McNally Bharat Engineering Company Limited

Corporate Identity Number (CIN): L45202WB1961PLC025181

Registered Office: Four Mangoe Lane, Kolkata – 700 001, West Bengal, India

Tel: +9133 3014 1212, Fax No: +9133 6628 2277,

E-mail: mbecal@mbecl.co.in | Website: www.mcnallybharat.com

POSTAL BALLOT FORM
(To be returned to the Scrutinizer)

08/19

1. Name(s) of the Shareholder(s)   :   Serial No.
   including Joint-holders, if any
   (in Block Letters)

2. Registered Address of the Sole/   :
   First named shareholder

3. Registered Folio No./DP ID*/Client ID* :
   (*Applicable to investors holding
   shares in demat form)

4. No. of Equity Shares held   :

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD / PIN

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice of the Company dated May 30, 2019. by sending my/our assent or dissent to the said resolutions by placing tick ( ) mark at the appropriate box below.

Item No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Reclassification of the Status of Promoters Shareholding into Public Shareholding			
2.	Approval and Waiver of excess managerial remuneration paid / payable to Mr. Srinivash Singh, Managing Director of the Company for the period of 3 years w.e.f. December 14, 2016			

Place:

Date: (Signature of the Shareholder)

Notes:

If the voting rights are exercised electronically, there is no need to use this form. Please read carefully the instructions printed in the Postal Ballot Notice before exercising the vote.

INSTRUCTIONS FOR VOTING:

If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

The Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

A. INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(I) The voting period begins on Monday, August 05, 2019 at 9:00 a.m. and ends on Tuesday, September 03, 2019 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 26, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website **www.evotingindia.com**

(iv) Click on Shareholders.

(v) Now Enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for McNally Bharat Engineering Company Limited.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

    ● Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.

    ● A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

    ● After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

    ● The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

    ● A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. INSTRUCTIONS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT:

(I) Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Mr. Atul Kumar Labh, Practicing Company Secretary, (FCS – 4848 / CP – 3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata, at the address given on the self-addressed prepaid postage envelope. Postal Ballot Forms deposited in person at the given address will also be accepted.

(ii) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

(iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / Authority letter, with the specimen signature(s) of the authorised signatory(ies) duly attested.

(iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.

(v) Duly completed Postal Ballot Forms should reach the Scrutinizer not later than September 03, 2019, IST 05:00 p.m. Postal Ballot Forms received after this date will be considered invalid.

(vi) The postal ballot form shall be considered invalid if:

    (a) A form other than the one issued by the company has been used;

    (b) It has not been signed by or on behalf of the Member;

    (c) Signature on the postal ballot form doesn't match the specimen signatures with the Company

    (d) It is not possible to determine without any doubt the assent or dissent of the Member;

    (e) Neither assent nor dissent is mentioned;

    (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;

    (g) The envelope containing the postal ballot form is received after the last date prescribed;

    (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;

    (i) It is received from a Member who is in arrears of payment of calls;

    (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;

    (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

(vii) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Mr. Rahul Banerjee, Senior Manager – Secretarial of the Company at e-mail ID **mbecal@mbecl.co.in**

(viii) Members are requested not to send any paper (other than the resolution/authority as mentioned above) along with the Postal Ballot Form.