

McNally Bharat Engineering Co. Ltd.

### McNally Bharat Engineering Company Limited

Corporate Identity Number (CIN): L45202WB1961PLC025181

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

Tel: +91 33 4459 1111

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

### NOTICE

NOTICE is hereby given that the Fifty Eighth Annual General Meeting of the Members of McNally Bharat Engineering Company Limited will be held on Thursday, September 30, 2021, 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, 2021, 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, 2021 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, 2021:

In absence of profit for the current year (2020-21), 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.
4. To appoint / re-appoint Auditors to hold office from the conclusion of the Fifty Eighth (58th) Annual General Meeting until the conclusion of the Sixty Third (63rd) Annual General Meeting, and to fix their remuneration by passing the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder (including any amendments, modifications or re-enactment for the time being in force), and pursuant to the recommendations of the Audit Committee/Board of Directors of the Company, M/s. V. Singhi & Associates, Chartered Accountants, Kolkata (ICAI registration number 311017E) be and are hereby re-appointed as the Auditors of the Company for a consecutive period of five years, to hold office from the conclusion of the Fifty Eighth (58th) Annual General Meeting until the conclusion of the Sixty Third (63rd) Annual General Meeting, and that the Board of Directors (or Committee thereof) be and is hereby authorized to fix such remuneration as may be determined in consultation with the said Auditors”.

#### Special Business:

5. To approve the re-appointment of Ms. Arundhuti Dhar (DIN No: 03197285) as an Independent Director of the Company for a second term of five consecutive years

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, Ms. Arundhuti Dhar (DIN: 03197285), who holds office of Independent Director and who has submitted a declaration that she 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 five consecutive years commencing from September 29, 2021 till September 28, 2026;

**"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. Approval for Related Party Transactions for Dipka Project**

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

**"RESOLVED that** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s) and also pursuant to the consent of Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) and/or arrangement(s) and/or transaction(s) with McNally-AML (JV), a related party within the meaning of Section 2(76) of the Act, Ind-AS 24 of Indian Accounting Standard and Regulation 2(1)(zb) of the Listing Regulations, for execution of project as awarded by South Eastern Coalfields Limited at Dipka, Chhattisgarh, on such terms and conditions as the Board of Directors may deem fit, for a total aggregate Contract value of Rs. 175.42 Crore, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**7. Approval for Related Party Transactions for Chhal OCP Project**

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

**"RESOLVED that** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s) and also pursuant to the consent of Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) and/or arrangement(s) and/or transaction(s) with McNally-Troxel (JV), a related party within the meaning of Section 2(76) of the Act, Ind-AS 24 of Indian Accounting Standard and Regulation 2(1)(zb) of the Listing Regulations, for execution of project as awarded by South Eastern Coalfields Limited at Chhal OCP, Chhattisgarh, on such terms and conditions as the Board of Directors may deem fit, for a total aggregate Contract value of Rs. 144.06 Crore, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**8. Approval for Related Party Transactions for Sardega Project**

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

**"RESOLVED that** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s) and also pursuant to the consent of Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) and/or

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arrangement(s) and/or transaction(s) with McNally-Troxle-Kilburn (JV), a related party within the meaning of Section 2(76) of the Act, Ind-AS 24 of Indian Accounting Standard and Regulation 2(1)(zb) of the Listing Regulations, for execution of project as awarded by Mahanadi Coalfields Limited at Sardega, Mahalaxmi Area, on such terms and conditions as the Board of Directors may deem fit, for a total aggregate Contract value of Rs. 258.86 Crore, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED further that** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

9. **Approval for Related Party Transactions for Ananta Project**

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

**"RESOLVED that** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s) and also pursuant to the consent of Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) and/or arrangement(s) and/or transaction(s) with McNally-AML(JV), a related party within the meaning of Section 2(76) of the Act, Ind-AS 24 of Indian Accounting Standard and Regulation 2(1)(zb) of the Listing Regulations, for execution of project as awarded by Mahanadi Coalfields Limited at Ananta, Jagannath Area, on such terms and conditions as the Board of Directors may deem fit, for a total aggregate Contract value of Rs. 231.28 Crore, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED further that** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

