



McNally Bharat Engineering Company Limited

Corporate Identity Number (CIN): L45202WB1961PLC025181

Registered Office: 4 Mangoe Lane, Kolkata- 700 001, West Bengal, India

Tel: +9133-6628 1212, Fax No: +9133 3014 1212,

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

Notice

NOTICE is hereby given that the Fifty Seventh Annual General Meeting of the Members of McNally Bharat Engineering Company Limited will be held on Tuesday, December 22, 2020, at 11:00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business:

1. **To receive, consider and adopt –**
 - (a) The audited financial statements of the Company for the financial year ended March 31, 2020, and the Reports of the Directors and the Auditors thereon.
 - (b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon.
2. **To consider non-declaration of dividend on Non-convertible Redeemable Preference Shares for the financial year ended March 31, 2020:**

In absence of profit for the current year (2019-20), the Board of Directors of your Company considered it prudent not to recommend any dividend on Equity Shares for the year under review. Further, in view of accumulated losses, the Board of Directors of your Company is of the opinion that no dividend be rewarded to the Non-convertible Redeemable Preference Shareholders, though they are entitled to receive dividend at a fixed rate of 11.50% on the Non-convertible Redeemable Preference Shares of Rs. 100/- each.

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.**

Special Business:

4. **To approve the re-appointment of Mr. Srinivash Singh (DIN: 00789624) as the Managing Director (Key Managerial Personnel) of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), the consent of the members/shareholders of the Company be and is hereby accorded for re-appointment of Mr. Srinivash Singh (DIN: 00789624) as the Managing Director (Key Managerial Personnel) of the Company, for a period of three consecutive years from December 14, 2019 to December 13, 2022 on the terms and conditions including

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remuneration, as set out in explanatory statement annexed to the notice convening this meeting, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors in their respective meetings held on November 14, 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To approve the re-appointment of Mr. Asim Kumar Barman (DIN: 02373956) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Asim Kumar Barman (DIN: 02373956), who holds office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years commencing from the day of expiry of his earlier term, upto the date of the 60th Annual General Meeting or attainment of his 75 years of age whichever is earlier.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To approve the appointment of Mr. Nilotpal Roy (DIN: 00087298) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the said Act, and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Nilotpal Roy (DIN: 00087298), who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from February 14, 2020 under Section 161 of the Companies Act, 2013, be and is hereby appointed to hold office as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years commencing from February 14, 2020, i.e. upto February 13, 2025.”



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"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. To approve the appointment of Ms. Kasturi Roychoudhury (DIN: 06594917) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the said Act, and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Kasturi Roychoudhury (DIN: 06594917), who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from February 14, 2020 under Section 161 of the Companies Act, 2013, be and is hereby appointed to hold office as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years commencing from February 14, 2020, i.e. upto February 13, 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2021.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor M/s. A. Bhattacharya & Associates, Cost Accountants, appointed by the Board of Directors of the Company for conducting audit of cost accounting records maintained by the Company as applicable, for the financial year 2020-21, the details of which are given in the explanatory statement in respect of this item of business annexed to the Notice convening this Meeting, be and is hereby ratified."

By Order of the Board of Directors
For **McNally Bharat Engineering Company Limited**

Rahul Banerjee
Company Secretary

Kolkata, November 12, 2020

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Notes

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to special business set out in the Notice is annexed hereto.
2. In view of the prevailing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide Circular No. 20/2020 dated 05.05.2020 and SEBI vide Circular No. SEBI /HO/ CFD/ CMD1 /CIR /P /2020 /79 dated 12.05.2020 permitted the holding of the Annual General Meeting ("AGM") through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, AGM of the Company will be held through VC / OAVM, subject to other applicable provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
3. Since the AGM will be held through VC / OAVM, there is no requirement for appointment of proxies.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members seeking any information / clarification with regard to the accounts or any matter to be dealt at the AGM, are requested to write at mbecal@mbeccl.co.in on or before 15.12.2020.
6. All the documents referred to in the Notice and Statutory Registers maintained under Section 170 and Section 189 of the Companies Act 2013, will be available for electronic inspection during the AGM.
7. The relevant details in respect of Directors seeking appointment/re-appointment at the AGM in terms of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is annexed.
8. In compliance with the aforesaid MCA and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent **only through electronic mode** at the email addresses of members as registered with the RTA / Depositories as on 20.11.2020. Physical Copy of Notice and/or Annual Report **will not be sent** to any member.

