

**McNally Bharat Engineering Company Limited**

CIN: L45202WB1961PLC025181

Corporate Office: Ecospace Campus 2B 11F/12

New Town Rajarhat North 24 Parganas Kolkata-700160

Telephone +91 33 68311001/+91 33 68311212

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

Registered Office: 4 Mangoe Lane Kolkata-700001

*An ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 Certified Company*

3<sup>rd</sup> September 2025

**The National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> floor

Plot # C/1, 'G' Block

Bandra Kurla Complex, Bandra (East)

Mumbai – 400 051

**BSE Limited**

Corporate Relations Department

1<sup>st</sup> Floor, New Trading Ring, Rotunda Building

Phiroze Jeejeebhoy Towers, Dalal Street, Fort

Mumbai – 400 001

Dear Sir/Madam,

**Sub: Notice of 62<sup>nd</sup> Annual General Meeting to Shareholders**

**Ref: Disclosure under LODR Regulation 30**

Scrip Code/Symbol: 532629 / MBECL

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") please find enclosed herewith the Company's Notice convening the Sixty-second Annual General Meeting ("62<sup>nd</sup> AGM") scheduled to be held at 3.30 p.m. IST on Thursday, 25<sup>th</sup> September 2025 through video conference/other audio visual means (VC/OAVM).

The Notice has been circulated to the Shareholders on 3<sup>rd</sup> September 2025 and duly uploaded on the Company website [www.mcnallybharat.com](http://www.mcnallybharat.com).

Kindly take the above in your records.

Yours faithfully,

**McNally Bharat Engineering Company Limited**

**INDRANI RAY**

Digitally signed by INDRANI RAY  
DN: c=IN, o=Personal,  
2.5.4.20=a77403781119193cd8477d5dbff834f05a765fcd5a3c7  
bc8f797862a5, postalCode=700070, st=West Bengal,  
serialNumber=a4a5c758f2d2ac47536770998f2403ba1895042b6c1  
aaa7f8d467a83634c1, cn=INDRANI RAY  
Date: 2025.09.03 18:41:54 +05'30'

Indrani Ray

**Company Secretary**

Enclosure: As above

## McNally Bharat Engineering Company Limited

Registered Office: 4 Mangoe Lane, 7th Floor, Kolkata – 700 001  
Telephone: +91 33 6831 1001/ +91 33 6831 1212 | Facsimile: +91 33 3014 1212  
E-mail: [mbe.corp@mbecl.co.in](mailto:mbe.corp@mbecl.co.in) | Website: <http://www.mcnallybharat.com>  
CIN: L45202WB1961PLC025181  
Registrar & Share Transfer Agent: Maheshwari Datamatics Private Limited  
23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001  
Telephone: +91 33 2243 5029/ 5809 | Facsimile: +91 33 2248 4787  
Website: [www.mdpl.in](http://www.mdpl.in) Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

### Notice

**NOTICE** is hereby given that the Sixty-second (62nd) Annual General Meeting of the Members of McNally Bharat Engineering Company Limited will be held at 3:30 p.m. IST on Thursday, 25th September 2025, 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 statement of the Company for the financial year ended 31st March 2025, 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 2025 and the Report of the Auditors thereon.

#### Special Business:

2. To appoint Mr. Partha Sarathi Bhattacharyya (DIN: 00329479) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Partha Sarathi Bhattacharyya (DIN: 00329479), who was appointed as an Independent Director at the meeting of the Monitoring Committee held on 6th January 2025 and who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of

whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 6th January 2025 till 5th January 2030 including the period from 27th February, 2026 when he attains 75 years of age and is not liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Pradip Kumar Bishnoi (DIN: 00732640), who was appointed as an Additional Director at the meeting of the Monitoring Committee held on 6th January 2025 and who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is here-



