



McNally Bharat Engineering Company Limited

Regd. Office: 4, Mangoe Lane, Kolkata 700001

NOTICE

NOTICE is hereby given that the Forty Seventh Annual General Meeting of the Members of McNally Bharat Engineering Company Limited will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020 on Thursday, 30th September, 2010 at 11 a.m. to transact the following business :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Deepak Khaitan, who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Mr. Shanti Prasad Singhi, who retires by rotation and is eligible for reappointment.
5. To appoint a Director in place of Mr. Utsav Parekh, who retires by rotation and is eligible for reappointment.
6. To appoint a Director in place of Mr. Chandrakant Pasari, who retires by rotation and is eligible for reappointment.
7. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual general meeting and authorize the Board to fix their remuneration. M/S Lovelocke & Lewes, Chartered Accountants, retiring Auditors being eligible, offer themselves for reappointment.

8. SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Asim Kumar Barman who was appointed by the Board of Directors as an Additional Director of the Company under Section 260 of the Companies Act, 1956 and Article 103 of Articles of Association of the Company and who holds office up to the date of the forthcoming Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board

McNally Bharat Engineering Company Limited

Kolkata
August 31, 2010

D. Chatterjee
Company Secretary

NOTES

1. A Member, entitled to attend and vote, is entitled to appoint a Proxy to attend and vote instead of himself. A Proxy need not be a Member of the Company. A proxy form duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
2. Members/Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th to 30th September 2010.
4. Members who are holding Shares in identical order or names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings in one folio. The Share Certificates will be returned to the Members after making requisite changes thereon.
5. Non- resident Indian Shareholders are requested to inform the Company immediately:
 - (a) The change in residential status on return to India for permanent settlement.
 - (b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
6. Information U/s. 205A read with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 as amended is given below :
 - a) The Company has transferred the amount of un-paid dividend upto the financial year ending 31st March, 2002 to the Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of Companies Act, 1956. The members, who have not encashed their dividend warrants for the subsequent financial years should approach the Company for the payment without any further delay.
 - b) Consequent upon amendment in Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of Dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

5. The Shareholders are requested to send directly all documents, transfer, demat requests and other communication in relation thereto to the Registrar at their following address :

M/s. Maheshwari Damtamatics Pvt Ltd.
Unit: McNally Bharat Engineering Co. Ltd.
6 Mangoe Lane, 2nd Floor
Kolkata 700001

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No. 8

Mr. Asim Kumar Barman was appointed with effect from on 1st December, 2009 as an Additional Director to hold office upto the date of the forthcoming Annual General Meeting.

The Company has received a notice along with the requisite deposit of Rs. 500 from a member under section 257 of the Companies Act, 1956, proposing the candidature of Mr. Asim Kumar Barman as a Director of the Company.

Your Directors commend the resolution for appointment of Mr. Asim Kumar Barman for approval of the Shareholders.

Except for Mr. Asim Kumar Barman who is interested in the resolution, no other Director of the Company is concerned interested in the resolution.

Particulars of Directors seeking appointment/ re-appointment at this Annual General Meeting pursuant to clause 49(iv)(G) of the Listing Agreement:

Name of Director	Mr. D. Khaitan	Mr. S. P. Singhi
Date of Birth	9th May, 1955	13th December, 1938
Date of Appointment	17th November, 1995	5th April, 1989
Expertise in specific functional areas	Business Executive	Business Executive
Qualifications	B. Com (Hons) & MBA (Geneva)	B.Sc.
List of outside Directorships held	1. Williamson Magor & Co Ltd. 2. McLeod Russel India Ltd. 3. Eveready Industries India Ltd. 4. Williamson Financial Services Ltd. 5. Babcock Borsig Ltd. 6. Kilburn Engineering Ltd. 7. McNally Sayaji Engineering Ltd. 8. Novener SAS 9. Uniross SA	1. Hindustan Motor Finance Corpn. Ltd. 2. Bengal Rubber Co. Ltd. 3. Bombay Investment (P) Ltd. 4. H.M. Export Ltd. 5. Universal Enterprises Ltd. 6. Central India Industries Ltd. 7. Sangyo Impex Pvt. Ltd. 8. Basant Properties Ltd. 9. Shining Vyapaar (P) Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	NIL	Chairman i. Remuneration Committee ii. Shareholders/Investors' Grievance Committee
Chairman/Member of the Committee of the Directors of other companies in which he is a Director		
a) Audit Committee	Member -Babcock Borsig Ltd.	NIL
b) Shareholders'/Investors' Grievance Committee	NIL	NIL
c) Remuneration Committee	Member -Babcock Borsig Ltd.	NIL
d) Nomination Committee	NIL	
Shareholding in the Company as on 31.03.2010	NIL	NIL

Name of Director	Mr. C. K. Pasari	Mr. U. Parekh
Date of Birth	14th January, 1962	28th August, 1956
Date of Appointment	30th March, 2004	25th June, 1998
Expertise in specific functional areas	Business Executive	Business Executive
Qualifications	B.Com	B.Com
List of outside Directorships held	<ol style="list-style-type: none"> 1. I.A. Property Developers Pvt. Ltd. 2. The Chamong Tea Co. Ltd. 3. India Automobiles (1960) Ltd. 4. Kiwi Estates Pvt. Ltd. 5. Parmeswar Estates Pvt. Ltd. 6. Merrygold Properties Pvt. Ltd. 7. Regent Estates Pvt. Ltd. 8. Swarn Mayur Bonds & Holding Ltd. 9. Williamson Financial Services Ltd. 10. McNally Sayaji Engineering Ltd. 	<ol style="list-style-type: none"> 1. Xpro India Ltd. 2. Lend lease Co. (I) Ltd. 3. McLeod Russell (I) Ltd. 4. SMIFS Capital Markets Ltd. 5. Bengal Aerotropolis Ltd. 6. Networth Stock Broking Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Member <ol style="list-style-type: none"> i. Allotment Committee ii. Shareholders/Investors' Grievance Committee iii. Remuneration Committee iv. Committee of Directors v. Audit committee 	Member <ol style="list-style-type: none"> i. Shareholders/Investors' Grievance Committee ii. Remuneration Committee iii. Audit Committee
Chairman/Member of the Committee of the Directors of other companies in which he is a Director		
a) Audit Committee	NIL	SMIFS Capital Markets Ltd.
b) Shareholders'/Investors' Grievance Committee	NIL	McLeod Russell (I) Ltd.
c) Remuneration Committee	NIL	Nil
d) Nomination Committee	NIL	Nil
e) Shareholding in the Company as on 31.03.2010	NIL	100

Name of Director	Mr. Asim Kumar Barman
Date of Birth	6th November, 1948
Date of Appointment	1st December, 2009
Expertise in specific functional areas	Administration, Power, Environment, Urban Governance etc.
Qualifications	B.Sc (Chemistry)
List of outside Directorships held	i. Bengal Emami housing Ltd. ii. Aquagreen Engineering Management Pvt Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	NIL
Chairman/Member of the Committee of the Directors of other companies in which he is a Director	
a) Audit Committee	NIL
e) Shareholders'/Investors' Grievance Committee	NIL
f) Remuneration Committee	NIL
g) Nomination Committee	NIL
Shareholding in the Company as on 31.03.2010	NIL