

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

June 30, 2021

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 - 400051

Dear Sir/Madam,

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

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021

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, 2021, 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.

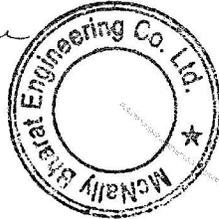
Thanking You,

Yours Faithfully,

For McNally Bharat Engineering Company Limited

Rahul Banerjee

Rahul Banerjee
Company Secretary





Secretarial Compliance Report of McNally Bharat Engineering Company Limited
for the year ended 31st March, 2021

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, 2021 (“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:



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- (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.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -	87.56 % of the shareholding of promoter(s) and promoter group is in dematerialized form as on 31.03.2021.	The Company does not have its entire Promoters' Shareholding in dematerialized form as on 31.03.2021.
2.	Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -	Delay in submission of Financial Result for the quarter and financial year ended 31.03.2020 approved at the Board Meeting held on 15.07.2020.	Financial Result for the quarter and year ended 31.03.2020 approved at the Board Meeting held on 15.07.2020 was submitted to the Stock Exchange (BSE Limited) after thirty minutes of the conclusion of the Board Meeting.
3.	SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2019/ 140 dated November 21, 2019 - Clause 3(C2): 3(C2): Disclosure shall be made by listed entities, if on the last date of any quarter: a. Any loan including revolving facilities like cash credit from banks / financial institutions where the default continues beyond 30 days; or b. There is any outstanding debt security under default	Non-submission of disclosure for few quarters with respect to defaults in payment of interest/ repayment of principal amount on loans from banks/ financial institutions.	The Company had submitted quarterly disclosure of default from the quarter ended 30 th September, 2020 onwards.

- (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.



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- (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.
-	-	None	-	-

- (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	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 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.	31 st March, 2020	The management had taken care of said delay and complied with the same from subsequent quarters onwards.	The Company has duly paid the fine as imposed in this regard by BSE and NSE.
2.	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.	31 st March, 2020	Equity shares allotted to promoters are pending dematerialization since listing applications have been filed with the Stock Exchanges and the shares are in the process of listing.	The Company is in process of dematerialising its total promoter shareholding.



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3.	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.	31 st March, 2020	As per Regulation 47(3) of SEBI (LODR) Regulations, 2015, financial results are required to be published within 48 hours of conclusion of the Board Meeting at which the financial results were approved. Therefore, the financial results that were approved on 14.08.2019 were required to be published by 16.08.2019. Since 15 August was a National Holiday and no print media published its edition on 16 August, the financial results were published on 17.08.2019.	As informed and explained by the management of the Company, the compliance relating to newspaper publication was made to the extent possible.
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Place : Kolkata
Date : 29.06.2021

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(CS ASIT KUMAR LABH)
Practicing Company Secretary
ACS – 32891 / CP No.- 14664
UDIN: A032891C000542499