## Notice (Contd.)

by appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 6th January 2025 till 5th January 2030 including the period from 3rd July, 2026 when he attains 75 years of age and is not liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To appoint Mr. Anil Kumar Jha (DIN: 03590871) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anil Kumar Jha (DIN: 03590871), who was appointed as an Independent Director at the meeting of the Monitoring Committee held on 6th January 2025 and who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 6th January 2025 till 5th January 2030 and is not liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors and Company Secretary of the Company be and are

hereby authorized severally to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint Ms. Anuradha Gupta (DIN: 06658142) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Anuradha Gupta (DIN: 06658142), who was appointed as an Additional Director with effect from 14th February, 2025 at the meeting of the Board of Directors of the Company held on 11th February 2025 and who had submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 14th February 2025 till 13th February 2030 including the period from 18th March, 2027 when she attains 75 years of age and is not liable to retire by rotation.

**RESOLVED FURTHER** that the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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6. To approve the shifting of Registered Office of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from 4 Mangoe Lane, 7th Floor, Kolkata – 700 001, West Bengal to Ecospace Campus 2B 11F/12, New Town, Rajarhat North, 24 Parganas Kolkata-700160, West Bengal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deed and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

7. To approve the appointment of Secretarial Auditors of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereto), and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including circulars issued thereunder, M/s. Prakash Shaw & Co., Company Secretaries, Kolkata be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 (five) consecutive

financial years i.e., from the financial year 2025-26 to the financial year 2029-30 to undertake Secretarial Audit for each of the said years at such remuneration as may be decided by the Board of Directors from time to time and on such terms and conditions as detailed in the Explanatory Statement hereto."

**"RESOLVED FURTHER** that the Board of Directors, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including remuneration, and to do all other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

8. To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2026.

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 as the Cost Auditor of the Company by the Board of Directors of the Company for conducting audit of cost accounting records maintained by the Company as applicable, for the financial year 2025-26, 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 one Director and the Company Secretary of the Company be and are hereby severally authorised to do all such deeds, things and actions as may be necessary and expedient in order to give effect to this Resolution."

For **McNally Bharat Engineering Company Limited**

6th August 2025  
Kolkata

**Indrani Ray**  
Company Secretary





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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 items of Special Business is annexed hereto.
2. Pursuant to the General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs ("MCA") and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 3rd October 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, physical attendance of the Members to the AGM venue is not required and the General meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing 62nd Annual General Meeting (62nd 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 the 62nd AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Members attending the 62nd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the MCA Circular No. 17/2020 dated 13th April 2020, the Notice calling the 62nd AGM has been uploaded on the website of the Company at [www.mcnallybharat.com](http://www.mcnallybharat.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. 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 the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The 62nd AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
7. 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@mbec.co.in](mailto:mbecal@mbec.co.in) on or before 18th September 2025.
8. All the documents referred to in the Notice and the Statutory Registers maintained under Section 170 and Section 189 of the Companies Act, 2013, will be available for electronic inspection during the AGM.
9. The relevant details in respect of Directors seeking appointment/re-appointment at the 62nd AGM in terms of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the ICSI, is annexed.
10. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 62nd AGM along with the Annual Report 2024-25 is being sent only through electronic mode at the email addresses of members as registered with the RTA / Depositories as on 29th August 2025. Physical copy of Notice and/or Annual Report will not be sent to any member. Members may note that the Notice and Annual Report 2024-25 would also be available at the Company website [www.mcnallybharat.com](http://www.mcnallybharat.com) and websites of the Stock Exchanges, viz. BSE Limited and The 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 Securities Depository Limited (NSDL) website at <https://www.evoting.nsdl.com>.
11. 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.
12. (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

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System (ECS) mode for instant and secured receipt of dividend in future;

- iii) advised to make nomination in respect of their shareholding in Form SH-13;
- 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.

13. 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.

14. 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).

15. 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.

16. 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 4 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 22nd September 2025 at 10:00 hours IST and end on 24th September 2025 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 18th September 2025 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 the 62nd 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. Members who have cast their votes by remote e-voting prior to the 62nd 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



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Scrutinizer for conducting the e-voting process in a fair and transparent manner.