Members may note that the Notice and Annual Report 2019-20 will also be available at the Company's website www.mcnallybharat.com, websites of the Stock Exchanges, viz. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and also the e-voting agency, viz. National Security Depository Limited (NSDL) website at <https://www.evoting.nsdl.com>.

9. As per Regulation 40 of Listing Regulations, the equity share(s) of the Company can be transferred **only in dematerialized** form. In view of this and to eliminate risks associated with physical shares, members holding shares in physical form are advised to convert their holdings into dematerialized form.



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10. (A) Members holding shares in physical mode are:
 - i) required to submit their **Bank Account** details, **E-mail ID** and **PAN** to the Company/ RTA, as mandated by the Securities and Exchange Board of India (SEBI) including the change, if any;
 - ii) requested to opt for the Electronic Clearing System (**ECS**) mode for instant and secured receipt of dividend in future;
 - iii) advised to make nomination in respect of their shareholding in **Form SH13**;
 - iv) requested to send their share certificates to RTA for **consolidation**, in case shares are held under two or more folios; and
 - v) informed that the shares in physical mode will **not** be accepted for transfer.
- (B) Members holding shares in electronic mode are:
 - i) requested to submit their address, **Bank Account** Details, **E-mail id** and **PAN** to respective DPs with whom they are maintaining their demat accounts including the change, if any, as mandated by SEBI; and
 - ii) advised to contact their respective DPs for availing the nomination facility.
11. Members may note that registration/ updation of their E-mail addresses with RTA, if shares are held in physical mode, or with their DPs, if shares are held in electronic mode would ensure delivery of all future communications from the Company including Annual Reports, Notices, Circulars, etc., without delay or, as the case may be, loss in postal transit.
12. Members are requested to note that, dividends not claimed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") of the Government of India. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.

In view of this, Members are requested to claim their dividend(s) from the Company, within the stipulated timeline. The Members, whose unclaimed dividend(s)/share(s) have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in prescribed Form No. IEPF-5 available on www.iepf.gov.in.
13. The company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Unpaid / Unclaimed Final Dividend FY'13 (declared on 27.09.2013) would complete the period of 7 years during FY'21 and thereby due for transfer to the IEPF Authority on 02.12.2020.

Members whose dividend(s) remained unclaimed are requested to submit their cancelled bank cheque along with copy of PAN card to the Company or RTA for claiming such dividend(s).
14. Members are requested to address all correspondence relating to the shareholding and dividend to the Registrar & Share Transfer Agent (RTA) of the Company i.e. **Maheshwari Datamatics Private Limited, Account MBECL, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001**, Telephone: 033 2243-5029/5809, Fax: 033 2248-4787, Website: www.mdpl.in, E-mail: mdpldc@yahoo.com.

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However, keeping in view the convenience of the Members, documents relating to shares including complaints/grievances shall also be received at the Registered Office of the Company at Four Mangoe Lane, Kolkata - 700001, e-mail: : mbecal@mbekl.co.in.

E-Voting:

1. In compliance with the provisions of Section 108 of the Act, the Rules made there under and Regulation 44 of the SEBI Listing Regulations, Members are provided with the facility to cast their vote electronically, through remote e-voting services provided through NSDL on all resolutions set-forth in this Notice.
2. The remote e-voting period will commence on December 19, 2020 (10:00 hours IST) and end on December 21, 2020 17:00 hours IST. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. During this period, Members holding shares either in physical form or in dematerialized form, as on December 15, 2020 i.e. cut-off date, may cast their votes electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
4. Those Members, who will be attending AGM through VC / OAVM facility, if not cast their votes on the Resolutions through remote e-voting, and are otherwise not barred from voting so, shall be eligible to vote through e-voting system during the AGM.
5. The Members who have cast their votes by remote e-voting prior to the AGM may attend in the AGM through VC / OAVM but shall not be entitled to cast their votes again.
6. The Company has appointed Mr. Atul Kumar Labh, (Membership No. FCS 4848, COP No. 3238) Practising Company Secretary of M/s. A. K. Labh & Co., Company Secretaries, Kolkata, to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 7. Members are requested to carefully read all the instructions regarding attending the AGM through VC/OAVM, casting votes through remote e-voting and other guidelines / instructions stated in Annexure - A, attached herewith.**

