

McNally Bharat Engineering Company Limited

(A member of THE WILLIAMSON MAGOR GROUP)

Registered Office: Four Mangoe Lane, Kolkata – 700 001

Telephone: +91-33-6831 1000 Facsimile: +91-33- 4459 1009

Website: www.mcnallybharat.com Email: invcom@mbecl.co.in, mbecl@mbecl.co.in

CIN: L45202WB1961PLC025181

Registrar & Share Transfer Agent: Maheshwari Datamatics Private Limited

23, R.N. Mukherjee Road, 5th Floor, Kolkata- 700 001

Telephone: 033-2243 5029/ 5809 Facsimile: 033-2248 4787

Website: www.mdpl.in Email: mdpldc@yahoo.com

Notice

NOTICE is hereby given that the Sixtieth (60th) Annual General Meeting of the Members of McNally Bharat Engineering Company Limited will be held at 3:30 p.m. IST on Thursday, 31st August 2023, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

Background:

The Members are hereby informed that McNally Bharat Engineering Company Limited is under Corporate Insolvency Resolution Process ("CIRP Process") as per provisions of the Insolvency and Bankruptcy Code, 2016. Its affairs, business, and assets are being managed by the Resolution Professional, Mr. Ravi Sethia (Registration No. IBBI / IPA-001 / IP-P01305 / 2018-2019 / 12052), appointed by the Kolkata Bench of the Hon'ble National Company Law Tribunal vide Order dated 26th August 2022 under the provisions of the Code.

Ordinary Business:

1. To receive, consider and adopt:
 - (a) The audited financial statement of the Company for the financial year ended 31st March 2023, and the Reports of the Directors and the Auditors thereon and
 - (b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2023 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 31st March 2023:

In absence of profit for the current year (2022-23), it is considered prudent not to recommend any dividend on Equity Shares for the year under review. Further, in view of accumulated losses, 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 ₹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 reappointment,

provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during continuation of the CIRP Process.

Special Business:

4. To approve continuation of directorship of Mr. Asim Kumar Barman (DIN 02373956) Non-executive Independent Director beyond the age of 75 years in his current tenure and in this regard, to consider and if thought fit, pass the following resolution as a Special Resolution with or without further modification:

"RESOLVED that pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors in this regard, consent of the Members be and is hereby accorded to the continuation of directorship of Mr. Asim Kumar Barman (DIN 02373956) as a Non-Executive Independent Director of the Company from the day he attains 75 (seventy-five) years of age i.e. from 16th November 2023 till the expiry of his current second term of 5 years which is valid till 22nd December 2025 on the same terms and conditions as had been approved by the Shareholders at the 57th Annual General Meeting of the Company held in the year 2020;

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

5. To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2024 and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution with or without further modification:

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“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 as the Cost Auditor of the Company by the Resolution Professional under the ongoing Corporate Insolvency Resolution Process (“CIRP”) as per provisions of the Insolvency and Bankruptcy Code, 2016 (the Code) in terms of Order dated 29th April 2022 passed by Hon’ble National Company Law Tribunal (NCLT), Kolkata Bench, for conducting audit of cost accounting records maintained by the Company as applicable, for the financial year 2023-24, 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;

RESOLVED FURTHER that any member of the Board or Ms. Indrani Ray, Company Secretary or the Resolution Professional be and are hereby authorised to take such actions, and execute all such documents as may be deemed necessary and expedient in order to give effect to this Resolution.”

For **McNally Bharat Engineering Company Limited**
(A Company under Corporate Insolvency Resolution Process)

Ravi Sethia

Resolution Professional

IP Registration No. IBBI/IPA-001/IP-P01305/2018-2019/12052

26th May 2023
Kolkata

Indrani Ray

Company Secretary

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 items of Special Business is annexed hereto.
2. Pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 02/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and a general meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing 60th Annual General Meeting (60th AGM / AGM) through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated 8th April 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 bodies corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Members participating at the AGM through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
5. Members seeking any information / clarification with regard to the accounts or any other matter to be dealt at the AGM, are requested to write at mbeal@mbecl.co.in on or before 24th August 2023.
6. All 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 Circular No. 10/2022 dated 28th December 2022 read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode at the email addresses of members as registered with the RTA / Depositories as on 24th August 2023. Members may note that the Notice and Annual Report 2022-23 will also be available at the Company website www.mcnallybharat.com and websites of the Stock

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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 Securities 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.

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 changes therein, 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;
- v) informed that requests for effecting transfer of shares shall not be processed unless the shares are held in dematerialised form with a Depository; and
- vi) informed that transmission and transposition of shares held in physical or dematerialised form shall be effected only in dematerialised form.

(B) Members holding shares in electronic mode are:

- i) requested to submit their address, Bank Account details, e-mail ID and PAN to respective Depository Participants (DP) 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 2012-13 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Thereafter no dividends have been declared by the Company.

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.

