

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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

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CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
McNally Bharat Engineering Company Limited
Four Mangoe Lane
Kolkata - 700001
West Bengal

Dear Sir,

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 30th May, 2019.
- (2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolutions contained in the Notice of the postal ballot and e-voting dated the 30th May, 2019. Our responsibility as a scrutinizer for the voting process through electronic means and postal 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 received through postal ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of Postal Ballot Notice and Postal Ballot forms (containing e-voting instructions) through e-mail / other permitted modes as applicable on 2nd day of August, 2019 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 26th day of July, 2019.
 - (b) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.
 - (c) The ballot boxes were opened after 5:00 p.m. on Tuesday, 3rd day of September, 2019 in our presence.



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- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5:00 p.m. on Tuesday, 3rd day of September, 2019 the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5:00 p.m. on Tuesday, 3rd day of September, 2019, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
- (j) The e-voting period remained open from 09:00 A.M. IST on Monday, the 5th day of August, 2019 up to 5:00 P.M. IST on Tuesday, the 3rd day of September, 2019.
- (k) The Shareholders holding shares as on the "cut off" date, i.e. 26th day of July, 2019 were entitled to vote on the proposed resolutions as mentioned in the notice of the postal ballot and e-voting dated 30th day of May 2019.
- (l) The result of the electronic voting was downloaded after 5:00 p.m. on Tuesday, the 3rd day of September, 2019 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unblocked in the presence of two witnesses, namely, Ms. Ankita Singh, residing at 76, Bhairav Dutta Lane, 3rd floor, Howrah - 711106 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata - 700060 and has been included in our report.
- (m) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (EVSN: 190731013)] is as follows :-



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SPECIAL BUSINESS:

Resolution 1 : Special Resolution

Reclassification of the status of Promoter's shareholding into public shareholding

(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>
E-voting	31	19362545	
Voting by ballot	13	41604015	
Total	44	60966560	99.996%

(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>
E-voting	9	2446	
Voting by ballot	0	0	
Total	9	2446	0.004%

(iii) *Invalid* Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	5000



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Resolution 2 : Special Resolution

Approval and waiver of excess Managerial Remuneration paid / payable to Mr. Srinivash Singh, Managing Director of the Company for the period of three years w.e.f. December 14, 2016

(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>
E-voting	28	19360772	
Voting by ballot	13	41604015	
Total	41	60964787	99.993%

(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>
E-voting	12	4219	
Voting by ballot	0	0	
Total	12	4219	0.007%

(iii) *Invalid Votes*:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	5000



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4. The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.
5. You may accordingly declare the result of e-voting and Postal Ballot.
6. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.

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: 25.07.2019



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Witness:

1. 

(Ankita Singh)

76, Bhairav Dutta Lane, 3rd Floor
Howrah - 711106

2. 

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer

For McNally Bharat Engineering Company Limited

(Rahul Banerjee)

Company Secretary

