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

3rd September 2026

The National Stock Exchange of India Limited
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: Notice of the 63rd Annual General Meeting to Shareholders
Ref: Disclosure under LODR Regulation 30

Scrip Code/Symbol: 532629 / MBECL

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") please find enclosed herewith the Company's Notice convening the Sixty-third Annual General Meeting ("63rd AGM") scheduled to be held at 3.30 P.M., IST on Friday, 25th September 2026 through Video Conferencing/ Other Audio-Visual Means (VC/OAVM).

The Notice has been circulated to the Shareholders on 3rd September 2026 and duly uploaded on the Company website www.mcnallybharat.com.

Kindly take the above in your records.

Yours faithfully,
McNally Bharat Engineering Company Limited

INDRANI RAY
Digitally signed by INDRANI RAY
Date: 2026.09.03 19:51:12 +05'30'

Indrani Ray
Company Secretary

Enclosure: As above

McNally Bharat Engineering Company Limited
Registered Office: Ecospace Campus 2B 11F/12, New Town Rajarhat
North 24 Parganas Kolkata-700160
Telephone: +91 33 6831 1001/ +91 33 6831 1212
E-mail: mbecal@mbecl.co.in | Website: http://www.mcnallybharat.com
CIN: L45202WB1961PLC025181
Registrar & Share Transfer Agent: Maheshwari Datamatics Private Limited
23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001
Telephone: +91 33 2243 5029/ 5809 | Facsimile: +91 33 2248 4787
Website: www.mdpl.in | Email: compliance@mdplcorporate.com

NOTICE

Notice is hereby given that the Sixty-third (63rd) Annual General Meeting of the Members of McNally Bharat Engineering Company Limited will be held at 3:30 p.m. IST on Friday, 25th September 2026, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business:

1. **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.

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

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without further modification:

   “RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act” 2013, Ms. Poonam Singhania (DIN: 11307969), who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

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

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without further modification:

   “RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring auditors, M/s. V. Singhi & Associates, Chartered Accountants, to hold office for a term of 5 (five) consecutive years from the conclusion of this 63rd Annual General Meeting until the conclusion of the 68th Annual General Meeting of the Company, on such remuneration (plus applicable taxes and reimbursement of out-of-pocket expenses) as may be mutually agreed between the Board of Directors and the Auditors from time to time;

   RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Special Business:

4. **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.**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, with or without further modification:

   “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules,

Notice *(Contd.)*

2014, Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. Mehar Chand Thakur (DIN: 08648033), Non-Executive Independent Director of the Company, who was appointed as Non-Executive Independent Director of the Company for a term of five (5) consecutive years with effect from October 22, 2025 up to October 21, 2030, notwithstanding his attaining the age of seventy-five (75) years on April 7, 2027, and that he be and is hereby authorised to continue to hold office as Non-Executive Independent Director of the Company for the residual/unexpired period of his present term of appointment, i.e. up to October 21, 2030, on the same terms and conditions as approved by the Members at the time of his original appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution, including filing of requisite forms/returns with the Registrar of Companies, Stock Exchange(s) and any other regulatory authority, and to settle any question, difficulty or doubt that may arise in this regard."

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

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without further modification:

   "RESOLVED THAT in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor M/s. A. Bhattacharya & Associates, Cost Accountants, appointed as the Cost Auditor of the Company by the Board of Directors of the Company for conducting audit of cost accounting records maintained by the Company as applicable, for the financial year 2026-27, the details of which are given in the explanatory statement in respect of this item of business annexed to the Notice convening this Meeting, be and is hereby ratified;

   RESOLVED FURTHER THAT any one Director and the Company Secretary of the Company be and are hereby severally authorised to do all such deeds, things and actions as may be necessary and expedient in order to give effect to this Resolution."

For **McNally Bharat Engineering Company Limited**

Indrani Ray
Company Secretary

12th August 2026
Kolkata.

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the items of Special Business is annexed hereto.

2. Pursuant to the latest General Circular No. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular No. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3rd October 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold Extraordinary General Meeting (EGM)/Annual General Meeting (AGM) through Video Conferencing (VC) or other

Notice *(Contd.)*

audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the ensuing 63rd Annual General Meeting (63rd AGM/AGM) of the Company shall be conducted through VC/OAVM. Members can attend and participate at the AGM through VC/OAVM.