10. **Approval for Related Party Transactions for Baroud Project**

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

**"RESOLVED that** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s) and also pursuant to the consent of Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) and/or arrangement(s) and/or transaction(s) with McNally-Troxle (JV), a related party within the meaning of Section 2(76) of the Act, Ind-AS 24 of Indian Accounting Standard and Regulation 2(1)(zb) of the Listing Regulations, for execution of project as awarded by South Eastern Coalfields Limited at Baroud, Raigarh Area, on such terms and conditions as the Board of Directors may deem fit, for a total aggregate Contract value of Rs. 179.83 Crore, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED further that** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

11. **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2022.**

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

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the Company for conducting audit of cost accounting records maintained by the Company as applicable, for the financial year 2021-22, 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, August 14, 2021

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Notes

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business is annexed hereto. The information with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 4 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 58th Annual General Meeting (58th AGM / AGM) through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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@mbecol.co.in on or before 23.09.2021.
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 2020-21 is being sent only through electronic mode at the email addresses of members as registered with the RTA / Depositories as on 14.08.2021. Physical Copy of Notice and/or Annual Report will not be sent to any member.

Members may note that the Notice and Annual Report 2020-21 will also be available at the Company's website [www.mcnallybharat.com](http://www.mcnallybharat.com), websites of the Stock Exchanges, viz. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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) have been completed the period of 7 years during FY'21 and thereby transferred to the IEPF Authority on 31.12.2020.

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](http://www.mdpl.in), E-mail: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

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@mbeccl.co.in](mailto:mbecal@mbeccl.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 September 27, 2021 at 10:00 hours IST and end on September 29, 2021 at 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 September 23, 2021 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. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. 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

The present Statutory Auditors M/s V. Singhi & Associates, will retire at the ensuing 58th Annual General Meeting ("AGM") and being eligible offers themselves for re-appointment. The Board of Directors of the Company at their meeting held on August 14, 2021, based on the recommendation of the Audit Committee, recommended for the approval of the members, the re-appointment of M/s. V. Singhi & Associates, Chartered Accountants, as the Auditors of the Company for a period of five consecutive years from the conclusion of this (58th) AGM till the conclusion of the 63rd AGM to be held in the year 2026.

The Audit Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. V. Singhi & Associates to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. V. Singhi & Associates have given their consent to act as the Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board of Directors recommend passing of resolution in the manner proposed in Item No. 4, to be passed by way of an Ordinary Resolution.

#### Item No. 5

Ms. Arundhuti Datta has worked in diversified sectors like HR Consultancy, Retail Banking, Infrastructure & Real Estate Management and Real Estate Research in organisation like American Express Bank, HDFC Bank & IL& FS Property Management, over the last 20 years. She developed new business verticals and winning teams in each assignment. She had promoted Siegwald Leadership Training Academy that specializes in training aspirants for the Armed Forces. She is also a partner with Lancer Technologies, the largest registered assessing body in India under Directorate General of Training, Ministry of Labour.

In terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, and 152 read with

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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, Ms. Arundhuti Dhar, being eligible and seeking re-appointment, is proposed to be re-appointed for a term of five consecutive years commencing from September 29, 2021 till September 28, 2026.

In the opinion of the Board, Ms. Arundhuti Dhar 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 Ms. Dhar would be of immense benefit to the Company and it is desirable to continue to avail her 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](http://www.mcnallybharat.com).

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Arundhuti Dhar, being the appointee herself, 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**

Your Company propose to enter into a contract with one of its JV namely McNally-AML (JV) for execution of project as awarded by South Eastern Coalfields Limited at Dipka, Chhattisgarh. The total value of the proposed transactions of the said Contract is Rs. 175.42 Crore plus applicable GST.

Section 188 of the Act and the applicable Rules framed thereunder read with Listing Regulations provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The proposed aggregate transaction value of the Contract exceeds the above ceiling limit. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with McNally-AML (JV).

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with McNally-AML (JV) are as follows:

SL No.	Particulars	Remarks
1	Name of Related Party	McNally-AML (JV)
2	Name of Director or KMP who is related	Nil
3	Nature of Relationship	The Company is a lead partner, having 98% participation share in the Joint Venture.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	South Eastern Coalfields Limited has awarded a contract to McNally-AML (JV) at Dipka, Chhattisgarh, monetary value of Rs. 179 Crore plus applicable GST. MBE is 98% shareholder in the said JV. JV shall place the order to McNally Bharat Engineering Co. Ltd (MBE) at Rs. 175.42 Crore which is 2% below the contract awarded by South Eastern Coalfields Limited. The Contract has to be executed on back to back basis by MBE.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at Item no. 6 of this Notice as an Ordinary Resolution.

