

McNally Bharat Engineering Company Limited

CIN : L45202WB1961PLC025181
Ecospace Campus 2B 11F/12 (Old Plot No. AA II/Blk 3)
New Town Rajarhat North 24 Parganas Kolkata 700160
T +91 33 30141111 F +91 33 30142277
E mbe.corp@mbecl.co.in W www.mcnallybharat.com

September 27, 2018

Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400001

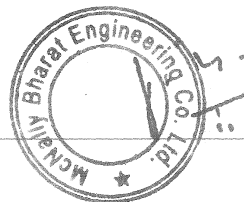
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G
Block, Bandra - Kurla Complex,
Bandra (E), Mumbai -400 051

Dear Madam/Sir,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that our Company concluded the Fifty Fifth Annual General Meeting of its Members on Wednesday, September 26, 2018, at 11:00 AM at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700156.

The members voted on the following resolutions through both remote e-voting and poll conducted at the venue of the meeting:

1. To receive, consider and adopt –
 - (a) The audited financial statements of the Company for the financial year ended March 31, 2018, and the reports of the Directors and the Auditors thereon.
 - (b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2018.
2. To declare a dividend on Non- Convertible Redeemable Preference Shares for the financial year ended March 31, 2018. In absence of profit for the current financial year (2017-18), the Board of Directors of your Company considered it prudent not to recommend any dividend on Equity Shares for the year under review. Further, in view of accumulated losses, the Board of Directors of your Company is of the opinion that no dividend be rewarded to the Non-Convertible Preference shareholders, though they are entitled to receive dividend at a fixed rate of 11.50% on the Non-Convertible Redeemable Preference Shares of Rs. 100/- each.
3. To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint M/s. V. Singhi & Associates, Chartered Accountants, Kolkata, ICAI Firm Registration No. 311017E. as the Joint Statutory Auditors of the Company in addition to the existing Statutory Auditors, i.e., Deloitte Haskins & Sells LLP, of the Company to hold office for a period of three consecutive years commencing from the Financial Year 2018-19.



5. To approve the remuneration payable to the Cost Auditor M/s. A. Bhattacharya & Associates, Cost Accountants, appointed by the Board of Directors of the Company for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending March 31, 2019.
6. To waive the recovery of managerial remuneration amounting to Rs. 40,81,825/- paid/payable to Mr. Prabir Kumar Ghosh (DIN – 01912656), the erstwhile Whole Time Director of the Company for holding office as such for the period of 5 (five) months from April 01, 2017 to August 31, 2017 during the financial year ended March 31, 2018.
7. To consider the proposal for the alteration of Articles of Association of the Company.

We are attaching herewith a report dated September 27, 2018, furnished by Mr. A K Labh, Practising Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process of the meeting, for your information and record.

We also enclose herewith the voting details in respect of the aforesaid resolutions in the prescribed format as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully

McNally Bharat Engineering Company Limited



Indranil Mitra

Company Secretary

Format for Voting Result

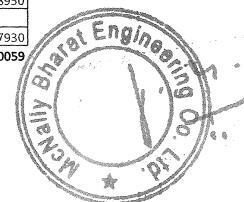
Date of the AGM	September 26, 2018
Total Number of Shareholders on record date	14904
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	9
Public	21
Total	30
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

1 ORDINARY BUSINESS		Adoption of Standalone and Consolidated Financial Statements for the year ended March 31, 2018 along with the Reports of Directors and Auditors thereon (Ordinary Resolution)						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
	Poll		32151515	45.41390	32151515	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	87102918	1293	0.00150	923	370	71.38440	28.61560
	Poll		76	0.00010	76	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1369	0.00160	999	370	72.97300	27.02700
Total		158044606	70798026	44.79623	70797656	370	99.99948	0.00052

2 ORDINARY BUSINESS		Consideration of declaration of dividend on Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2018. In view of accumulated losses, the Board of Directors of your Company is of the opinion that no dividend be rewarded to the Non-Convertible Preference shareholders, though they are						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
	Poll		32151515	45.41390	32151515	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	87102918	1293	0.00150	923	370	71.38440	28.61560
	Poll		76	0.00010	26	50	34.21050	65.78950
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1369	0.00160	949	420	69.32070	30.67930
Total		158044606	70798026	44.79623	70797606	420	99.99941	0.00059

3 ORDINARY BUSINESS		To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution).						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
	Poll		32151515	45.41390	32151515	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	87102918	1293	0.00150	923	370	71.38440	28.61560
	Poll		76	0.00010	26	50	34.21050	65.78950
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1369	0.00160	949	420	69.32070	30.67930
Total		158044606	70798026	44.79623	70797606	420	99.99941	0.00059