7. Members can join the 62nd 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 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), the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (the "ICSI"), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 62nd 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 62nd AGM will be provided by NSDL.
9. Members are requested to carefully read all the

instructions regarding attending the 62nd 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 GENERAL MEETING ARE ASUNDER:

**The remote e-voting period begins on 22nd September 2025 at 10:00 A.M. and ends on 24th September 2025 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. 18th September 2025, 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 18th September 2025.**

### 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 securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.

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Type of shareholders	Login Method
	<p>2. 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.</p> <p>3. 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></p> <p>4. 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 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 &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing easi username &amp; password.</p> <p>2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</p>



## Notice (Contd.)

Type of shareholders	Login Method
	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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

### **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?**

- 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.
- 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, 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.

- Your User ID details are given below :

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



## Notice (Contd.)

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](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 [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 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.



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### 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 [csprakashshaw@gmail.com](mailto:csprakashshaw@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 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](mailto: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](mailto: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.com](mailto:evoting@nsdl.com) 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 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

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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. 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 hot-spot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any kind of the aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [mbecal@mbecl.co.in](mailto:mbecal@mbecl.co.in) latest by 5:00 p.m. (IST) on Thursday, 18th September 2025. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [mbecal@mbecl.co.in](mailto:mbecal@mbecl.co.in) latest by 5.00 P.M on Thursday, 18th September, 2025. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



## Notice *(Contd.)*

### **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. 2**

The Monitoring Committee, constituted pursuant to NCLT Order dated 19th December 2023 read with Extension Order dated 3rd December 2024, had appointed Mr. Partha Sarathi Bhattacharyya (DIN: 00329479) as an Independent Director for a period of 5 (five) years on the Board of Directors of the Company with effect from 6th January 2025.

As the Company was in the process of implementation of Resolution Plan approved by the Hon'ble NCLT, Kolkata Bench vide its Order Dated 19th December, 2023 and 3rd December, 2024 and the above appointment was made as a part of Implementation process. No approval from shareholders had been obtained during implementation period for such appointment as specific deemed approval from Shareholder has been provided in Explanation to Section 30(2)(e) of the Insolvency and Bankruptcy Code, 2016 and also by Ministry of Corporate Affairs ("MCA") vide its Circular No. IBC/01/2017 dated October 25, 2017.

In pursuit of good Corporate Governance and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") the Company now considers it desirable to obtain approval of shareholders at the ensuing 62nd Annual General Meeting of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Partha Sarathi Bhattacharyya is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ("SEBI") order or any other statutory authority under any laws. He has given his consent to act as Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Partha Sarathi Bhattacharyya fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/ evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Partha Sarathi Bhattacharyya, with his experience and expertise will be of immense value addition to the Company.

The Special Resolution under item 2 of the Notice of the AGM once passed, shall be deemed as the approval of the Members being accorded under the Act' and the Listing Regulations for appointment of Mr. Bhattacharyya as an independent director on the Board for a term of five years with effect from 6th January 2025 to hold office upto 4th January 2030 including the period from 27th February, 2026 when he attains 75 years of age.

The disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval by the members of the Company.

#### **Interest of Directors:**

Except Mr. Partha Sarathi Bhattacharyya being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 2 of the accompanying Notice of the AGM.

#### **Item No. 3**

The Monitoring Committee, constituted pursuant to NCLT Order dated 19th December, 2023 read with Extension Order

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dated 3rd December, 2024, had appointed Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director for a period of five (5) years on the Board of Directors of the Company with effect from 6th January 2025.

As the Company was in the process of implementation of Resolution Plan approved by the Hon'ble NCLT, Kolkata Bench vide its Order Dated 19th December, 2023 and 3rd December, 2024 and the above appointment was made as a part of Implementation process. No approval from shareholders had been obtained during implementation period for such appointment as specific deemed approval from Shareholder has been provided in Explanation to Section 30(2)(e) of the Insolvency and Bankruptcy Code, 2016 and also by Ministry of Corporate Affairs ("MCA") vide its Circular No. IBC/01/2017 dated October 25, 2017.