**Item No. 7**

Your Company propose to enter into a contract with one of its JV namely McNally-Troxel (JV) for execution of project as awarded by South Eastern Coalfields Limited at Chhal OCP, Chhattisgarh. The total value of the proposed transactions of the said Contract is Rs. 144.06 Crore plus applicable GST.

Section 188 of the Act and the applicable Rules framed thereunder read with Listing Regulations provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s)

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amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. The proposed aggregate transaction value of the Contract exceeds the above ceiling limit. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with McNally-Troxex (JV). Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with McNally-Troxex (JV) are as follows:

SL No.	Particulars	Remarks
1	Name of Related Party	McNally-Troxex (JV)
2	Name of Director or KMP who is related	Nil
3	Nature of Relationship	The Company is a lead partner, having 96% participation share in the Joint Venture.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	South Eastern Coalfields Limited has awarded a contract to McNally-Troxex (JV) at Chhal, Chhattisgarh, monetary value of Rs. 147 Crore plus applicable GST. MBE is 96% shareholder in the said JV. JV shall place the order to McNally Bharat Engineering Co. Ltd (MBE) at Rs. 144.06 Crore which is 2% below the contract awarded by South Eastern Coalfields Limited. The Contract has to be executed on back to back basis by MBE.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at Item no. 7 of this Notice as an Ordinary Resolution.

**Item No. 8**

Your Company propose to enter into a contract with one of its JV namely McNally-Troxex-Kilburn (JV) for execution of project as awarded by Mahanadi Coalfields Limited at Sardega, Mahalaxmi Area. The total value of the proposed transactions of the said Contract is Rs. 258.86 Crore plus applicable GST.

Section 188 of the Act and the applicable Rules framed thereunder read with Listing Regulations provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The proposed aggregate transaction value of the Contract exceeds the above ceiling limit. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with McNally-Troxex-Kilburn (JV).

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with McNally-Troxex-Kilburn (JV) are as follows:

SL No.	Particulars	Remarks
1	Name of Related Party	McNally-Troxex-Kilburn (JV)
2	Name of Director or KMP who is related	Nil
3	Nature of Relationship	The Company is a lead partner, having 80% participation share in the Joint Venture.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Mahanandi Coalfields Limited has awarded a contract to McNally-Troxex-Kilburn (JV) at Sardega, Mahalaxmi Area, monetary value of Rs. 264.14 Crore plus applicable GST. MBE is 96% shareholder in the said JV. JV shall place the order to McNally Bharat Engineering Co. Ltd (MBE) at Rs. 258.86 Crore which is 2% below the contract awarded by Mahanandi Coalfields Limited. The Contract has to be executed on back to back basis by MBE.

**McNally Bharat Engineering Co. Ltd.**

SL No.	Particulars	Remarks
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at Item no. 8 of this Notice as an Ordinary Resolution.

**Item No. 9**

Your Company propose to enter into a contract with one of its JV namely McNally-AML (JV) for execution of project as awarded by Mahanadi Coalfields Limited at Ananta, Jagannath Area. The total value of the proposed transactions of the said Contract is Rs. 231.28 Crore plus applicable GST.

Section 188 of the Act and the applicable Rules framed thereunder read with Listing Regulations provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The proposed aggregate transaction value of the Contract exceeds the above ceiling limit. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with McNally-AML (JV).

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with McNally-AML (JV) are as follows:

SL No.	Particulars	Remarks
1	Name of Related Party	McNally-AML (JV)
2	Name of Director or KMP who is related	Nil
3	Nature of Relationship	The Company is a lead partner, having 97% participation share in the Joint Venture.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Mahanandi Coalfields Limited has awarded a contract to McNally-AML(JV) at Ananta, at Jagannath Area of Talcher Coalfields, monetary value of Rs. 236 Crore plus applicable GST. MBE is 97% shareholder in the said JV. JV shall place the order to McNally Bharat Engineering Co. Ltd (MBE) at Rs. 231.28 Crore which is 2% below the contract awarded by Mahanandi Coalfields Limited. The Contract has to be executed on back to back basis by MBE.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at Item no. 9 of this Notice as an Ordinary Resolution.

