

McNally Bharat Engineering Company Limited

Corporate Identity Number (CIN): L45202WB1961PLC025181
Registered Office: Four Mangoe Lane, Kolkata – 700001, West Bengal, India.
Tel: +9133-6628 1212, Fax No: +9133 6628 2277
E: mbecal@mbecl.co.in | W: <http://www.mcnallybharat.com/>

Form No. MGT-11 Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L45202WB1961PLC025181
Name of the Company : McNally Bharat Engineering Company Limited
Registered Office : 4 Mangoe Lane, Kolkata - 700001, West Bengal, India

Name of the Member (s) :
Registered Address :

E-mail ID :
Folio No/ Client ID & DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1 Name :
Address :
E-Mail ID :
Signature : or failing him

2 Name :
Address :
E-Mail ID :
Signature : or failing him

3 Name :
Address :
E-Mail ID :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, March 16, 2017, at 11:00 a.m at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700156, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- Increase in the authorized share capital of the Company by creation of additional equity shares and creation of new compulsorily convertible preference shares in the authorized share capital of the Company.
- Amendment of memorandum of association consequent upon increase in the authorized share capital of the Company.
- Amendment of articles of association consequent upon increase in the authorized share capital of the Company.
- Allotment of compulsorily convertible preference shares ("CCPS") to Williamson Magor & Co Limited, Williamson Financial Services Limited and Babcock Borsig Limited, Promoters of the Company on a preferential basis.
- Allotment of compulsorily convertible preference shares ("CCPS") to equity shareholders and debenture holders of Vedica Sanjeevani Projects Private Limited ("Vedica") on a preferential basis.
- Allotment of Equity Shares ("Equity Shares") to Sahal Business Pvt. Ltd., Resonance Opportunities Fund, Silver Stallion Limited and ITF, Mauritius, on a preferential basis.

Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Folio No./DP. Id./Client Id:

Name:

Address:

Joint Holder(s):

No. of shares held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR) Regulations, 2015, McNally Bharat Engineering Company Limited ("MBE" or "the Company") is offering e-voting facility to its Members in respect of the businesses to be transacted at the Extraordinary General Meeting scheduled to be held on Thursday, March 16, 2017, at 11:00 a.m.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/Folio No. of Members holding shares in physical mode)	PERMANENT ACCOUNT NUMBER (PAN) (Original PAN / as per point no. 1 - (vii) of e-voting Instruction)
170217008		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From Monday, March 13, 2017, at 10:00 a.m
End of e-voting	Up to Wednesday, March 15, 2017, at 5:00 p.m

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated February 17, 2017, for the Extraordinary General Meeting scheduled to be held on Thursday, March 16, 2017, at 11:00 a.m. A copy of the said Notice is sent herewith. Attention is invited to the statement on the accompanying Notice that the businesses of the Meeting may be transaction through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Extraordinary General Meeting and this Communication are also available on the website of the Company at <http://www.mcnallybharat.com/>

Kolkata
February 17, 2017

Yours faithfully,
For McNally Bharat Engineering Company Limited

Dibakar Chatterjee
Company Secretary

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday 13th March 2017 from 10:00 a.m. (IST) and ends on Wednesday, 15th March 2017 up to 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 9th March, 2017 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence Number is communicated in the Attendance Slip.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <McNally Bharat Engineering Company Limited> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.