In pursuit of good Corporate Governance and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company now considers it desirable to obtain approval of shareholders at the ensuing 62nd Annual General Meeting of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Pradip Kumar Bishnoi is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ("SEBI") order or any other statutory authority under any laws. He has given his consent to act as Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations, and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Pradip Kumar Bishnoi fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/ evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Pradip Kumar Bishnoi, with his experience and expertise will be of immense value addition to the Company.

The Special Resolution under item 3 of the Notice of the AGM once passed, shall be deemed as the approval of the Members being accorded under the Act' and the Listing Regulations for appointment of Mr. Pradip Kumar Bishnoi as an independent director on the Board for a term of five years with effect from 6th January 2025 to hold office upto 4th January 2030 including the period from 3rd July, 2026 when he attains 75 years of age.

The disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval by the members of the Company.

### Interest of Directors:

Except Mr. Pradip Kumar Bishnoi being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 3 of the accompanying Notice of the AGM.

### Item No. 4

The Monitoring Committee, constituted pursuant to NCLT Order dated 19th December, 2023 read with Extension Order dated 3rd December, 2024, had appointed Mr. Anil Kumar Jha (DIN: 03590871) as an Independent Director for a period of five (5) years on the Board of Directors of the Company with effect from 6th January 2025.

As the Company was in the process of implementation of Resolution Plan approved by the Hon'ble NCLT, Kolkata Bench vide its Order Dated 19th December, 2023 and 3rd December, 2024 and the above appointment was made as a part of





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Implementation process. No approval from shareholders had been obtained during implementation period for such appointment as specific deemed approval from Shareholder has been provided in Explanation to Section 30(2)(e) of the Insolvency and Bankruptcy Code, 2016 and also by Ministry of Corporate Affairs ("MCA") vide its Circular No. IBC/01/2017 dated October 25, 2017.

In pursuit of good Corporate Governance and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company now considers it desirable to obtain approval of shareholders at the ensuing 62nd Annual General Meeting of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Anil Kumar Jha is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ("SEBI") order or any other statutory authority under any laws. He has given his consent to act as Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations, and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Anil Kumar Jha fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/ evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Anil Kumar Jha, with his experience and expertise will be of immense value addition to the Company.

The Special Resolution under item 4 of the Notice of the AGM once passed, shall be deemed as the approval of the Members being accorded under the Act' and the Listing Regulations for appointment of Mr. Anil Kumar Jha as an independent director on the Board for a term of five years with effect from 6th January 2025 to hold office upto 4th January 2030.

The disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval by the members of the Company.

### Interest of Directors:

Except Mr. Anil Kumar Jha being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of the accompanying Notice of the AGM.

### Item No. 5

The Board of Directors in its meeting held on 11th February 2025 had appointed Ms. Anuradha Gupta (DIN: 06658142) as an Additional Director (Non-Executive, Independent) on the Board of Directors of the Company with effect from 14th February 2025.

Pursuant to Section 161 of the Act, Ms. Anuradha Gupta holds office up to the date of this Annual General Meeting.

The Board of Directors consider that her association would be of immense benefit to the Company, and it is desirable to continue to avail her services as a Non-executive Independent Director of the Company. The Board proposed obtaining the approval of members at the ensuing 62nd Annual General Meeting of the Company for continuation of her office as a Non-executive Independent Director.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Independent Director of the Company.

## Notice (Contd.)

Ms. Anuradha Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ("SEBI") order or any other statutory authority under any laws. She has given her consent to act as Director along with the declaration to the effect that she meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Ms. Anuradha Gupta fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for her appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/ evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Ms. Anuradha Gupta, with her experience and expertise will be of immense value addition to the Company.

