



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 3344591111
E mbe.corp@mbecol.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

January 03, 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: Reclassification of Promoter Group Companies into Public Category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code/Symbol: 532629 / MBECL

We are in the process of submitting of a fresh application for reclassification of the following two Promoter Group Companies into Public Category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

- i) EMC Limited
- ii) MKN Investment Private Limited (Holding Company of EMC Limited)

In this Regard, we have received the request letter and undertaking from above mentioned Companies, which are enclosed herewith.

Kindly take this for your record.

Thanking You,

Yours Faithfully,

For McNally Bharat Engineering Company Limited

Indrani Ray
Company Secretary

Encl : As above

CC to : a) EMC Limited
51. Canal East Road, Kolkata 700 085

b) MKN Investment Private Ltd.
Constantia Office Complex", 11 Dr U. N. Brahmachari Street,
("B" Wing), 8th Floor, Kolkata – 700017



EMC LIMITED

Date: 03/01/2022

The Board of Directors
McNally Bharat Engineering Company Limited
4, Mangoe Lane, Kolkata- 700001

Dear Sir(s),

Sub: Request for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

We had, vide letter dated 31st March 2018 requested you for reclassification of EMC Limited from "Promoter and Promoter Group" to "Public" category in your Company. Our shareholding in your Company was to the extent of 24.89% at that time.

We understand that your application for reclassification filed under Regulation 31A of the Listing Regulations was rejected by stock exchanges.

Our shareholding in your Company as on 30th September 2021 had come down to 4.79%. We are now merely a passive investor in your Company and we are not participating directly or indirectly whatsoever, in any activities of your Company nor do we have any direct or indirect control over the affairs or the decision making process of your Company.

In this regard, we hereby undertake that we do not hold any key managerial position or representations in the Board of Directors of your Company and we are not engaged in the day to day affairs of the Company.

Based on the above rationale and our enclosed Undertaking in terms of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations, we once again request you to Re-classify our status from "Promoter and Promoter Group" to "Public" category.

Please disclose receipt of this Request Letter to the concerned stock exchange(s) in accordance with the Listing Regulations and take necessary actions for re-classification.

Yours faithfully,
For EMC Limited


Authorized Signatory

Encl: Undertaking, as above.



Copy to: MKN Investment Private Limited

Registered Office :
51, Canal East Road
Kolkata - 700 085
Phone : +91-33-23705810
Fax : +91-33-23701221
Email : info@emcpower.com
CIN : U70100WB2010PLC151197
(formerly : EMC Infrastructure Ltd)

Delhi Office :
B-2, 2nd Floor,
Greater Kailash Enclave, Part - 2
New Delhi-110 048
Phone : +91-11-40548491-92
Fax : +91-11-40548493
Email : emcdelhi@emcpower.com

Hyderabad Office :
H. No. 6-3-668/10/27
Ground Floor
Durga Nagar Colony, Punjagutta
Hyderabad-500 082
Phone : +91-040-40164959
E-mail : hyderabad@emcpower.com



EMC LIMITED

Date: 03/01/2022

The Board of Directors
McNally Bharat Engineering Company Limited
4, Mangoe Lane, Kolkata- 700001

Dear Sir(s),

Sub: Undertaking for Reclassification under Regulation 31A of Listing Regulations

With relation to our letter dated 3rd January 2022 requesting you for Re-classification from "Promoter & Promoter Group" to "Public" category in your Company, we together with MKN Investment Private Limited (the promoter group company which is also seeking reclassification of status as public in your Company), our holding company, confirm that we shall not:

- 1) together hold not more than 10% of the total voting rights in your Company;
- 2) exercise control over the affairs of your Company either directly or indirectly;
- 3) have any special rights with respect to your Company through formal or informal arrangements including any shareholder agreements;
- 4) be represented on the Board of Directors (including not having a nominee director) in your Company;
- 5) act as key managerial personnel in your Company;
- 6) be a 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
- 7) not be a fugitive economic offender;

We further confirm that we shall comply with the following conditions:

- (a) we shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of sub-regulation 3 of Regulation 31A as specified above at all times from the date of such re-classification failing which we shall be automatically reclassified as promoter/ persons belonging to the promoter group, as applicable; and
- (b) we shall comply with conditions mentioned at sub-clauses(iv) and (v) of clause (b) of sub-regulation 3 for a period of not less than three years from the date of such re-classification failing which, we shall be automatically reclassified as promoter/ persons belonging to the promoter group, as applicable.