Statement Pursuant to Section 102 of the Companies Act, 2013 in respect of Items of Special Business Set Out in the Notice Convening the Meeting:

Item No. 4

Mr. Srinivash Singh (DIN: 00789624) had been appointed as the Managing Director (Key Managerial Personnel) of the Company w.e.f. December 14, 2016 for a period of three years i.e. upto December 13, 2019. He has extensive experience in EPC sector and long association with the Company. The Board of Directors of the Company at its meeting held on November 14, 2019, upon recommendation of the Nomination and Remuneration Committee in its meeting held on the even date, approved re-appointment of Mr. Srinivash Singh as the Managing Director of the Company subject to the approval of the lenders and the shareholders of the Company.

The Company requested the consortium lenders on October 14, 2020 to accord / ratify the re-appointment of Managing Director for a period of three years w.e.f. December 14, 2019. The Company provided details of the terms of his appointment as requested by lenders.



The terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company remained unaltered in comparison to the terms and conditions of Mr. Singh's appointment as the Managing Director in his immediately preceding tenure. The terms and conditions are reproduced herein-below:

- a) Salary: Rs. 10,00,000 per month in the scale of Rs. 10,00,000 to Rs. 15,00,000 with authority to the Board of Directors to revise the same from time to time and to give such annual increment as the Board may deem fit.
- b) Performance Bonus: Payable annually, for each financial year, as may be determined by the Board based on his performance.
- c) Special Allowance: In addition to the Salary and Performance Bonus payable, the Managing Director shall also be entitled to a Special Allowance of Rs. 5,00,000 Per month which may be revised by the Board based on his performance.
- d) Other Benefits: The Managing Director shall also be entitled to club fees, accident insurance, leave encashment, benefits of provident fund, Superannuation Fund and gratuity Fund, Company Car, Telephone, Ex Gratia, meal coupons and such other benefits and allowances as may be agreed to by the Board of Directors and the Managing Director.
- e) Ceiling on Remuneration: The aggregate remuneration comprising all the components mentioned above payable to the Managing Director shall not exceed Rs. 2,20,00,000/- (two crore twenty lakhs only) per annum excluding use of car and telephone for office purposes.
- f) Minimum Remuneration: In the event of loss or inadequacy of profits of the Company in any Financial Year, the above remuneration shall be paid as minimum remuneration subject to the applicable limit and the terms and conditions of Schedule V to the Companies Act, 2013. In any case the total remuneration of Mr. Singh as the Managing Director of the Company shall not exceed the applicable overall limit under Section 197 of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013.
- g) Leave: As per the Rules of the Company, Mr. Singh will be entitled to leave during his tenure as Managing Director and the encashment of the accumulated balance of his leave at the end of his tenure.
- h) Sitting Fees: Mr. Singh shall not be entitled to receive any fee for attending the meetings of the Board or Directors of the Company or the Committees thereof.

The Board considers that continued association of Mr. Singh would be of immense benefit to the Company and it is desirable to continue to avail his services as the Managing Director.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Srinivash Singh, being the appointee himself, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the **Special Resolution** set out at **Item no. 4** for approval of the Members.

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Item No. 5

Mr. Asim Kumar Barman, IAS, (Retired) is Non-Executive Independent Director of the Company. He is Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. He retired as Chairman of Damodar Valley Corporation (DVC). Before that, he had held positions like Principal Secretary Department of Environment and Department of Public Health Engineering (Water Supply and Sanitation, Government of West Bengal, Principal Secretary, Department of Health & Family Welfare.

In terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, and 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (the 'Act') and read with Schedule IV to the Act, Mr. Asim Kumar Barman, being eligible and seeking re-appointment, is proposed to be re-appointed for a term of three consecutive years commencing from the day of expiry of his earlier term, upto the date of the 60th Annual General Meeting or attainment of his 75 years of age whichever is earlier.