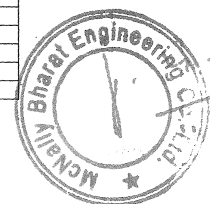


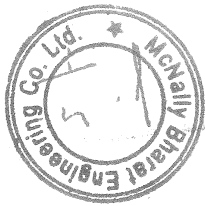
4 ORDINARY BUSINESS			Approval for appointment of M/s. V. Singhi & Associates, Chartered Accountants, Kolkata, as the Joint Statutory Auditors of the Company from the conclusion of the Fifty Fifth AGM until the conclusion of the Fifty Eighth AGM of the Company. (Ordinary Resolution)					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
	Poll		32151515	45.41390	32151515	0	100.00000	
	Postal Ballot (if applicable)	N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total	70796657	100.00000	70796657	0	100.00000		
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	0		0	0			
Public - Non Institution	E-Vote	87102918	1293	0.00150	523	770	40.44860	59.55140
	Poll		76	0.00010	26	50	34.21050	65.78950
	Postal Ballot (if applicable)	N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total	1369	0.00160	549	820	40.10230	59.89770	
Total		158044606	70798026	44.79623	70797206	820	99.99884	0.00116

5 SPECIAL BUSINESS			Approval of Remuneration of Cost Auditors for the F.Y. ending 31st March, 2019 (Ordinary Resolution)					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
	Poll		32151515	45.41390	32151515	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	87102918	1293	0.00150	923	370	71.38440	28.61560
	Poll		76	0.00010	26	50	34.21050	65.78950
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1369	0.00160	949	420	69.32070	30.67930
Total		158044606	70798026	44.79623	70797606	420	99.99941	0.00059

6 SPECIAL BUSINESS			Approval for waiver of managerial remuneration amounting to Rs. 40.82 lakh paid/ payable to one of the erstwhile Whole Time Directors of the Company. (Special Resolution)					
Whether promoter/promoter group are interested in the agenda/resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
	Poll		32151515	45.41390	32151515	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	87102918	1293	0.00150	908	385	70.22430	29.77570
	Poll		76	0.00010	26	50	34.21050	65.78950
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1369	0.00160	934	435	68.22500	31.77500
Total		158044606	70798026	44.79623	70797591	435	99.99939	0.00061

7 SPECIAL BUSINESS			Alteration of Articles of Association of the Company (Special Resolution)					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	70796657	38645142	54.58610	38645142	0	100.00000	
	Poll		32151515	45.41390	32151515	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		70796657	100.00000	70796657	0	100.00000	
Public - Institutional holders	E-Voting	145031	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		





Public - Non		Institution		Total	
E-Vote		Poll		Postal Ballot (if applicable)	
87102918		N.A.		1369	
0		0.00000		0.00160	
1293		0.00010		0.00150	
923		26		949	
370		50		420	
7138440		34.21050		69.32070	
28.61560		N.A.		99.9941	
0		N.A.		30.67930	
0		0		0.00059	

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

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

Mobile : 98300-55689

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

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

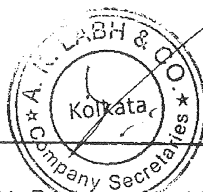
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 55th Annual General Meeting of
McNally Bharat Engineering Company Limited
4, Mangoe Lane
Kolkata-700001**

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 the 55th Annual General Meeting of the members of “**McNally Bharat Engineering Company Limited**” (“*Company*”) held on Wednesday, 26th September, 2018 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 voting 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 Annual General Meeting dated 14th August, 2018. 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.



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Certified Filing Centre for e-filing under ACES (Central Excise & Service Tax)



A. K. LABH

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



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Company Secretaries

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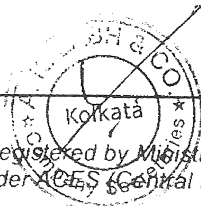
Mobile : 98300-55689

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

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Sunday, the 23rd September, 2018 up to 5.00 P.M. IST on Tuesday, the 25th September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 19th September, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated 14th August, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting 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 locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Wednesday, the 26th September, 2018 around 12:25 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Banaras Road, Salkia, Howrah – 711 106 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 180830099] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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Certified Filing Centre for e-filing under GST (Central Excise & Service Tax)



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
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Practicing Company Secretary



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Company Secretaries

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Website : www.aklabh.com

<A> ORDINARY BUSINESS:

a) Resolution 1 : Ordinary Resolution

To receive, consider and adopt the audited financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Directors and Auditors thereon

(i) Voted in favour of the Resolution:

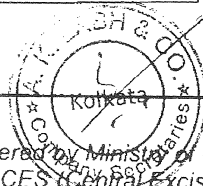
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	38646065	
Voting by ballot	6	32151591	
Total	28	70797656	99.9995%

