McNally Bharat Engineering Company Limited
CIN: L45202WB1961PLC025181
Registered Office: Ecospace Campus 2B 11F/12
New Town Rajarhat North 24 Parganas Kolkata-700160
Telephone +91 33 68311001/+91 33 68311212
Email: mbe.corp@mbecl.co.in Website: www.mcnallybharat.com
An ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 Certified Company

The National Stock Exchange of India Limited October 31, 2025
Exchange Plaza, 5th floor
Plot # C/1, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

BSE Limited
Corporate Relations Department
1st Floor, New Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai – 400 001

Dear Sir/Madam,

Sub: Submission of Notice of Postal Ballot of the Company
Ref: Disclosure under LODR Regulation 30
Scrip Code/Symbol: 532629 / MBECL

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice, together with Explanatory Statement sent to the members through electronic mode whose names appeared on the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company /Depositories as on Friday, October 24, 2025, i.e., Cut-off date.

The Company has completed dispatch of the said Postal Ballot Notice on October 31, 2025.

The remote e-voting shall commence on Sunday, November 02, 2025 at 10:00 AM IST and end on Monday, December 01, 2025 at 05:00 PM IST.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of remote e-voting facility to its members.

Yours faithfully,
For McNally Bharat Engineering Company Limited
INDRANI RAY

Digitally signed by INDRANI RAY
DN: c=IN, o=Personal,
2.5.4.20=a57c40b378111919cbd8477d5db8f83a4fa05a765fc0d5a3c7bce87975f602e5,
postalCode=700070, st=West Bengal,
serialNumber=8a0bc7fbf829ec4755677d9698f24d3ba1895042bbfc1aaa7f4dc407e83634c1,
cn=INDRANI RAY
Date: 2025.10.31 14:33:00 +05'30'

Indrani Ray
Company Secretary

Encl : As above

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ('MCA Circular') for holding general meetings / conducting postal ballot process through e-voting and any other applicable law, rules and regulations that the Resolution as set out hereunder is proposed as a Special Resolution for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

The Board of Directors of the Company vide Circular Resolution No. MBE/BM/2025-26/CIR-05 dated 14th October 2025 have appointed Mr. Prakash Kumar Shaw, Practicing Company Secretary (ACS – 32895 / CP – 16239), Kolkata, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting.

In conformity with the present regulatory requirements, Members can vote only through remote e-voting, for which purpose they are requested to read carefully the instructions given in the Notes forming part of this Notice.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared at or before 5.00 p.m. (IST) on Wednesday, 3rd December 2025.The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.mcnallybharat.com under the section Investors and will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed. National Securities Depository Limited (NSDL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website www.evoting.nsdl.com.

SPECIAL BUSINESS

1. **Appointment of Ms. Poonam Singhania (DIN: 11307969) as a Non-executive Non-independent Director.**

   To consider and, if though fit, to assent/dissent to the following Resolution as a Special Resolution, with or without further modification:

   > "RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Poonam Singhania (DIN: 11307969) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st October 2025 in terms of Section 161 of the Act and Article 103 of the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

2. **Appointment of Mr. Debidas Datta (DIN: 0229856) as an Independent Director.**

   To consider and, if though fit, to assent/dissent to the following Resolution as a Special Resolution, with or without further modification:

   > "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') and Regulations 17(1A) read with Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force and the Articles of Association of the Company, the appointment of Mr. Debidas Datta (DIN 00229856) as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 1st December 2025 till 30th November 2030, be and is hereby approved."

3. Appointment of Mr. Mehar Chand Thakur (DIN 08648033) as an Independent Director

To consider and, if though fit, to assent/dissent to the following Resolution as a Special Resolution, with or without further modification:

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Mehar Chand Thakur (DIN 08648033) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd October 2025 in terms of Section 161 of the Act and Article 103 of the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 25(2A) of the Listing Regulations, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Mehar Chand Thakur (DIN 08648033) as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from 22nd October 2025 till 21st October 2030, be and is hereby approved;

For **McNally Bharat Engineering Company Limited**

Indrani Ray
Company Secretary

Kolkata
16th October 2025

Notes:

(i) In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on Friday, 24th October 2025 and who have registered their e-mail addresses with the Company or with the Depositories.

Further, Members can vote on the Resolution only through remote e-voting. Remote e-voting will commence at 10.00 AM on Sunday, 2nd November 2025 and will end at 5.00 P.M. on Monday, 1st December 2025 when remote e-voting will be blocked by NSDL.

(ii) Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Friday, 24th October 2025 ("cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.

(iii) The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Monday, 1st December 2025.

(iv) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post.

