



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

2nd December 2025

The National Stock Exchange of India Limited

Listing Department Exchange Plaza, 5th floor,
Plot # C/1, 'G' Block Bandra Kurla Complex,
Bandra (East) Mumbai – 400 051

BSE Limited

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

Dear Sir/Madam

Sub: Submission of compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 with respect to the Postal Ballot Process conducted by the Company

Scrip Code/Symbol: 532629 / MBECL

This has reference to our letter dated 31st October 2025, enclosing the Postal Ballot Notice dated 16th October 2025, along with Explanatory Statement seeking approval of the Shareholders of the Company for business as specified in the said Notice.

In this regard, please find enclosed the following:

1. Voting Result of the Postal Ballot as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, marked as **Annexure-1**.
2. Scrutiniser's Report pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, marked as **Annexure-2**.

The Resolutions as specified in the aforesaid Notice have been passed by the Shareholders of the Company with requisite majority. The Resolutions are deemed to have been passed on the last date of e-voting, i.e., on Monday, 1st December 2025.

The Results along with the Scrutiniser's Report are also being hosted on the Company website www.mcnallybharat.com.



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This is for your information and records.

Yours faithfully,

For **McNally Bharat Engineering Company Limited**

**INDRANI
RAY**

Digitally signed by INDRANI RAY
DN: c=IN, o=Personal,
2.5.4.20=a57c40b378111919cbd8477d5db8
f83a4fa05a765fc0d5a3c7bce87975f602e5,
postalCode=700070, st=West Bengal,
serialNumber=8a0bc7fbf829ec4755677d96
98f24d3ba1895042bbfc1aaa7f4dc407e8363
4c1, cn=INDRANI RAY
Date: 2025.12.02 15:44:27 +05'30'

Indrani Ray
Company Secretary

Encl: As above

MCNALLY BHARAT ENGINEERING CO LTD

POSTAL ballot Voting Summary

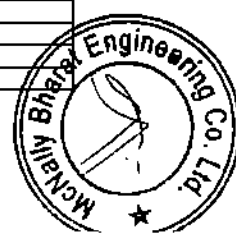
Format for Voting Result

Cut Off Date for Evoting	22-02-2025
Voting start date	02-11-2025
Voting end date	01-12-2025
Total Number of Shareholders on Record Date	19924
No. of Shareholders voted through e-voting through postal ballot process	
Promoter & Promoter Group	1
Public	75
Total	76

1 Appointment of Ms. Poonam Singhania (DIN: 11307969) as a Non-executive Non-Independent Director								
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	Remote Evoting	30000000	30000000	100.0000	30000000	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		30000000	100.0000	30000000	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	1579746	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	1753588	407533	23.2400	407515	18	99.9956	0.0044
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		407533	23.2400	407515	18	99.9956	0.0044
Total		33333334	30407533	91.2226	30407515	18	99.9999	0.0001

2 Appointment of Mr. Debidas Datta (DIN: 0229856) as an Independent Director								
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	Remote Evoting	30000000	30000000	100.0000	30000000	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		30000000	100.0000	30000000	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	1579746	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	1753588	407533	23.2400	407515	18	99.9956	0.0044
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		407533	23.2400	407515	18	99.9956	0.0044
Total		33333334	30407533	91.2226	30407515	18	99.9999	0.0001

3 Appointment of Mr. Mehar Chand Thakur (DIN 08648033) as an Independent								
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	Remote Evoting	30000000	30000000	100.0000	30000000	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		30000000	100.0000	30000000	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	1579746	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0		



Public-Non Institution holders	Remote Voting	1753588	407533	23.2400	407515	18	99.9956	0.0044
	Voting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		407533	23.2400	407515	18	99.9956	0.0044
Total		33333334	30407533	91.2226	30407515	18	99.9999	0.0001





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 Board of Directors

McNally Bharat Engineering Company Limited

4, Mangoe Lane, 7th Floor

Kolkata – 700 001

Dear Sir,

I, Prakash Kumar Shaw, Practising Company Secretary (ACS – 32895 / CP - 16239) and proprietor of M/s. Prakash Shaw & Co., Company Secretaries, Kolkata was appointed as the scrutinizer by the Board of Directors of the Company on 16th October 2025 in connection with Postal Ballot conducted by “McNally Bharat Engineering Company Limited” (“Company”) in terms of MCA Circular No. 02/2021 dated 13th January, 2021 read with earlier MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and, Circular No. 02/2021 dated 13th January 2021, 10/2021 dated 23rd June 2021 and 20/2021, 8th December 2021, Circular No. 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 19th September 2024, General Circular No. 03/2025 dated 22nd September 2025 (collectively referred to as “Applicable MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting 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 for ensuring compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting on the resolutions contained in the Postal Ballot Notice dated 16th October 2025. My responsibility as a scrutinizer for remote e-voting 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.





I submit my report as below:

1. The remote e-voting period remained open from 10:00 A.M. IST on Sunday, 2nd November 2025 up to 5:00 P.M. IST on Monday, 1st December 2025.
2. The shareholders holding shares as on the "cut off" date, i.e. the 24th October 2025 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Postal Ballot Notice dated the 16th October 2025.
3. The result of e-voting was downloaded after 5:00 P.M on Monday, the 1st December 2025 from NSDL website providing the platform for e-voting system (www.evoting.nsdl.com) and were unblocked in the presence of two witnesses, namely, Mr. Sujit Kumar Thakur, residing at 5/2, Nandi Bagan Bye Lane, Howrah 711106 and Mr. Vikash Shaw, residing at 165/1, Benaras Road, 3rd Floor, Howrah 711106, who are not in employment of the Company.
4. The combined result of the remote e-voting (EVEN: 137500) are as under:

A. SPECIAL BUSINESS:

a) Resolution 1 (Special Resolution):

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

(i) Votes cast in favor 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	71	30407515	
Total	71	30407515	99.9999%





(ii) Votes 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	5	18	
Total	5	18	0.0001%

(iii) Invalid Votes:

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

b) Resolution 2 (Special Resolution):

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

(i) Votes 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	71	30407515	
Total	71	30407515	99.9999%

(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	5	18	
Total	5	18	0.0001%





(iii) Invalid Votes:

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

c) Resolution 3 (Special Resolution):

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

(i) Votes 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	71	30407515	
Total	71	30407515	99.9999%

(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	5	18	
Total	5	18	0.0001%

(iii) Invalid Votes:

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





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

7. All Resolutions proposed hereinabove have been passed with the requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman considers, approves and signs the minutes of Postal Ballot through remote e-voting.

Thanking You,
Yours truly
For PRAKASH SHAW & Co.

Prakash Shaw

Prakash Kumar Shaw
Practising Company Secretary
Membership No 32895
COP- 16239
UDIN No.: A032895G002154619



Kolkata, 2nd December 2025.

Witnessed by:

1. *Sujit K. Thakur*
(Sujit Kumar Thakur)
5/2, Nandi Bagan Bye Lane,
Howrah 711106

2. *Vikash Shaw*
(Vikash Shaw)
165/1, Benaras Road, 3rd Floor
Howrah - 711106

Received the Report of the Scrutinizer
For McNally Bharat Engineering Company Limited

Indrani Ray
Indrani Ray
Company Secretary

Kolkata, 2nd December 2025.