3. Pursuant to the Circular No. 14/2020 dated 8th April 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for the 63rd AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. The attendance of the Members attending the 63rd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. In line with the MCA Circular No. 17/2020 dated 13th April 2020, the Notice calling the 63rd AGM has been uploaded on the website of the Company at www.mcnallybharat.com. The Notice can also be accessed from the websites of the Stock Exchanges *i.e.* BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) *i.e.* www.evoting.nsdl.com .

6. The 63rd AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

7. Members seeking any information / clarification with regard to the accounts or any matter to be dealt at the 63rd AGM, are requested to write at mbecal@mbecl.co.in on or before 18th September 2026.

8. All the documents referred to in the Notice and the Statutory Registers maintained under Section 170 and Section 189 of the Companies Act, 2013, will be available for electronic inspection during the 63rd AGM.

9. The relevant details in respect of Directors seeking appointment/re-appointment at the 63rd AGM in terms of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the ICSI, is annexed.

10. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 63rd AGM along with the Annual Report 2025-26 is being sent only through electronic mode at the email addresses of members as registered with the RTA / Depositories as on 28th August 2026. Physical copy of Notice and/or Annual Report will not be sent to any member. Members may note that the Notice and Annual Report 2025-26 would also be available at the Company website www.mcnallybharat.com and websites of the Stock Exchanges, *viz*. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.comand www.nseindia.com respectively and also the e-voting agency, *viz*. National Securities Depository Limited (NSDL) website at https://www.evoting.nsdl.com.

11. As per Regulation 40 of Listing Regulations, the equity share(s) of the Company can be transferred only in dematerialized form. In view of this and to eliminate risks associated with physical shares, Members holding shares in physical form are advised to convert their holdings into dematerialized form.

12. (A) Members holding shares in physical mode are:

    i) required to submit their Bank Account details, E-mail ID and PAN to the Company/ RTA, as mandated by the Securities and Exchange Board of India (SEBI) including the change, if any;

    ii) requested to opt for the Electronic Clearing System (ECS) mode for instant and secured receipt of dividend in future;

    iii) advised to make nomination in respect of their shareholding in Form SH-13;

    iv) requested to send their share certificates to RTA for consolidation, in case shares are held under two or more folios; and

    v) informed that the shares in physical mode will not be accepted for transfer.

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(B) Members holding shares in electronic mode are:

i) requested to submit their address, Bank Account Details, E-mail id and PAN to respective DPs with whom they are maintaining their demat accounts including the change, if any, as mandated by SEBI; and

ii) advised to contact their respective DPs for availing the nomination facility.

13. Members may note that registration/ update of their E-mail addresses with RTA, if shares are held in physical mode, or with their DPs, if shares are held in electronic mode would ensure delivery of all future communications from the Company including Annual Reports, Notices, Circulars, etc., without delay or, as the case may be, loss in postal transit.

14. Members are requested to note that, dividends not claimed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF") of the Government of India. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.

    In view of this, Members are requested to claim their dividend(s) from the Company, within the stipulated timeline. The Members, whose unclaimed dividend(s)/share(s) have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in prescribed Form No. IEPF-5 available on www.iepf.gov.in.

15. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2012-13 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Thereafter no dividends have been declared by the Company.

16. Members are requested to address all correspondence relating to the shareholding and dividend to the Registrar & Share Transfer Agent (RTA) of the Company i.e. Maheshwari Datamatics Private Limited, Account MBECL, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001, Telephone: 033 2243-5029/5809, Fax: 033 2248-4787, Website: www.mdpl.in, E-mail: mdpldc@yahoo.com .

    However, keeping in view the convenience of the Members, documents relating to shares including complaints/ grievances shall also be received at the Registered Office of the Company at Ecospace Campus 2B 11F/12, New Town Rajarhat, North 24 Parganas Kolkata-700160, E-mail: mbecal@mbecl.co.in.

E-Voting:

1. In compliance with the provisions of Section 108 of the Act, the Rules made there under and Regulation 44 of the SEBI Listing Regulations, Members are provided with the facility to cast their vote electronically, through remote e-voting services provided through NSDL on all Resolutions set-forth in this Notice.

2. The remote e-voting period will commence on 22nd September 2026 at 10:00 hours IST and end on 24th September 2026 at 17:00 hours IST. The remote e-voting module shall be disabled by NSDL for voting thereafter.

3. During this period, Members holding shares either in physical form or in dematerialized form, as on 18th September 2026 *i.e.* cut-off date, may cast their votes electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

4. Those Members, who will be attending the 63rd AGM through VC/OAVM facility, if not cast their votes on the Resolutions through remote e-voting, and are otherwise not barred from voting so, shall be eligible to vote through e-voting system during the AGM.