(v) The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and

	a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN

	No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

    a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

    b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

    c) How to retrieve your 'initial password'?

        (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
        (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

    a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
    b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csprakashshaw@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mbecal@mbecl.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mbecal@mbecl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, Shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement to the Postal Ballot Notice dated 16th October 2025, pursuant to Section 102(1) of the Companies Act 2013, Secretarial Standard-2 on General Meetings and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 1

Appointment of Ms. Poonam Singhania (DIN: 11307969) as a Non-executive Non-independent Director.

Based on the recommendation of the Nomination & Remuneration Committee of the Board, the Directors vide Circular Resolution dated 22nd September 2025 appointed Ms. Poonam Singhania (DIN: 11307969) as an Additional Director of the Company in the category 'non-executive non-independent' with effect from 1st October 2025, pursuant to the provisions of Section 161(1) of the Companies Act ("Act") and Article 103 of the Articles of Association of the Company.

Ms. Poonam Singhania has been a British citizen for over 45 years and, for the past 22 years, has successfully run tutorial centres supporting children's education. Her passion for community involvement and charitable work is deeply rooted in her family legacy. She is committed not only to empowering women but has worked extensively in the education sector, where her impact extends beyond the classroom. She spent nearly 8 years with *"Sangam"*, a women's charity based in North London. During her time as a Committee Member and later as a Board Member and Treasurer, she organised educational workshops for young women and children, helping them develop valuable skills and confidence. Her leadership also saw the successful planning of community events and the responsible management of the charity's finances, ensuring its sustainability and growth. Elected as a Board Director in *The Rajasthani Foundation (TRF)*, an UK-based charity, she played a key role in launching a cultural exchange programme for youth, which fostered stronger ties between generations and deepened their affinity for their homeland. Her vision for TRF was to raise awareness and support for less privileged people in India, particularly women and children, and to unite people across the UK and abroad. Her visionary leadership extends to senior living. She led extensive research almost a decade ago and brought together like-minded people to shape the *"Anantam Senior Living Project"*. Similar communities are now flourishing in India, validating her foresight. Poonam's journey is marked by her inspirational approach, family legacy, and unwavering commitment to education, community, and visionary change and encourages others to lead with compassion, purpose, and resilience. Apart from her philanthropic interests, involvement and vast contribution to social work, it is learnt that Ms. Poonam Singhania brings along her relevant experience in real estate development, civil construction and project execution, which the Company is well-positioned to leverage upon her joining the Board and it is hoped that she will add significant value in conceptualising, planning and successful execution of projects.

In the opinion of the Board, Ms. Singhania fulfils the conditions specified in the Act for appointment as a Director and her appointment as such would be in the interest of the Company taking into consideration her knowledge, background and expertise in public administration, management, strategy etc. Ms. Singhania also fulfils the identified core skills /expertise/ competencies and criteria laid down by the Board in the Company's Policy for appointment as a Director of the Company and as required in the context of the

Company's business and its involvement in Corporate Social Responsibility (CSR) projects in near future.

Ms. Singhania had conveyed her consent to act as a Director of the Company if appointed as such. The Company has also received other necessary disclosures and declarations from her. As per Section 152 of the Act and Rules thereunder, a Director can be appointed with the approval of the Shareholders and as per Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the Shareholders at the next General Meeting or within a period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, approval of the Shareholders is being sought for the appointment of Ms. Poonam Singhania (DIN: 11307969) as a Non-Executive Director Non-Independent Director.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5. of Secretarial Standard-2, other requisite information is annexed hereto, and forms part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Shareholders by way of a Special Resolution.

Except Ms. Singhania and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

Item No.2

Appointment of Mr. Debidas Datta (DIN: 0229856) as an Independent Director

Based on the recommendation of the Nomination & Remuneration Committee of the Board, the Directors vide Circular Resolution dated 14th October 2025 approved the appointment of Mr. Debidas Datta (DIN: 0229856) as an Independent Director of the Company with effect from 1st October 2025, subject to Shareholders' prior approval by way of Special Resolution. Mr. Datta has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations.

Mr. Debidas Datta is an Indian citizen, aged about 76 years. He is a scholar Civil Engineer alumni of the Bengal Engineering College, Calcutta University having specialized training in Corporate Governance and Management Control Systems for enhancing performance of projects in India and abroad. He is a widely travelled Executive, having visited about 40 countries for different assignments, business development, contract negotiations and project implementation. Mr. Datta is a Fellow and Life Member, Chairman, President & Vice President of several professional and commercial institutions and represents on the Governing Board in several National and International forums eg. Indian Council of Arbitration, Institute of Engineers, SCOPE, FICCI, CEAI, IIRS, Indian Society of Rock Mechanics & Tunneling Technology, BCCI etc. He has also been conferred *"Bharatiya Shiromani Puraskar"* by the Institute of Economic Studies for his outstanding contribution to Public Sector Enterprises.