Yours faithfully,
For EMC Limited


Authorized Signatory



Copy to: MKN Investment Private Limited

Registered Office :
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Hyderabad-500 082
Phone : +91-040-40164959
E-mail : hyderabad@emcpower.com

MKN INVESTMENT PRIVATE LIMITED

Date: 3rd January, 2022

The Board of Directors
McNally Bharat Engineering Company Limited
4, Mangoe Lane, Kolkata- 700001

Dear Sir(s),

Sub: Request for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

We had, vide letter dated 31st March 2018 requested you for reclassification of MKN Investment Private Limited from “Promoter and Promoter Group” to “Public” category in your Company. Our shareholding in your Company was to the extent of 8.71% at that time.

We understand that your application for reclassification filed under Regulation 31A of the Listing Regulations was rejected by stock exchanges.

As you are aware, our present shareholding in your Company is NIL. However, MKN Investment Private Limited being the ‘holding company’ of EMC Limited (which is also your promoter group company presently holding 4.79% shares in your Company and seeking reclassification of status as public) we are ‘persons related to the promoter seeking reclassification’ and falling under sub-clause (iii) of clause (pp) of sub-regulation (1) of Regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

We are not participating directly or indirectly whatsoever, in any activities of your Company nor do we have any direct or indirect control over the affairs or the decision making process of your Company. In this regard, we hereby undertake that we do not hold any key managerial position or representations in the Board of Directors of your Company and we are not engaged in the day to day affairs of the Company.

Based on the above rationale and our enclosed Undertaking in terms of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations, we once again request you to Re-classify our status from “Promoter and Promoter Group” to “Public” category.

Please disclose receipt of this Request Letter to the concerned stock exchange(s) in accordance with the Listing Regulations and take necessary actions for re-classification.

Thanking you
Yours faithfully,

For MKN Investment Private Limited



Authorised Signatory

Encl: Undertaking, as above.



REGISTERED OFFICE

“Constantia Office Complex”, 11 Dr U. N. Brahmachari Street (“B” Wing),
8th Floor, Kolkata - 700017, Telephone No. (033) 22893122, E-mail id : mkninv@gmail.com
CIN : U67120WB1991PTC051851

MKN INVESTMENT PRIVATE LIMITED

Date: 3rd January 2022

The Board of Directors
McNally Bharat Engineering Company Limited
4, Mangoe Lane, Kolkata- 700001

Dear Sir(s),

Sub: Undertaking for Reclassification under Regulation 31A of Listing Regulations

With relation to our letter dated 3rd January 2022 requesting you for Re-classification from “Promoter & Promoter Group” to “Public” category in your Company, we together with EMC Limited (the promoter group company which is also seeking reclassification of status as public in your Company), our subsidiary company, confirm that we shall not:

- 1) together hold not more than 10% of the total voting rights in your Company;
- 2) exercise control over the affairs of your Company either directly or indirectly;
- 3) have any special rights with respect to your Company through formal or informal arrangements including any shareholder agreements;
- 4) be represented on the Board of Directors (including not having a nominee director) in your Company;
- 5) act as key managerial personnel in your Company;
- 6) be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines; and
- 7) not be a fugitive economic offender;

We further confirm that we shall comply with the following conditions:

- (a) we shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of sub-regulation 3 of Regulation 31A as specified above at all times from the date of such re-classification failing which we shall be automatically reclassified as promoter/ persons belonging to the promoter group, as applicable; and
- (b) we shall comply with conditions mentioned at sub-clauses (iv) and (v) of clause (b) of sub-regulation 3 for a period of not less than three years from the date of such re-classification failing which, we shall be automatically reclassified as promoter/ persons belonging to the promoter group, as applicable.

Thanking you
Yours faithfully,
For **MKN Investment Private Limited**

Authorised Signatory



REGISTERED OFFICE

“Constantia Office Complex”, 11 Dr U. N. Brahmachari Street (“B” Wing),
8th Floor, Kolkata - 700017, Telephone No. (033) 22893122, E-mail id : mkninv@gmail.com
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