The Special Resolution under item 5 of the Notice of the AGM once passed, shall be deemed as the approval of the Members being accorded under the Act' and the Listing Regulations for appointment of Ms. Anuradha Gupta as an independent director on the Board for a term of five years with effect from 14th February 2025 to hold office up to 13th February 2030 including the period from 18th March, 2027 when she attains 75 years of age.

The disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval by the members of the Company.

### Item No. 6

Presently, the Company's Registered Office is located at 4 Mangoe Lane, 7th Floor, Kolkata – 700 001, West Bengal. The Board of Directors of your Company at their meeting held on 6th August 2025 decided to shift the Registered Office of the Company from 4 Mangoe Lane, 7th Floor, Kolkata – 700 001, West Bengal to Ecospace Campus 2B 11F/12, New Town, Rajarhat North, 24 Parganas Kolkata-700160, West Bengal, for carrying on the business of the Company more economically and efficiently and with better operational convenience and as a part of the implementation process of Resolution Plan as approved by the Hon'ble NCLT, Kolkata Bench vide Order dated 19th December, 2023 read with further Order dated 3rd December, 2024.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Though Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 requires the Company to pass the resolution through Postal Ballot for shifting of registered office outside the local limits of any city, town or village, however if any item of business required to be transacted by means of postal ballot, may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108.

As the Company has more than 1,000 shareholders, the Company is providing facility to the members to vote electronically at the 62nd Annual General Meeting ("AGM"), hence it is proposed to pass such resolution at the AGM of the Company rather than Postal Ballot.

The Board, therefore, recommends the Special Resolution as set out in Item No. 6 for approval by the members of the Company.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 6 of the Notice.

### Item No. 7

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Secretarial Au-



## Notice *(Contd.)*

itors of the Company shall be appointed by the Shareholders of the Company based on the recommendations made by the Board of Directors.

Accordingly, the Board of Directors of the Company at their meeting held on 6th August 2025 has recommended the appointment of Prakash Shaw & Co., Company Secretaries, Kolkata as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 at a remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

Prakash Shaw & Co., Company Secretaries, Kolkata, have consented to their appointment as Secretarial Auditors of the Company.

M/s. Prakash Shaw & Co., Company Secretaries, is a peer reviewed firm in terms of the Listing Regulations and guidelines issued by the Institute of Company Secretaries of India (ICSI) The firm also meets the eligibility criteria as enumerated under Regulation 24A (1A) of the Listing Regulations and has been in existence for more than a decade, offering specialised services in secretarial audits, corporate laws and securities laws, including corporate governance.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Resolution set out in item No. 7 of the Notice of the AGM for approval by the members of the Company.

### Item No. 8

The Board of Directors 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 2025-26 at a remuneration of Rs. 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. 7 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2026.

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 Resolution set out in item No. 8 of the Notice of the AGM for approval by the members of the Company.

**Date & Time of Download : 03/09/2025 19:56:48**

**BSE ACKNOWLEDGEMENT**

<b>Acknowledgement Number</b>	10760635
<b>Date and Time of Submission</b>	9/3/2025 7:56:33 PM
<b>Scripcode and Company Name</b>	532629 - McNally Bharat Engineering Company Ltd
<b>Subject / Compliance Regulation</b>	Notice Of 62Nd Annual General Meeting.
<b>Submitted By</b>	Indrani Ray
<b>Designation</b>	Company Secretary & Compliance Officer

**Disclaimer** : - Contents of filings has not been verified at the time of submission.



National Stock Exchange Of India Limited

***Date of***

03-Sep-2025

***NSE Acknowledgement***

<b>Symbol:-</b>	MBECL
<b>Name of the Company: -</b>	Mcnally Bharat Engineering Company Limited
<b>Submission Type:-</b>	Announcements
<b>Short Description:-</b>	Shareholders meeting
<b>Date of Submission:-</b>	03-Sep-2025 08:00:39 PM
<b>NEAPS App. No:-</b>	2025/Sep/187414/3271

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.