Mr. Datta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company, if appointed as such.

He has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority. Mr. Datta is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed to be compliant with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Datta fulfils the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration his knowledge, background and expertise in Engineering, Corporate Governance, Management Control Systems, Business Development, Contract Negotiations, Project Implementation, etc. Mr. Datta also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Mr. Das meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and has submitted a declaration to that effect. In the opinion of the board, Mr. Datta is independent of the management.

Mr. Datta has conveyed his consent to act as a Director of the Company if appointed as such. The Company has also received other necessary disclosures and declarations from him. As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the Shareholders' approval and as per Regulation 17(1A) of the SEBI Listing Regulations, prior approval of Shareholders needs to be obtained for the appointment/reappointment of any person having attained 75 years of age. Further, as per Regulation 25(2A), shareholders' approval by way of a special resolution is required for the appointment of an Independent Director. Accordingly, Shareholders' prior approval is being sought for the appointment of Mr. Debidas Datta (DIN: 0229856) as an Independent Director of the Company by way of a Special Resolution.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by the Shareholders on the website of the Company at www.mcnallybharat.com.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5. of Secretarial Standard-2, other requisite information is annexed hereto, and forms part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Shareholders by way of a Special Resolution.

Except Mr. Datta and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

Item No.3

Appointment of Mr. Mehar Chand Thakur (DIN: 08648033) as a Director and as an Independent Director.

Based on the recommendation of the Nomination & Remuneration Committee of the Board, the Directors vide Circular Resolution dated 15th October 2025 approved the appointment of Mr. Mehar Chand Thakur (DIN 08648033) as Additional Director on the Company's Board with effect from 22nd October 2025 pursuant to the provisions of Section 161 of the Companies Act 2013 and Article 103 of the Articles of Association of the Company. By the same Resolution, the Board also appointed Mr. Thakur as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years from 22nd October 2025 to 21st October 2030, subject to Shareholders' approval. Mr. Thakur has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations.

Mr. Mehar Chand Thakur is an Indian citizen, aged about 73 years, who had served the Indian Revenue Service from 1975 until superannuation in the year 2012. During his professional career spanning nearly 4 decades, Mr. Thakur had been engaged in various prestigious positions in the Department of Revenue and other ministries including as Deputy Secretary in the Department for the Promotion of Industry and Internal Trade. In the Department of Revenue, he oversaw Budget, Customs and Central Excise and Service Tax (now GST). As member of the Board, he attended international seminars on Industrial policies and Exim policies. Mr. Thakur's rich experience includes his stint as Commissioner of Airport, Chief Commissioner of Customs and Chief Commissioner of Excise & Service Tax (now GST). It was during his tenure as member of Central Board of Indirect Taxes & Customs (CBIC) that the GST Policy formulation was processed. Mr. Thakur is equally experienced in policy formulation and implementation.

Mr. Thakur has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company, if appointed as such. He has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority. Mr. Thakur is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is compliant with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Thakur fulfils the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration his knowledge, background and expertise in the revenue, customs, excise sectors, policy formulation and implementation, public administration, management, strategy, etc. Mr. Thakur also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. He meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the board, Mr. Thakur is independent of the management.

Mr. Thakur has conveyed his consent to act as a Director of the Company, if appointed as such. The Company has also received other necessary disclosures and declarations from him. As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the Shareholders' approval and as per Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the Shareholders' approval at the next general meeting or within a period of 3 months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) of Listing Regulations, the Shareholders' approval by way of a special resolution is required for the appointment of an Independent Director. Accordingly, Shareholders' approval is being sought for the appointment of Mr. Mehar Chand Thakur (DIN 08648033) as a Director and also as an Independent Director of the Company by way of a Special Resolution.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by the Shareholders on the website of the Company at www.mcnallybharat.com.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5. of Secretarial Standard-2, other requisite information is annexed hereto, and forms part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Shareholders by way of a Special Resolution.

