared at or before 5.00 p.m. (IST) on Monday, March 20, 2023. The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website [www.mcnallybharat.com](http://www.mcnallybharat.com) under the section Investors and will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company’s shares are listed. National Securities Depository Limited (NSDL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## **SPECIAL BUSINESS**

- 1. To approve continuation of directorship of Mr. Nilotpall Roy (DIN 00087298) as non-executive Independent Director beyond the age of 75 years in his current tenure.**

To consider and, if though fit, to assent/dissent to the following resolution as a Special Resolution:

“RESOLVED that pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions, if any, of the Companies Act, 2013, the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Nilotpall Roy (DIN 00087298), as a Non-Executive Independent Director of the Company from the day he attained the age of 75 years i.e., January 13, 2023 till the expiry of his current term till February 13, 2025 on the same terms and conditions as already approved by the Members.

RESOLVED FURTHER that any one of the Directors or Ms. Indrani Ray, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary and expedient in order to give effect to this Resolution.”

By Order of the Board  
**McNally Bharat Engineering Company Limited**  
*(A company under Corporate Insolvency Resolution Process of IBC, 2016)*

S/d-  
Indrani Ray  
**Company Secretary**

Place: Kolkata  
Date: February 13, 2023

## NOTES:

- (i) In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on Friday, February 10, 2023, and who have registered their e-mail addresses with the Company or with the Depositories.

Further, Members can vote on the Resolution only through remote e-voting. Remote e-voting will commence at 10.00 AM on Friday, February 17, 2023 and will end at 5.00 p.m. on Saturday, March 18, 2023 when remote e-voting will be blocked by NSDL.

- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Friday, February 10, 2023 (“cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
- (iii) The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Saturday, March 18, 2023.
- (iv) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The procedure with respect to **remote e-voting** is provided below:-

### **Step 1: Access to NSDL e-voting website**

#### **(A) For Individual Members holding shares in dematerialized form:**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email addressed in their demat accounts in order to access e-Voting facility.

For Members holding shares in demat account with NSDL

- **If you are registered for NSDL ‘IDeAS’ facility**, you are required to follow the below-mentioned steps:
  - (a) Launch internet browser by typing the URL: <https://eservices.nsd.com> and click on ‘**Beneficial Owner**’ tab under the ‘IDeAS’ section.
  - (b) Insert your existing user ID and password.
  - (c) After login, click on ‘**Access to e-voting**’ under e-voting services and you will be able to see the e-voting page.
  - (d) Thereafter, click on ‘e-vote’ link available against McNally Bharat Engineering Company Limited or ‘**e-voting service provider-NSDL**’ and proceed to Step 2 to cast your vote.
  
- **If you are not registered for ‘IDeAS’**, you are required to follow the below-mentioned steps:
  - (a) Launch internet browser by typing the URL: <https://www.evoting.nsd.com> and click on ‘**Shareholder/Member-Login**’.
  - (b) Insert your existing user ID, password / OTP and the verification code as shown on the screen, and agree to the terms and conditions by clicking the box.
  - (c) After authentication, you will be directed to NSDL e-services website where you will be able to see the e-voting page.
  - (d) Thereafter, click on ‘e-vote’ link available against McNally Bharat Engineering Company Limited or ‘**e-voting service provider-NSDL**’ and proceed to Step 2 to cast your vote.

For Members holding shares in demat account with Central Depository Services (India) Limited (CSDL)

- **If you are registered for CDSL ‘Easi/Easiest’ facility**, you are required to follow the below-mentioned steps:
  - (a) Login at [www.cdslindia.com](http://www.cdslindia.com) and click on ‘**New System Myeasi**’, or launch internet browser by typing the URL: <https://web.cdslindia.com/myeasi/home/login>.
  - (b) Insert your existing user ID and password.
  - (c) After login, you will be able to view the e-voting menu.

(d) Thereafter, click on 'e-vote' link available against McNally Bharat Engineering Company Limited or '**e-voting service provider-NSDL**' and proceed to Step 2 to cast your vote.

