

McNally Bharat Engineering Company Limited

CIN : L45202WB1961PLC025181
Corporate Office : Ecospace Campus 2B 11F/12
New Town Rajarhat North 24 Parganas Kolkata 700 160
T +91 33 30141111
E mbe.corp@mbecl.co.in W www.mcnallybharat.com
Registered Office : 4 Mangoe Lane Kolkata-700 001

July 07, 2020

Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block, Bandra - Kurla
Complex, Bandra (E), Mumbai - 400 051

Ref: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Dear Sir/Madam,

In terms of clause 3(b)(iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by Mr Asit Kumar Labh, on behalf of M/s A K Labh & Company, Practicing Company Secretaries and the Secretarial Auditor of the Company.

We request you to take the above on record.

Thanking You,

Yours Faithfully,

For McNally Bharat Engineering Company Limited

Rahul Banerjee
Company Secretary



Secretarial Compliance Report of McNally Bharat Engineering Company Limited
for the year ended 31st March, 2020

I, Asit Kumar Labh, *Practicing Company Secretary*, have examined:

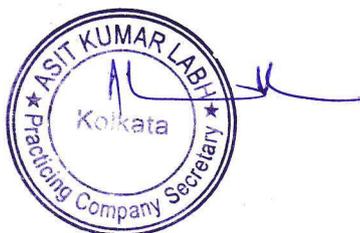
- (a) all the documents and records made available to me and explanation provided by **McNally Bharat Engineering Company Limited** (CIN : L45202WB1961PLC025181) having its Registered Office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, 7th Floor, Kolkata – 700001, West Bengal (“the listed entity”);
- (b) the filings/submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, as amended, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

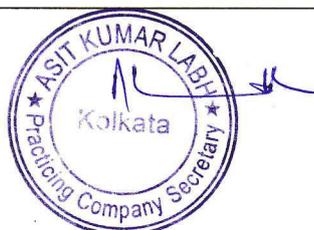




and circulars/ guidelines issued thereunder; and based on above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sl. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	<i>Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</i> - The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	88.77 % of the shareholding of promoter(s) and promoter group is in dematerialized form as on 31.03.2020.	The Company does not have its entire Promoters' Shareholding in dematerialized form as on 31.03.2020.
2.	<i>Regulation 47(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</i> - The Financial Results are required to be published in the newspapers within 48 hours of the conclusion of the meeting of the Board of Directors at which the financial results are approved.	There was delay of 1 day in newspaper publication of Financial results of the Company for the quarter ended 30.06.2019 approved at the Board Meeting held on 14.08.2019.	Financial results of the Company for the quarter ended 30.06.2019 approved at the Board Meeting held on 14.08.2019 were published in the newspapers on 17.08.2019 instead of on or before 16.08.2019, thereby resulting in a delay of 1 day. The Company has clarified that since 15 th August, 2019 was a national holiday, no newspapers were published on 16 th August, 2019 which resulted in the delay.

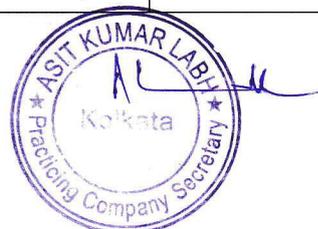




3.	<i>Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</i> - The listed entity shall file with the recognised stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.	Delay in Submission of Quarterly Report on Investor Complaints for the quarter ended 30 th September, 2019 by 1 day.	The Company had submitted the Report on Investor Complaints for the quarter ended 30 th September, 2019 on 23 rd October, 2019 resulting in a delay of 1 day as per the Regulations.
----	---	---	--

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sl. No.	Action taken by	Details of Violation	Details of Action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practising Company Secretary, if any.
1.	National Stock Exchange of India Limited (NSE)	Non-compliance under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Delay in submission of Quarterly Report on Investor Complaints for the quarter ended 30 th September, 2019 by 1 day.	Fine of Rs. 1,180 was imposed on the Company vide letter dated 07.11.2019	The Company paid Rs. 1,180 as fine to NSE on 19.11.2019.



ASIT KUMAR LABH

B.Com.(H), ACS



c/o A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381

(M) : 97487-36545

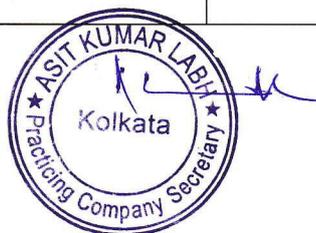
e-mail : asit@aklabh.com / asit.labh1@gmail.com

Website : www.aklabh.com

2.	BSE Limited (BSE)	Non-compliance under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Delay in submission of Quarterly Report on Investor Complaints for the quarter ended 30 th September, 2019 by 1 day.	Fine of Rs. 1,180 was imposed on the Company vide letter dated 07.11.2019	The Company paid Rs. 1,180 as fine to BSE on 27.11.2019.
----	-------------------	---	---	--

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observation of practising Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, in any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	The Company does not have its entire Promoters' Shareholding in dematerialized form since the Shares held by some of the Promoters are in the process of listing with NSE and BSE pursuant to a Preferential Allotment and in connection therewith the Corporate Action for dematerialization with NSDL is under process.	31 st March, 2019	In the Secretarial Compliance Report for the year ended 31 st March, 2019, it was reported that 41.45% of the shareholding of promoter and promoter group was in dematerialised form. Subsequently the said balance 58.55% shares were dematerialised during the year (2019-20).	The shares referred to in the previous year's report have been dematerialised during the financial year 2019-20.



ASIT KUMAR LABH

B.Com.(H), ACS



c/o A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

(033) 2221-9381, 4063-0236, Fax : (033) 2221-9381

(M) : 97487-36545

e-mail : asit@aklabh.com / asit.labh1@gmail.com

Website : www.aklabh.com

2	The Company had approved the Financial Results for the Quarter ended 31 st December, 2018 on 18.02.2019 and submitted the results on the same day, resulting in a delay of 4 days as per the Regulations.	31 st March, 2019	The Company paid fine of Rs. 23,600/- each to BSE and NSE on 08.03.2019.	The fine as imposed by BSE and NSE was paid by the Company. The matter stands resolved.
3	Pursuant to the allotment of shares by the Company, there was a gap of more than 20 days in approaching to the Stock Exchanges for listing of shares.	31 st March, 2019	The Company paid fine of Rs. 37,93,679/- each to BSE and NSE on 24.07.2018.	The fine as imposed by BSE and NSE was paid by the Company. The matter stands resolved.

- (e) The listed entity has modified the terms of appointment of Statutory Auditor in accordance with the provisions of 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated 18.10.2019.

Place : Kolkata

Date : 03.07.2020



Asit Kumar Labh

(CS ASIT KUMAR LABH)
Practicing Company Secretary
ACS – 32891 / CP No.- 14664

UDIN: A032891B000413304