(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	2	370	
Voting by ballot	0	0	
Total	2	370	0.0005%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



A. K. LABH

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



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

Website : www.aklabh.com

b) Resolution 2 : Ordinary Resolution

Consideration of declaration of dividend on Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2018. In view of accumulated losses, the Board of Directors of your Company is of the opinion that no dividend be rewarded to the Non-Convertible Preference shareholders, though they are entitled to receive dividend at a fixed rate of 11.50% on the Non-Convertible Redeemable Preference Shares of Rs. 100/- each

(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	22	38646065	
Voting by ballot	5	32151541	
Total	27	70797606	99.9994%

(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	2	370	
Voting by ballot	1	50	
Total	3	420	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



A. K. LABH

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



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Website : www.aklabh.com

c) Resolution 3 : Ordinary Resolution

To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

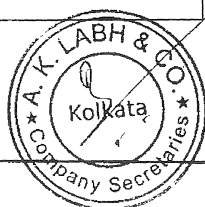
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	38646065	
Voting by ballot	5	32151541	
Total	27	70797606	99.9994%

(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	2	370	
Voting by ballot	1	50	
Total	3	420	99.9994%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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

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

Mobile: 98300-55689

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

Website: www.aklabh.com

d) Resolution 4 : Ordinary Resolution

Approval for appointment of M/s. V. Singhi & Associates, Chartered Accountants, Kolkata, as the Joint Statutory Auditors of the Company from the conclusion of the Fifty Fifth AGM until the conclusion of the Fifty Eighth AGM of the Company

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

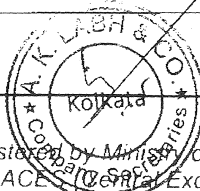
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	21	38645665	
Voting by ballot	5	32151541	
Total	26	70797206	99.9988%

(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	3	770	
Voting by ballot	1	50	
Total	4	820	0.0012%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



Certified Filing Centre for e-filing under MCA-21, Registered by Ministry of Corporate Affairs, Govt. of India
Certified Filing Centre for e-filing under ACES (Central Excise & Service Tax)



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 SPECIAL BUSINESS:

e) Resolution 5 : Ordinary Resolution

Approval of Remuneration of Cost Auditors for the Financial Year ending 31st March, 2019

(i) Voted in favour of the Resolution:

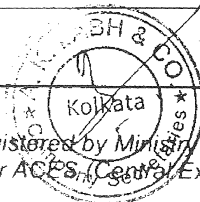
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	38646065	
Voting by ballot	5	32151541	
Total	27	70797606	99.9994%

(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	2	370	
Voting by ballot	1	50	
Total	3	420	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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f) **Resolution 6 : Special Resolution**

Approval of waiver of managerial remuneration amounting to Rs. 40.82 lakh paid/payable to one of the erstwhile Whole Time Directors 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	21	38646050	
Voting by ballot	5	32151541	
Total	26	70797591	99.9994%

(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	3	385	
Voting by ballot	1	50	
Total	4	435	0.0006%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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g) Resolution 7 : Special Resolution

Alteration of Articles of Association of the Company

(i) Voted in favour of the Resolution:

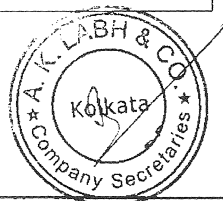
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	22	38646065	
Voting by ballot	5	32151541	
Total	27	70797606	99.9994%

(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	2	370	
Voting by ballot	1	50	
Total	3	420	0.0006%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



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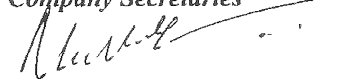
e-mail: aklabh@aklabh.com / aklabhcs@gmail.com

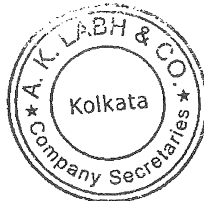
Website: www.aklabh.com

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. 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 the 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: 27.09.2018

A. K. LABH

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



A. K. LABH & Co.

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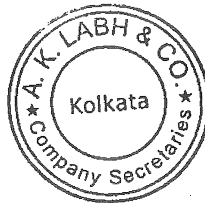
Witness :

1. *Rachana Agarwal.*

(Rachana Agarwal)
162/2, Banaras Road,
Salkia, Howrah - 711 106

2. *Priya Priya Singh*

(Priti Priya Singh)
8/A, Kailash Saha Lane
Kolkata - 700007



Received the Report of the Scrutinizer

For McNally Bharat Engineering Company Limited

(Indranil Mitra)
Company Secretary

McNALLY BHARAT ENGINEERING COMPANY LIMITED

Indranil Mitra
Company Secretary

