



McNally Bharat Engineering Company Limited

Registered Office : 4, Mangoe Lane, Kolkata - 700 001

POSTAL BALLOT FORM

Sl. No.

1. Name & Registered Address of the sole/first named Shareholder (in block letters)

2. Name of the Joint Holder(s) if any

3. Registered Folio No./ DP ID/Client ID

4. No. of shares held

I/We hereby exercise my/our vote in respect of the **Special Resolutions** to be passed through Postal Ballot for the business stated in the enclosed Notice dated November 13, 2013 of the Company by sending my/our assent or dissent to the said Resolution by placing a tick (✓) mark at the appropriate box below :-

Item No.	Items	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution for 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 XIII to the Companies Act, 1956, and subject to the approval of the Central Government wherever required.			
2	Special Resolution for approval of remuneration of Mr. Prasanta Kumar Chandra, Whole Time Director & Chief Operating Officer, in case of inadequacy of profit in any financial year computed in accordance with the applicable provisions of Schedule XIII to the Companies Act, 1956, and subject to the approval of the Central Government wherever required.			
3	Special Resolution for approval of remuneration of Mr. Prabir Kumar Ghosh, Whole Time Director & Group Chief Financial Officer, in case of inadequacy of profit in any financial year computed in accordance with the applicable provisions of Schedule XIII to the Companies Act, 1956, and subject to the approval of the Central Government wherever required.			

Place :

Date :

Signature of the Shareholder

Note:

- Please read carefully the instructions overleaf before exercising your vote.
- Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is Monday, December 23, 2013, before the close of business hours.



INSTRUCTIONS

1. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form Only.
2. A shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed, pre-paid postage envelopes. However, envelopes containing Postal Ballots, if deposited in person or sent by courier/ registered post at the expense of the registered shareholder will also be accepted.
3. The self-addressed, pre-paid postage envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. There shall be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. No other form or photocopy of the form is permitted. Postal Ballot Form and self addressed, prepaid postage envelopes are enclosed.
5. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The Voting rights of every shareholder shall be reckoned on the basis of the paid-up value of the shares registered in the name(s) of the shareholder(s) on the date of notice. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
6. The form should be completed and signed by the shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed (as per specimen signature signed by the Company) by the first named Shareholder and in his absence, by the next name Shareholder. Unsigned/ Incomplete Postal Ballot forms will be rejected.
7. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/ Resolution of Board of Directors. If the same is / are already registered with the Company, please quote the registration number.
8. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours on December 23, 2013. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such shareholder has not been received.
9. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
10. The results of the Postal Ballot will be announced on Friday, December 27, 2013, by 4:00 P.M. at the Corporate Office of the Company at Ecospace Campus, 2B, 11F/12 (Old Plot No. AA/Block 3), New Town, Rajarhat, North 24 Parganas, Kolkata 700156 and also be published in the newspaper.
11. The date of declaration of the Postal Ballot Result will be taken to be the date of passing of resolutions proposed by this notice.
12. Shareholders are requested not to send any other paper along with the Postal Ballot form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.