

## McNally Bharat Engineering Company Limited

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



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

May 30, 2022

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

Dear Madam/Sir,

**Sub: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2022 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements} Regulations. 2015.**

**Scrip Code/Symbol: 532629 / MBECL**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, attached herewith the Annual Secretarial Compliance Report dated May 30, 2022 issued by Mr Asit Kumar Labh (Membership No. ACS 32891/ CP No.- 14664) of A K Labh & Co., Practicing Company Secretaries for the financial year ended March 31, 2022.

This is for your information and records

Thanking You,

Yours Faithfully,  
For McNally Bharat Engineering Company Limited

Indrani Ray  
Company Secretary

Encl : As above



**Secretarial Compliance Report of McNally Bharat Engineering Company Limited**  
**for the year ended 31<sup>st</sup> March, 2022**

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,

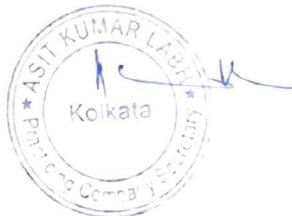
for the year ended 31<sup>st</sup> March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (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;

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 (LODR) 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.	87.03 % of the shareholding of promoter(s) and promoter group is in dematerialized form as on 31.03.2022.	The Company did not have its entire Promoters' Shareholding in dematerialized form as on 31.03.2022.
2.	<i>SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2019/ 140 dated November 21, 2019 – Clause 3(C2):</i>  3(C2): Disclosure shall be made by listed entities, 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 with respect to defaults in payment of interest/ repayment of principal amount on loans from banks/ financial institutions.	The Company had not submitted quarterly disclosure of default as required in the referred SEBI Circular for the Quarter ended 30 <sup>th</sup> June, 2021.
3.	<i>Regulation 47(3) of SEBI (LODR) Regulations, 2015 –</i>  The listed entity shall publish the information specified in sub-regulation (1) in the newspaper simultaneously with the submission of the same to the stock exchange(s).	Non-submission of Newspaper Publication (Financial Results) with the Stock Exchanges.	The Company has not submitted Newspaper Publications of Quarterly Financial Results with the Stock Exchanges.

- (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.



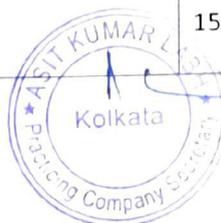


- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ 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.
-	-	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 does not have its entire Promoters' Shareholding in dematerialized form as on 31.03.2021.	31 <sup>st</sup> March, 2021	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 reply of the Company is self explanatory
2	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.	31 <sup>st</sup> March, 2021	Due to technical problems, the financial result for the quarter and financial year ended 31.03.2020 was submitted after 30 minutes of the conclusion of Board Meeting held on 15.07.2020.	The reply of the Company is self explanatory





3	The Company had submitted quarterly disclosure of default against any loan including revolving facilities like cash credit from banks / financial institutions in accordance with SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2019/ 140 dated November 21, 2019 from the quarter ended 30 <sup>th</sup> September, 2020 onwards.	31 <sup>st</sup> March, 2021	On account of lockdown due to pandemic caused by Covid-19 and non-accessibility of office, the disclosure pursuant to SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2019/ 140 dated November 21, 2019 for the quarter ended June 30, 2020 could not be given for want of various data / financial information. However, when the office re-opened and the situation was somewhat normalized, the Company has submitted the disclosure as required under the said circular for the quarter ended September 30, 2020 onwards.	The reply of the Company is self explanatory
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Place : Kolkata  
Date : 30.05.2022



*Asit Kumar Labh*

( CS ASIT KUMAR LABH )  
Practising Company Secretary  
ACS – 32891 / CP No.- 14664  
UDIN: A032891D000424766