In the opinion of the Board, Mr. Asim Kumar Barman fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for re-appointment as Independent Director of the Company.

The Board considers that continued association of Mr. Barman would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available on the website of the Company www.mcnallybharat.com.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Asim Kumar Barman, being the appointee himself, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the **Special Resolution** set out at **Item no. 5** for approval of the Members.

Item No. 6

The Board of Directors of the Company had appointed Mr. Nilotpal Roy as an Additional Director as well as Non-Executive Independent Director of the Company for a consecutive term of five years with effect from February 14, 2020 to February 13, 2025 subject to the approval of members at this Annual General Meeting (AGM). In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Nilotpal Roy shall hold office up to the date of the this AGM and is eligible to be appointed as an Independent Director. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Nilotpal Roy signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Nilotpal Roy, including nature of his expertise, is provided herein-below. The Company has received a declaration of independence from Mr. Nilotpal Roy.



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In the opinion of the Board, Mr. Nilotpal Roy fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available on the website of the Company www.mcnallybharat.com.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Nilotpal Roy, being the appointee himself, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the **Ordinary Resolution** set out at **Item no. 6** for approval of the Members.

Item No. 7

The Board of Directors of the Company had appointed Ms. Kasturi Roy choudhury as an Additional Director as well as Non-Executive Independent Director of the Company for a consecutive term of five years with effect from February 14, 2020 to February 13, 2025 subject to the approval of members at this Annual General Meeting (AGM). In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Kasturi Roy choudhury shall hold office up to the date of the this AGM and is eligible to be appointed as an Independent Director. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Kasturi Roy choudhury signifying her candidature as an Independent Director of the Company. A brief profile of Ms. Kasturi Roy choudhury, including nature of her expertise, is provided herein-below. The Company has received a declaration of independence from Ms. Kasturi Roy choudhury.

In the opinion of the Board, Ms. Kasturi Roy choudhury fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available on the website of the Company www.mcnallybharat.com.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Kasturi Roy choudhury, being the appointee herself, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the **Ordinary Resolution** set out at **Item no. 7** for approval of the Members.

Item No. 8

The Board of Directors of the Company ('the Board') at the meeting held on September 07, 2020, on the recommendation of the Audit Committee, approved the re-appointment of M/s A. Bhattacharya & Associates, Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, to conduct audit of Cost Records maintained by the Company in respect of products as applicable for the financial year 2020-21 at a remuneration of Rs. 2,00,000/- plus goods and service tax as applicable and reimbursement of out-of-pocket expenses at actual.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors needs ratification by the Members of the Company.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the **Ordinary Resolution** set out at **Item no. 8** for approval of the Members.

McNally Bharat Engineering Company Limited

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Information of the Directors, offering themselves for appointment / re-appointment, pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.Mr. Aditya Khaitan (DIN: 00023788)

Name of Director	Mr. Aditya Khaitan
Date of Birth	30/01/1968
Qualification	B. Com (Hons)
Expertise in specific functional areas	Industrialist, Entrepreneurship, Management, Accounts & Finance, Leadership, Strategic Planning, etc.
Brief Profile	Mr. Aditya Khaitan hails from a renowned family of industrialists, having interest in diverse business activities. Mr. Khaitan has in-depth exposure to and involvement in steering diverse business and has gained considerable experience and expertise in management, production, marketing, corporate finance and other related areas of tea industry and also in the matter of restructuring, mergers, de-mergers and acquisitions of corporate entities.
Listed entities in which the Director also holds directorship and membership of Committees of board of such entities	Non-executive Non-independent Director: Williamson Magor & Co. Limited Kilburn Engineering Limited McNally Sayaji Engineering Limited Eveready Industries India Limited Williamson Financial Services Limited Managing Director: McLeod Russel India Limited Audit Committee: McLeod Russel India Limited
Relationships between directors inter-se	Nil
Shareholding in the Company	Nil



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2.Mr. Srinivash Singh (DIN: 00789624)