- You can also directly access the e-voting page from a link on the home page of [www.cdsl.com](http://www.cdsl.com) with your demat account number and PAN.

After OTP based authentication, you will be provided link for '**evoting**' against McNally Bharat Engineering Company Limited or '**e-voting service provider -NSDL**'. Click on the link and proceed to Step 2 to cast your vote.

#### For Members logging in through the websites of their Depository Participants

(a) Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL/CDSL for e-voting.

(b) Click on '**e-voting**'. You will be re-directed to NSDL e-services website where in you will be able to see the e-voting page.

(c) Thereafter, click on 'e-vote' link available against McNally Bharat Engineering Company Limited or '**e-voting service provider-NSDL**' and proceed to Step 2 to cast your vote.

- Members who are unable to retrieve their user ID or password are advised to use Forgot User ID / Forgot Password option(s) available on the websites of the respective Depositories / Depository Participants.

#### **(B) For Non-Individual Members holding shares in dematerialized form and Members holding shares in certificate form**

*If you are registered for NSDL 'IDeAS' facility, you can login at <https://www.eservices.nsdl.com> with your existing IDeAS login and click on e-voting to proceed to Step 2 to cast your vote.*

If you are not registered for 'IDeAS', you are required to follow the below-mentioned steps:

(a) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com> and click on '**Shareholder/Member-Login**'.

(b) Insert your existing user ID, password and the verification code as shown on the screen.

- **User ID**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- **Password**

(i) **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.** Members may also use OTP based login.

(ii) If you are using NSDL e-voting system for the first time, you would need to use your for login, which has been communicated to you by the Company.

(iii) If you are unable to retrieve the ‘initial password’ or have forgotten your password:

- Click on **‘Forgot User Details /Password?’**, if holding shares in dematerialised form, or
- Click on **‘Physical User Reset Password?’**, if holding shares in certificate form.

You may also send an e-mail requesting for password at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), mentioning your name, PAN, registered address and your DPID & Client ID/ folio number.

(c) Agree to the terms and conditions by clicking the box.

(d) Click on **‘Login’**. Home page of remote e-voting opens.

## **Step 2: Cast your vote on NSDL website**

- (a) Click on **‘e-voting: Active Evoting Cycles /VCorOAVM’** and select the EVEN of McNally Bharat Engineering Company Limited.
- (b) Now you are ready for remote e-voting as **‘Cast Vote’** page opens.
- (c) Cast your vote by selecting appropriate option and click on **‘Submit’**. Thereafter click on **‘Confirm’** when prompted; upon confirmation, your vote is cast and the message **‘Vote cast successfully’** will be displayed.

## **Other Instructions**

- (a) Corporate and Institutional Members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at [csprakashshaw7@gmail.com](mailto:csprakashshaw7@gmail.com) with a copy marked to NSDL’s e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (b) Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-voting, are required to register their e-mail addresses on the Company’s corporate website under the section Investor. Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, by post to the Share Department of the Company at 4 Mangoe Lane, Kolkata – 700 001 or scanned copy thereof through e-mail at [mbecal@mbeccl.co.in](mailto:mbecal@mbeccl.co.in) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- (c) In case of any query / grievance or if you require any technical assistance with respect to remote e-voting, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL’s e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact:
  - (i) Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, A Wing, Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone nos. 1800-222-990 (toll free) or 022-2499 4360 or at e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (ii) Mr. Chanchal Karar, Manager – Secretariat at telephone no. 033 – 44591111 or at email ID [mbecal@mbeccl.co.in](mailto:mbecal@mbeccl.co.in)

Individual Members holding shares in dematerialised form may also reach out for any technical issue related to login through their respective Depositories, i.e. NSDL and CDSL, as follows:

- NSDL – e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at telephone nos.1800 1020 990 or 1800 224 430 (toll free).
- CDSL – e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at telephone nos.022- 23058738 or 022-23058542-43.

