

McNally Bharat Engineering Company Limited

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CIN: L45202WB1961PLC025181

July 30, 2014

National Stock Exchange Ltd

"Exchange Plaza"
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400051

Dear Sirs,

Sub: Details of the Voting Results of the Fifty First Annual General Meeting

We would like to inform that the Fifty First Annual General Meeting of the Company has been concluded today at Eastern Zonal Cultural Centre, Purbashree, IB 201, Sector – 3, Salt Lake City, Kolkata – 700106.

We enclose herewith the results of the voting at the Annual General Meeting as certified by Mr. Ajay Chandak, Practicing Chartered Accountant (Membership No.: 056119), who had been appointed as the scrutinizer of the electronic voting process conducted by our Company.

Thanking you.

Yours faithfully,
For **McNally Bharat Engineering Company Limited**


Sukanta Chattopadhyay
Sr. VP Commercial & Company Secretary



**REPORT OF SCRUTINIZER
[E-VOTING]**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

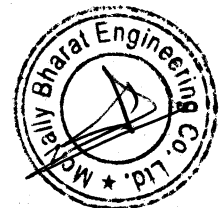
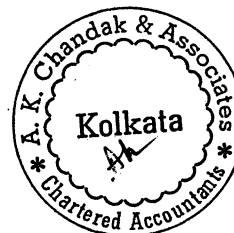
To,
The Chairman,
McNally Bharat Engineering Company Limited,
4 Mangoe Lane,
Kolkata – 700 001

Dear Sir,

I, Ajay Kumar Chandak, Chartered Accountant, (Membership No. 056119, FRN No. 326055E) and proprietor of M/s A.K Chandak & Associates, Chartered Accountants, Kolkata was appointed as the Scrutinizer in connection with 51st Annual General Meeting of the Members of “**McNally Bharat Engineering Company Limited**” (“Company”) to be held on Wednesday, 30th July 2014 at 11 A.M at Eastern Zonal Cultural Centre, Purbashree, IB 201, Sector-3, Salt Lake City, Kolkata – 700 016, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 10 A.M IST on Thursday, the 24th day of July, 2014 up to 6.00 P.M IST on Saturday, the 26th day of July, 2014.
2. The shareholders as on the “cut-off” date i.e. 20th day of June, 2014 were entitled to vote on the proposed 12 resolutions as mentioned in the notice dated 30th day of May, 2014, of the Annual General Meeting of the Company.
3. The votes were unblocked on Monday, the 28th day of July, 2014 at 11 A.M IST in the presence of witnesses, namely, Mr. Debtanu Ray resident of Kandi Mohanbagan, Post Kandi, Dist Murshidabad, Pin- 742137 & Mr. Sandip Ghosh resident of Narua Panchanantala, Chandannagar, Hooghly-712136 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of Equity Shareholders, who voted “For” and “Against”, were downloaded from the E-Voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>)





5. The results of e-voting is as under:

<A> ORDINARY BUSINESS:

(a) Resolution 1

Adoption of Accounts for the year ended 31.03.2014

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour &%age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

(b) Resolution 2

Declaration of Dividend on Non Convertible Redeemable Preference Shares

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour &%age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,110 (100%)	210 (0.00%)	Carried by majority

(c) Resolution 3

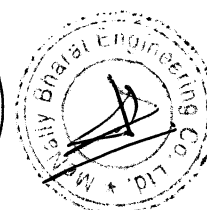
Reappointment of Mr. Virendra Kumar as a Director

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour &%age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

(d) Resolution 4

Reappointment of Mr. Subir Ranjan Dasgupta as a Director

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour &%age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority





(e) Resolution 5

Reappointment of Mr. Asim Kumar Barman as a Director

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

(f) Resolution 6

Appointment of Statutory Auditors

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

** SPECIAL BUSINESS:**

(a) Resolution 7

Creation of mortgage or Charge u/s 180 (1) (c)

Type of Resolution :- Special Resolution

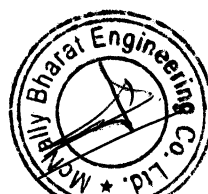
No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour	Total no. of votes casted in against	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

(b) Resolution 8

Increasing the borrowing limit u/s 180 (1) (c)

Type of Resolution :-Special Resolution

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,120 (100%)	200 (0%)	Carried by majority





(c) Resolution 9

Increasing the limits of loan & investments u/s 186

Type of Resolution :- Special Resolution

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,319 (100%)	1 (0%)	Carried by majority

(d) Resolution 10

Increasing the Authorised Share Capital of the Company

Type of Resolution :- Special Resolution

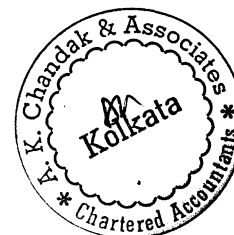
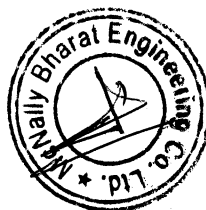
No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority

(e) Resolution 11

Change in capital clause of Articles of Association

Type of Resolution :- Special Resolution

No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,320 (100%)	Nil (0%)	Carried by majority





A. K. Chandak & Associates
CHARTERED ACCOUNTANTS

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Suite No. 2B, Kolkata - 700 013
Tel. : (033) 2225 3940, Telefax : 2225 3941
E-mail : ajaychandak07@yahoo.com

(f) **Resolution 12**

Further issue of shares

Type of Resolution :- Special Resolution

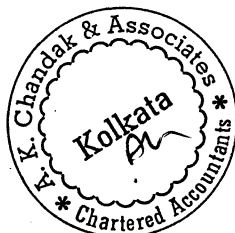
No of Folios casting the votes	Total No. of Voted casted	Total No. of Voted casted in favour & %age	Total no. of votes casted in against & %age	Result
19	1,17,42,320	1,17,42,310 (100%)	10 (0%)	Carried by majority

6. *The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers , approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.*

For A.K.Chandak & Associates
Chartered Accountants

(CA A.K.CHANDAK)

Practicing Chartered Accountants
(Mem. No. 056119 FRN 326055E)



McNALLY BHARAT ENGINEERING CO. LTD.

SUKANTA CHATTOPADHAY
SR. V.P. COMMERCIAL & COMPANY SECRETARY