Except Mr. Thakur and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

For **McNally Bharat Engineering Company Limited**

Indrani Ray
Company Secretary

Kolkata
16th October 2025

Annexure

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2, the details of Directors proposed to be appointed through Postal Ballot process are given below:

Sr.	**Particulars**	
1	Name	POONAM SINGHANIA
2	Category/ Designation	Non-executive Non-Independent Director
3	Director Identification Number (DIN)	11307969
4	Age in years	61 years
5	Date of Birth	21^{st} October 1964
6	Original Date of Appointment	1^{st} October 2025
7	Qualifications	Graduate in Arts
8	Name of listed entities from which the person has resigned in the past 3 years*	Nil
9	Directorship in other companies*	Nil
10	Chairmanship/ Membership of Committees in other Companies*	Nil
11	Number of Equity Shares held in the Company*	Nil
12	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel pf the Company	None
14	Terms and conditions of appointment	Appointment as a Director, liable to retire by rotation, with effect from 1^{st} October 2025
15	Remuneration last drawn (FY 2024-25), if applicable	Not Applicable
16	Remuneration proposed to be paid	Sitting Fees in accordance with the provisions of the Companies Act, 2013
17	Number of Meetings of the Board attended during the Year 2025-26	Nil
18	Justification for choosing the appointee for appointment as Director/ Independent Director	Her extensive knowledge and passion for community involvement and charitable work, her inspirational approach and unwavering commitment to education, community, together with her educational background and family legacy, enable her to provide the Board with valuable insights and guidance across issues in business and governance matters of the Company.

19	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to Item no. 1 of the Explanatory Statement forming part of this Postal Ballot Notice.
20	Brief Resume	
21	Nature of expertise in specific functional areas	

*As per disclosures received from the Director and information available on public domain.

Sr.	Particulars	
1	Name	**DEBIDAS DATTA**
2	Category/ Designation	Independent Director
3	Director Identification Number (DIN)	00229856
4	Age in years	76 years
5	Date of Birth	1st September 1949
6	Original Date of Appointment	1st December 2025
7	Qualifications	B.E., Civil Engineer.
8	Name of listed entities from which the person has resigned in the past 3 years*	Nil
9	Directorship in other companies*	- Independent Director, West Bengal Power Development Corporation Limited - Independent Director, West Bengal Essential Commodities Supply Corporation Limited - Professional Director, West Bengal Green Energy Development Corporation Limited.
10	Chairmanship/ Membership of Committees in other Companies*	- Chairman, CSR Committee, West Bengal Essential Commodities Supply Corporation Limited
11	Number of Equity Shares held in the Company*	Nil
12	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel pf the Company	None
14	Terms and conditions of appointment	Appointment as Independent Director, not liable to retire by rotation, for a term of 5 consecutive years with effect from 1st December 2025
15	Remuneration last drawn (FY 2024-25), if applicable	Not Applicable
16	Remuneration proposed to be paid	Sitting Fees in accordance with the provisions of the Companies Act, 2013

17	Number of Meetings of the Board attended during the Year 2025-26	Not Applicable
18	Justification for choosing the appointee for appointment as Director/ Independent Director	His in-depth practical experience and extensive knowledge of the energy sector as well as in the areas of planning and execution of large-scale projects, administration, planning, strategy, compliance, governance, management control systems, business development, contract negotiations etc. as well as his educational background, would enable him to provide the Board with valuable insights and guidance across business and governance matters of the Company.
19	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to Item no. 2 of the Explanatory Statement forming part of this Postal Ballot Notice.
20	Brief Resume	
21	Nature of expertise in specific functional areas	

*As per disclosures received from the Director and information available on public domain.

Sr.	Particulars	
1	Name	**MEHAR CHAND THAKUR**
2	Category/ Designation	Independent Director
3	Director Identification Number (DIN)	08648033
4	Age in years	73 years
5	Date of Birth	7th April 1942
6	Original Date of Appointment	22nd October 2025
7	Qualifications	Graduate
8	Name of listed entities from which the person has resigned in the past 3 years*	Nil
9	Directorship in other companies*	Nil
10	Chairmanship/ Membership of Committees in other Companies*	Nil
11	Number of Equity Shares held in the Company*	Nil
12	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel pf the Company	None
14	Terms and conditions of appointment	Appointment as Independent Director, not liable to retire by rotation, for a term of 5 consecutive years with

		effect from 22nd October, 2025
15	Remuneration last drawn (FY 2024-25), if applicable	Not Applicable
16	Remuneration proposed to be paid	Sitting Fees in accordance with the provisions of the Companies Act, 2013
17	Number of Meetings of the Board attended during the Year 2025-26	Not Applicable
18	Justification for choosing the appointee for appointment as Director/ Independent Director	His knowledge, background and expertise in the revenue, customs, excise sectors, policy formulation and implementation,public administration, management, strategy and his educational qualification coupled with his in-depth practical experience in Taxes & Revenue, would be beneficial to the interests of the Company.
19	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to Item no. 3 of the Explanatory Statement forming part of this Postal Ballot Notice.
20	Brief Resume	
21	Nature of expertise in specific functional areas	

*As per disclosures received from the Director and information available on public domain.

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