(d) There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.

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## **EXPLANATORY STATEMENT**

Annexed to the Notice dated February 13, 2023

### **Item No.1: To approve continuation of Directorship of Mr. Nilotpal Roy (DIN 00087298) as non-executive Independent Director beyond the age of 75 years in his current tenure.**

Mr. Nilotpal Roy (DIN 00087298) was appointed as a Non-Executive Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') for a period of five years effective from February 14, 2020 by the Members of the Company at the 57<sup>th</sup> Annual General Meeting of the Company held on December 22, 2020. His first term as an Independent Director shall expire on February 13, 2025.

In terms of the Regulation 17(1A) of SEBI Listing Regulations, consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years.

Mr. Roy had attained the age of 75 years on January 13, 2023 and approval of the Members are required for continuation of his directorship from the day he attained the age of 75 years till expiry of his current term i.e., till February 13, 2025.

Mr. Nilotpal Roy is an engineering professional with experience of more than four decades in various Central Public Sector Enterprises (CPSEs) such as SAIL, Durgapur Steel Plant, IISCO Steel Plant and renowned private sector Companies e.g. Adhunik Metaliks Limited, Neo Metaliks Limited. He is also an Independent Director in McNally Sayaji Engineering Company Limited. Previously, he had held the position of Managing Director, SAIL – IISCO Steel Plant.



Considering the vast knowledge, acumen, expertise and performance of Mr. Roy and significant contributions made, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company. Further, in the opinion of the Board Mr. Roy fulfils all the conditions as specified in the Act and Rules made thereunder and SEBI Listing Regulations, in order to continue the office as an Independent Director of the Company and is independent of the Management.

On the recommendation of Nomination & Remuneration Committee and based on the skills, experience, knowledge and report of performance evaluation of Mr. Roy, the Board of the Directors on Monday, February 13, 2023 have approved the continuation of directorship of Mr. Nilotpall Roy (DIN: 00087298) as an Independent Director of the Company from the day he attained the age of 75 years i.e., January 13, 2023 till the completion of his present term upto February 13, 2025 on the same terms and conditions.

Except Mr. Roy, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at item No.1 except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board & Resolution Professional  
**McNally Bharat Engineering Company Limited**  
*(A company under Corporate Insolvency Resolution Process of IBC, 2016)*

S/d-  
Indrani Ray  
**Company Secretary**

Place: Kolkata  
Date: February 13, 2023

### Annexure to the Postal Ballot Notice - Details of Director

Name of Director	Mr. Nilotpal Roy
Nature of Directorship	Independent Director
Date of Birth	14/01/1948
Qualification	M. Tech. (Chemical Engineering) B. Tech. (Chemical Engineering)
Expertise in specific functional areas	Engineering, Iron & Steel Industries, Management & Leadership, Business Development, Administration, etc.
Brief Profile	Mr. Nilotpal Roy is an engineering professional with experience of more than four decades in various Central Public Sector Enterprises (CPSEs) such as SAIL, Durgapur Steel Plant, IISCO Steel Plant and renowned private sector Companies e.g. Adhunik Metaliks Limited, Neo Metaliks Limited. He is also an Independent Director in McNally Sayaji Engineering Company Limited. Previously, he had held the position of Managing Director, SAIL – IISCO Steel Plant.
Listed entities in which the Director also holds directorship and membership of Committees of Board of such entities	<b>Non-executive Independent Director:</b> McNally Sayaji Engineering Limited  <b>Audit Committee, Nomination &amp; Remuneration Committee and Stakeholders' Relationship Committee:</b> McNally Sayaji Engineering Limited
Relationships between directors (inter-se)	Nil
Shareholding in the Company	Nil

By Order of the Board & Resolution Professional  
**McNally Bharat Engineering Company Limited**  
(A company under Corporate Insolvency Resolution Process of IBC, 2016)

S/d-  
Indrani Ray  
**Company Secretary**

Place: Kolkata  
Date: February 13, 2023