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 4 Mangoe Lane, Kolkata- 700 001, e-mail: 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 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 28th August 2023 at 10:00 a.m. IST and end on

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30th August 2023 at 05:00 p.m. 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 24th August 2023 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. Members attending AGM through VC/OAVM facility, who have not cast their votes on the Resolutions through remote e-voting and are otherwise not barred from so voting, 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 the AGM through VC / OAVM but shall not be entitled to cast their votes again.
6. The Company has appointed Mr. Prakash Kumar Shaw (Membership No. ACS 32895, COP No. 16239), Practicing Company Secretary, Kolkata, to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
7. Members can join the AGM in 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 for participation at the AGM through VC/OAVM will be made available to 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 8th April 2020, 13th April 2020, 5th May 2020,

5th May 2022 and 28th December 2022, 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 as given below.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE ASUNDER:

The remote e-voting period begins on 28th August 2023 at 10:00 a.m. and ends on 30th August 2023 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. 24th August 2023, 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 24th August 2023.

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 9th December 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

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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"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 16 digit Demat Account number held 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will also be 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

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	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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 login, 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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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 login 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.

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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.
- 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 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.

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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 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 at csprakashshaw@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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. **21st July 2023** may obtain the login ID and password by sending a request at 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 or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholder 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. 21st July 2023 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 to reset the password.
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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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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 mbecl@mbecl.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 mbecl@mbecl.co.in. If you are an Individual shareholder 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated 9th December 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 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 cast 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 Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 and may send their request mentioning their name, Demat Account number/ folio number, email id, mobile number at mbecl@mbecl.co.in latest by 5:00 p.m. (IST) on Thursday, 24th August 2023.
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@mbecl.co.in latest by 5:00 p.m. (IST) on Thursday, 24th August 2023. 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.

Notice (Contd.)

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.

Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 in respect of the items of Special Business set out in the Notice Convening the Meeting:

Item No. 4

Mr. Asim Kumar Barman (DIN 02373956) was appointed as a Non-Executive Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') for a period of 5 (five) years effective from 28th September 2015 and reappointed for a second term of 5 years with effect from 22nd December 2020. His second term as an Independent Director is valid till 22nd December 2025.

Mr. Barman shall attain 75 (seventy-five) years of age on 16th November 2023. In terms of the Regulation 17(1A) of SEBI Listing Regulations, consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years.

Mr. Asim Kumar Barman, I.A.S. (Retired), is a Science Graduate with expertise in Administration, Power & Environment, Urban Governance, Finance & Accounting and General Management. He retired as Chairman of Damodar Valley Corporation (DVC), held posts of Principal Secretary, Department of Environment and Department of Public Health Engineering (Water Supply & Sanitation), Government of West Bengal, Principal Secretary, Department of Health & Family Welfare.

Considering the vast knowledge, acumen, expertise and performance of Mr. Asim Kumar Barman and significant contributions made, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company. Further, in the opinion of the Board, Mr. Barman fulfils all conditions as specified in the Act and Rules made thereunder and

SEBI Listing Regulations, in order to continue the office as an Independent Director of the Company and is independent of the Management.

On the recommendation of Nomination & Remuneration Committee and based on the skills, experience, knowledge and report of performance evaluation of Mr. Asim Kumar Barman (DIN: 02373956), the Board of the Directors on Friday, 26th May 2023 approved the continuation of his directorship as an Independent Director of the Company from the day he attains 75 years of age i.e. 16th November 2023 till the completion of his present term up to 22nd December 2025 without any change in terms and conditions of appointment.

Except Mr. Asim Kumar Barman, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 4.

The Special Resolution is hereby recommended for approval of the Members.

Item No. 5

The Resolution Professional along with the suspended Board of Directors under the ongoing Corporate Insolvency Resolution Process ("CIRP") as per provisions of the Insolvency and Bankruptcy Code, 2016 (the Code) in terms of Order dated 29th April 2022 passed by Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench, at the Meeting held on 26th May 2023, 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 2023-24 at a remuneration of ₹ 2,00,000/- plus taxes as applicable and reimbursement of out-of-pocket expenses at actuals.

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. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending on 31st March 2024.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the Ordinary Resolution set out at Item no. 5.

The Ordinary Resolution is hereby recommended for approval of the Members.

Notice (Contd.)

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	<u>Non-executive Non-independent Director:</u> Kilburn Engineering Limited Williamson Financial Services Limited <u>Managing Director:</u> McLeod Russel India Limited <u>Audit Committee:</u> McLeod Russel India Limited
Relationships between directors <i>inter-se</i>	Nil
Shareholding in the Company	Nil

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

Name of Director	Mr. Asim Kumar Barman
Date of Birth	06/11/1948
Qualification	Science Graduate
Expertise in specific functional areas	Expertise in Administration, Power & Environment, Urban Governance, Finance & Accounting and General Management.
Brief Profile	Mr. Asim Kumar Barman retired from the Indian Administrative Service (WB Cadre) as Chairman of Damodar Valley Corporation (DVC). He held several strategic positions viz. Principal Secretary, Department of Environment and Department of Public Health Engineering (Water Supply & 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	None
Relationships between directors <i>inter-se</i>	Nil
Shareholding in the Company	Nil

For **McNally Bharat Engineering Company Limited**
(A Company under Corporate Insolvency Resolution Process)

Ravi Sethia

Resolution Professional

IP Registration No. IBBI/IPA-001/IP-P01305/2018-2019/12052

Indrani Ray

Company Secretary

26th May 2023
Kolkata