

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACS (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40 Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

The Chairman
McNally Bharat Engineering Company Limited
4 Mangoe Lane
Kolkata - 700 001

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with Extraordinary General Meeting (EGM) of the members of “**McNally Bharat Engineering Company Limited**” (“Company”) held on Thursday, 16th March, 2017 at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700156 at 11.00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said votings as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Extraordinary General Meeting (EGM) dated the 17th February, 2017. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Monday, the 13th March, 2017 up to 5.00 P.M. IST on Wednesday, the 15th March, 2017.



Certified Filing Centre for e-filing under MCA-21, Registered by Ministry of Corporate Affairs, Govt. of India
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2. The Shareholders holding shares as on the "cut off" date, i.e. 9th March, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 17th February, 2017 of the Extraordinary General Meeting (EGM) of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Extraordinary General Meeting (EGM) to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The votes were unblocked on Thursday, the 16th March, 2017 around 12.50 PM after the completion of the Extraordinary General Meeting (EGM) in the presence of two witnesses, namely, Mr. Pallav Choudhary residing at 119/14, S. D. Road, Liluah, Howrah – 711 204, West Bengal and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700 050, West Bengal who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVSN : 170217008] and votes casted through physical ballot papers distributed at the EGM venue are as under:

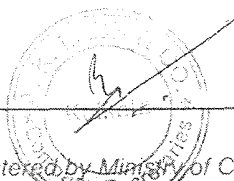
<A> SPECIAL BUSINESS:

a) Resolution 1: Ordinary Resolution

Increase in the authorized share capital of the Company by creation of additional equity shares and creation of new convertible preference shares in the authorized share capital of the Company

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	16	35665457	
Voting by ballot	64	3000587	
Total	80	38666044	99.99997%



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(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	2	10	
Total	2	10	0.00003%

(iii) Invalid Votes:

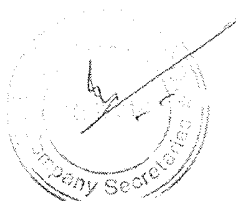
<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	25

b) Resolution 2: Ordinary Resolution

Amendment of memorandum of association consequent upon increase in the authorized share capital of the Company

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	35665457	
Voting by ballot	63	3000537	
Total	79	38665994	99.9998%



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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com**(ii) Voted against the Resolution:**

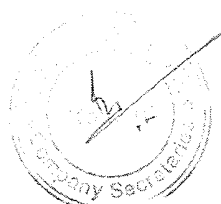
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	3	60	
Total	3	60	0.0002%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	25

c) Resolution 3 : Special Resolution**Amendment of articles of association****(i) Voted in favour of the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	35665457	
Voting by ballot	64	3000587	
Total	80	38666044	99.99997%



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(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	2	10	
Total	2	10	0.00003%

(iii) *Invalid Votes:*

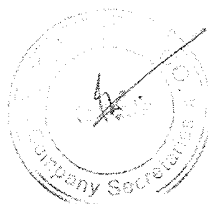
<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	25

d) Resolution 4 : Special Resolution

Allotment of compulsorily convertible preference shares ("CCPS") to Williamson Magor & Co Limited, Williamson Financial Services Limited and Babcock Borsig Limited, promoter and promoter group companies of the Company on a preferential basis

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	35665457	
Voting by ballot	63	3000537	
Total	79	38665994	99.9998%



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(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	3	60	
Total	3	60	0.0002%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	25

e) Resolution 5 : Special Resolution

Allotment of compulsorily convertible preference shares ("CCPS") to equity shareholders and certain debenture holders of Vedica Sanjeevani Projects Private Limited ("Vedica") on a preferential basis

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	35665457	
Voting by ballot	63	3000537	
Total	79	38665994	99.9998%



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(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	3	60	
Total	3	60	0.0002%

(iii) Invalid Votes:

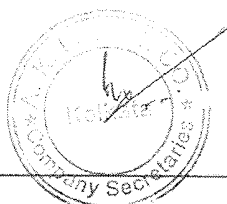
<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	25

f) Resolution 6 : Special Resolution

Allotment of Equity Shares ("Equity Shares") to certain investors on a preferential basis

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	35665457	
Voting by ballot	64	3000587	
Total	80	38666044	99.99997%



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(ii) Voted *against* the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	2	10	
Total	2	10	0.00003%

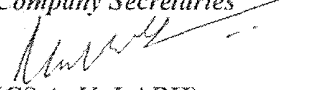
(iii) Invalid Votes:

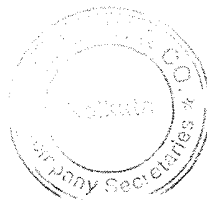
Total number of members whose votes were declared invalid	Total number of votes cast by them
5	25

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 17.03.2017



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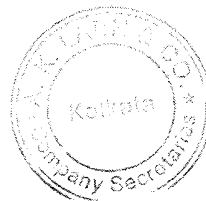
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Witness :

1. *Pallav Choudhary*

(Pallav Choudhary)
119/14, S. D. Road, Liluah,
Howrah - 711 204, West Bengal



2. *Amrita Sampat*

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata - 700 050, West Bengal

Received the Report of the Scrutinizer

For McNally Bharat Engineering Company Limited

(Prabir Ghosh)
Whole-time-Director