**Item No.10**

Your Company propose to enter into a contract with one of its JV namely McNally-Troxex (JV) for execution of project as awarded by South Eastern Coalfields Limited at Baroud, Raigarh Area. The total value of the proposed transactions of the said Contract is Rs. 179.83 Crore plus applicable GST.

Section 188 of the Act and the applicable Rules framed thereunder read with Listing Regulations provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The proposed aggregate transaction value of the Contract exceeds the above ceiling limit. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with McNally-Troxex (JV).



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Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with McNally-Troxex (JV) are as follows:

SL No.	Particulars	Remarks
1	Name of Related Party	McNally-Troxex (JV)
2	Name of Director or KMP who is related	Nil
3	Nature of Relationship	The Company is a lead partner, having 97% participation share in the Joint Venture.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	South Eastern Coalfields Limited has awarded a contract to McNally-Troxex(JV) at Baroud, Raigarh Area, monetary value of Rs. 183.5 Crore plus applicable GST. MBE is 97% shareholder in the said JV. JV shall place the order to McNally Bharat Engineering Co. Ltd (MBE) at Rs. 179.83 Crore which is 2% below the contract awarded by South Eastern Coalfields Limited. The Contract has to be executed on back to back basis by MBE.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at Item no. 10 of this Notice as an Ordinary Resolution.

**Item No. 11**

The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2021, 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 2021-22 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. 11 for approval of the Members.

McNally Bharat Engineering Co. Ltd.

**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)**

<b>Name of Director</b>	<b>Mr. Aditya Khaitan</b>
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	<b>Non-executive Non-independent Director:</b> Williamson Magor & Co. Limited Kilburn Engineering Limited McNally Sayaji Engineering Limited Eveready Industries India Limited Williamson Financial Services Limited  <b>Managing Director:</b> McLeod Russel India Limited  <b>Audit Committee:</b> McLeod Russel India Limited
Relationships between directors inter-se	Nil
Shareholding in the Company	Nil

**2. Ms. Arundhuti Dhar (DIN: 03197285)**

<b>Name of Director</b>	<b>Ms. Arundhuti Dhar</b>
Date of Birth	June 21, 1973
Qualification	B A (Pol Sc)
Expertise in specific functional areas	Business Consultant
Brief Profile	Ms. Arundhuti Datta has worked in diversified sectors like HR Consultancy, Retail Banking, Infrastructure & Real Estate Management and Real Estate Research in organisation like American Express Bank, HDFC Bank & IL& FS Property Management, over the last 20 years. She developed new business verticals and winning teams in each assignment. She had promoted Siegwald Leadership Training Academy that specializes in training aspirants for the Armed Forces. She is also a partner with Lancer Technologies, the largest registered assessing body in India under Directorate General of Training, Ministry of Labour.

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<b>Name of Director</b>	<b>Ms. Arundhuti Dhar</b>
Listed entities in which the Director also holds directorship and membership of Committees of board of such entities	<b>Non-executive Independent Director:</b> Williamson Magor & Co. Limited Williamson Financial Services Limited Eveready Industries India Limited McLeod Russel India Limited Kilburn Engineering Limited <b>Audit Committee &amp; Stakeholders' Relationship Committee:</b> Williamson Magor & Co. Limited Williamson Financial Services Limited Eveready Industries India Limited McLeod Russel India 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, August 14, 2021

McNally Bharat Engineering Co. Ltd.

## ANNEXURE A

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September, 27, 2021 at 10:00 A.M. and ends on September, 29, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September, 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September, 23, 2021.


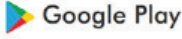


**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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 Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div> </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43



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**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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***

5. Password details for shareholders other than Individual shareholders 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](https://www.evoting.nsdl.com).

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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September, 23, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. 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” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September, 23, 2021 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system”(Above).
3. 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](http://www.evoting.nsdl.com) to reset the password.

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4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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@mbocl.co.in](mailto:mbecal@mbocl.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@mbocl.co.in](mailto:mbecal@mbocl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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 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.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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@mbocl.co.in](mailto:mbecal@mbocl.co.in) latest by 05:00 p.m. (IST) on Thursday, 23rd day of September, 2021.

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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 mbecl@mbeccl.co.in latest by 05:00 p.m. (IST) on Thursday, 23rd day of September, 2021. 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 Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.