5. Members who have cast their votes by remote e-voting prior to the 63rd AGM may attend the AGM through VC/OAVM but shall not be entitled to cast their votes again.

6. The Company has appointed Mr. Prakash Kumar Shaw (Membership No. ACS 32895, COP No. 16239), Practicing Company Secretary, Kolkata, to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

Notice *(Contd.)*

7. Members can join the 63rd AGM in VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (the "ICSI"), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 63rd AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the 63rd AGM will be provided by NSDL.

9. Members are requested to carefully read all the instructions regarding attending the 63rd AGM through VC/OAVM, casting votes through remote e-voting and other guidelines / instructions as given below.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE 63RD ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 22nd September 2026 at 10:00 A.M. and ends on 24th September 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. 18th September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September 2026.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

Notice *(Contd.)*

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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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 held 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 or joining virtual meeting & voting during the meeting.
	5. 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

Notice *(Contd.)*

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest facility, can login through their 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 use your existing easi username & password. 2. After successful login of Easi/Easiest the 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 the 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting.

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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**
	How to Log-in to NSDL e-Voting website?
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.

Notice *(Contd.)*

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 use 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 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.

Notice *(Contd.)*

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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, DVP, NSDL 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 shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/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 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 required to update their mobile number and Email id in

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their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 63RD AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any kind of the aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at mbecal@mbecl.co.in latest by 5:00 p.m. (IST) on Friday, 18th September 2026. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the 63rd AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number, at mbecal@mbecl.co.in latest by 5.00 P.M on Friday, 18th September, 2026. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders attending the 63rd AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 in respect of the items of Special Business set out in the Notice Convening the Meeting:

Item No. 4

Mr. Mehar Chand Thakur (DIN: 08648033) was appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years with effect from October 22, 2025 up to October 21, 2030, pursuant to the approval accorded by the members through postal ballot held on December 01, 2025.

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Mr. Mehar Chand Thakur, born on April 7, 1952, will attain the age of seventy-five (75) years on April 7, 2027, which falls during the continuation of his present term of directorship. In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall continue the directorship of any non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Considering his vast 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, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company. Further, in the opinion of the Board Mr. Thakur fulfils all the conditions as specified in the Act and Rules made thereunder and SEBI Listing Regulations, in order to continue the office as an Independent Director of the Company and is independent of the Management. would be beneficial to the interests of the Company.

Accordingly, in order to enable Mr. Mehar Chand Thakur to continue as a Non-Executive Independent Director of the Company for the remainder of his current term of appointment, i.e. up to October 21, 2030, notwithstanding his attaining the age of 75 years, the approval of the Members by way of a Special Resolution is being sought.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Resolution set out in item No. 4 of the Notice of the AGM for approval by the members of the Company.

Item No. 5

The Board of Directors approved the re-appointment of M/s A. Bhattacharya & Associates, Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, to conduct audit of Cost Records maintained by the Company in respect of products as applicable for the financial year 2026-27 at a remuneration of Rs. 2,00,000/- plus taxes as applicable and reimbursement of out-of-pocket expenses at actuals.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors needs ratification by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2027.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Resolution set out in item No. 5 of the Notice of the AGM for approval by the members of the Company.

For **McNally Bharat Engineering Company Limited**

Indrani Ray
Company Secretary

12th August 2026
Kolkata.

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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 / reappointed are given below:

1. MS. POONAM SINGHANIA

Sr.	Particulars	
1	Name	POONAM SINGHANIA
2	Category/ Designation	Non-executive Non-Independent Director
3	Director Identification Number (DIN)	11307969
4	Age in years	62 years
5	Date of Birth	21st October 1964
6	Original Date of Appointment	1st 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 Non-Executive Non-Independent Director, liable to retire by rotation.
15	Remuneration last drawn (FY 2025-26), 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	3 (three)
18	Justification for choosing the appointee for appointment as 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	
20	Brief Resume	
21	Nature of expertise in specific functional areas	

2. MR. MEHAR CHAND THAKUR

Sr.	Particulars	
1	Name	MEHAR CHAND THAKUR
2	Category/ Designation	Independent Director
3	Director Identification Number (DIN)	08648033
4	Age in years	74 years
5	Date of Birth	7th April 1942
6	Original Date of Appointment	22nd October 2025

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Sr.	Particulars	
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	2 (two)
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. 4 of the Explanatory Statement forming part of this AGM Notice.
20	Brief Resume	
21	Nature of expertise in specific functional areas	