



Prakash Shaw & Co.

Practicing Company Secretaries

P-38, Princep Street,
1st Floor, Room No.12
Kolkata - 700 072
Mob: 9681158391
E-mail : csprakashshaw@gmail.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 63rd Annual General Meeting,
McNally Bharat Engineering Company Limited
CIN: L45202WB1961PLC025181
Ecospace Campus 2B, 11F/12, New Town, Rajarhat
North 24 Parganas Kolkata-700160, West Bengal.**

Dear Sir,

I, Prakash Kumar Shaw, Practicing Company Secretary (ACS - 32895 / CP - 16239) and proprietor of M/s. Prakash Shaw & Co., Company Secretaries, Kolkata was appointed as the Scrutinizer in connection with the 63rd Annual General Meeting ("AGM") of the members of "McNally Bharat Engineering Company Limited" ("Company") held on Friday, 25th September 2026, at 3:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020 read with MCA Circular Nos. 02/2021 dated 13th January 2021, 02/2022 dated 5th May 2022 Circular No.11/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and all other relevant circulars issued from time to time (collectively referred as "MCA Circulars") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM 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 compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated 12th August 2026. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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 National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



I submit my report below:

1. The remote e-voting period remained open from 10:00 A.M. IST on Tuesday, 22nd September 2026 up to 5:00 P.M. IST on Thursday, 24th September 2026.
2. Shareholders holding shares as on the "cut off" date, i.e. 18th September 2026 were entitled to vote on the proposed 5 (five) Resolutions as mentioned in the Notice of the AGM dated 12th August 2026.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC/OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Friday, 25th September 2026 around 4:15 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Sujeet Kumar Thakur, residing at 5/2, Nandy Bagan Bye Lane, Salkia, Howrah 7111106 and Mr. Vikash Shaw, residing at 165/1, Benaras Road, 3rd Floor, Howrah-711106, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN: 141796] are as under:

Resolution 1: Ordinary Business, Ordinary Resolution

To receive, consider and adopt: (a) The audited financial statement of the Company for the financial year ended 31st March 2026, and the Reports of the Directors and the Auditors thereon and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2026 and the Report of the Auditors thereon.

(i) Votes in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	43	522887	99.9923%
E-voting at AGM	3	30001012	
Total	46	30523899	



(ii) Votes against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	11	2356	0.0077%
E-voting at AGM	0	0	
Total	11	2356	

(iii) Invalid Votes: Nil

Resolution 2 : Ordinary Business, Ordinary Resolution

To reappoint Ms. Poonam Singhania (DIN: 11307969), who retires by rotation and being eligible, offers herself for reappointment.

(i) Votes in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	41	522844	99.9921%
E-voting at AGM	3	30001012	
Total	44	30523856	

(ii) Votes against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	13	2399	0.0079%
E-voting at AGM	0	0	
Total	13	2399	

(iii) Invalid Votes: Nil



Resolution 3 : Ordinary Business, Ordinary Resolution

To appoint M/s. Singhi & Co., Chartered Accountants, as the Statutory Auditors of the Company.

(i) Votes in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	41	522844	99.9921%
E-voting at AGM	3	30001012	
Total	44	30523856	

(ii) Votes against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	13	2397	0.0079%
E-voting at AGM	0	0	
Total	13	2397	

(iii) Invalid Votes: Nil

Resolution 4 : Special Business, Special Resolution

Approval for continuation of Directorship of Mr. Mehar Chand Thakur (DIN: 08648033) as a Non-Executive Independent Director of the Company upon his attaining the age of 75 years.

(i) Votes in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	41	522844	99.9921%
E-voting at AGM	2	30001000	
Total	43	30523844	



(ii) Votes against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	13	2399	0.0079%
E-voting at AGM	1	12	
Total	14	2411	

(ii) Invalid Votes: Nil

Resolution 5 : Special Business, Ordinary Resolution:

To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2027.

(i) Votes in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	42	522884	99.9923%
E-voting at AGM	3	30001012	
Total	45	30523896	

(ii) Votes against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast	% of total number of valid votes cast
Remote e-voting	12	2357	0.0077%
E-voting at AGM	0	0	
Total	12	2357	

(iii) Invalid Votes: Nil

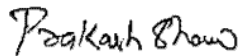
7. All the Resolutions proposed hereinabove have been passed with requisite majority.



8. The electronic data and e-voting registers 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,

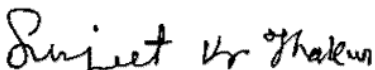
Yours truly,
For PRAKASH SHAW & Co.

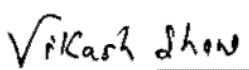

Prakash Kumar Shaw
Practicing Company Secretary
Membership No. 32895, COP - 16239
UDIN: A032895H001630425
P/R No. 3022/2023



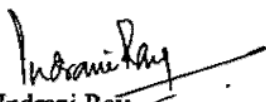
28th September 2026
Kolkata

Signed and Witnessed by:

1. 
Sujeet Kumar Thakur
5/2, Nandy Bagan Bye Lane,
Salkia, Howrah 711106

2. 
Vikash Shaw
165/1, Benaras Road
Howrah - 711106

Received the Scrutinizer Report and Counter Signed by:
For McNally Bharat Engineering Company Limited


Indrani Ray
Company Secretary

 23rd September 2026
Kolkata