Name of Director	Mr. Srinivash Singh
Date of Birth	18/02/1946
Qualification	Cost Accountant, CS, LLB
Expertise in specific functional areas	Management, Leadership, Strategic Planning, Finance, Accounting, Legal, Administration, Communication, etc.
Brief Profile	Mr. Srinivash Singh holds by qualification membership of the Institute of Cost Accountants of India and the Institute of Company Secretaries of India. He also holds an LLB degree. He has vast experience of more than five decades in steering business operations of EPC companies. Previously also he has served as the Managing Director of the Company.
Listed entities in which the Director also holds directorship and membership of Committees of board of such entities	Non-executive Non-independent Director: McNally Sayaji Engineering Limited
Relationships between directors inter-se	Nil
Shareholding in the Company	Nil

3.Mr. Asim Kumar Barman (DIN: 02373956)

Name of Director	Mr. Asim Kumar Barman
Date of Birth	06-11-1948
Qualification	B Sc. (Chemistry), IAS (Retired)
Expertise in specific functional areas	Administration, Power, Environment, Urban Governance, Accounting & Finance, Management etc.
Brief Profile	Mr. Asim Kumar Barman, IAS, (Retired) is Non-Executive Independent Director of McNally Bharat Engineering Company Ltd. He retired as Chairman of Damodar Valley Corporation (DVC). Mr. Barman held posts like Principal Secretary Department of Environment and Department of Public Health Engineering (Water Supply and Sanitation, Government of West Bengal, Principal Secretary, Department of Health & Family Welfare.
Listed entities in which the Director also holds directorship and membership of Committees of board of such entities	Nil
Relationships between directors inter-se	Nil
Shareholding in the Company	Nil

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4. Mr. Nilotpal Roy (DIN: 00087298)

Name of Director	Mr. Nilotpal Roy
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	Non-executive Independent Director: McNally Sayaji Engineering Limited Audit Committee and Stakeholders' Relationship Committee: McNally Sayaji Engineering Limited
Relationships between directors inter-se	Nil
Shareholding in the Company	Nil



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5. Ms. Kasturi Roychoudhury (DIN: 06594917)

Name of Director	Ms. Kasturi Roychoudhury
Date of Birth	05/12/1963
Qualification	B.E. (Electrical), PGDM (IIM-A), DBF (ICFAI)
Expertise in specific functional areas	Electrical Engineering, Accounts & Finance, Strategic Planning, Management & Leadership.
Brief Profile	Ms. Kasturi Roychoudhury holds by qualification B.E. (Electrical), PGDM (IIM-A), DBF (ICFAI). She has more than two decades of experience in Electrical Engineering, Accounts & Finance, Strategic Planning, Management & Leadership, etc. She is also an Independent Director McNally Sayaji Engineering Limited.
Listed entities in which the Director also holds directorship and membership of Committees of board of such entities	Non-executive Independent Director: McNally Sayaji Engineering Limited
Relationships between directors inter-se	Nil
Shareholding in the Company	Nil

By Order of the Board of Directors
For McNally Bharat Engineering Company Limited
Rahul Banerjee
 Company Secretary

Kolkata, November 12, 2020

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ANNEXURE A

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period will commence on December 19, 2020 at 10:00 hours IST and end on December 21, 2020 at 17:00 hours IST. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***



Notice

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on [“Forgot User Details/Password?” \(If you are holding shares in your demat account with NSDL or CDSL\) option available on www.evoting.nsdl.com.](#)
 - b) [Physical User Reset Password?” \(If you are holding shares in physical mode\) option available on www.evoting.nsdl.com.](#)
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Notice

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id evoting@nsdl.co.in.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
5. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on December 15, 2020 i.e. the cut-off date.
6. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. December 15, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mdpldc@yahoo.com
7. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
8. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
9. Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Atul Kumar Labh, Practicing Company Secretary, (Membership No. FCS 4848, COP No. 3238) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.



Notice

10. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
11. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company mbecal@mbekl.co.in and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well as the Corporate Office of the Company and shall be forwarded to the National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange Limited.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mbecal@mbekl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mbecal@mbekl.co.in.
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Notice

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at mbecal@mbec.co.in latest by 05:00 p.m. (IST) December 15, 2020.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at mbecal@mbec.co.in latest by 05:00 p.m. (IST) December 15, 2020. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amity@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/ 022-24994545.