

General information about company

Scrip code	999999
NSE Symbol	
MSEI Symbol	MNSEL
ISIN	INE105E01011
Name of the entity	McNally Sayaji Engineering Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	31-12-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Aditya Khaitan	AFDPK0968D	00023788	Non-Executive - Non Independent Director	Not Applicable		30-01-1968	NA		11-08-2017			52	6	0	1	1		
2	Mrs	Kasturi Roy Choudhury	ADCPR5527N	06594917	Non-Executive - Independent Director	Not Applicable		05-12-1963	NA		29-05-2019			31	2	2	2	0		
3	Mr	Nilotpal Roy	ACLPR5532M	00087298	Non-Executive - Independent Director	Chairperson		14-01-1948	NA		29-05-2019			31	2	2	2	2		
4	Mr	Srinivash Singh	AHGPS1248D	00789624	Non-Executive - Non Independent Director	Not Applicable		18-02-1946	Yes	21-12-2020	11-08-2017			52	2	0	4	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Aseem Srivastav	AXGPS6965F	03178279	Executive Director	Not Applicable		07-10-1967	NA		02-12-2020			13	1	0	0	0

Text Block

Textual Information(1)	<p>Note on composition of BOD</p> <p>The Honble National Company Law Tribunal(NCLT), Kolkata Bench vide order dated 11/02/2021 while admitting section 7 application under Insolvency and Bankruptcy Code,2016 of ICICI Bank Limited, one of the financial creditors, initiated Corporate Insolvency Resolution Process against McNally Sayaji Engineering Limited.</p> <p>CA Jitendra Lohia (IBBI/IPA/P00170/2017-18/10339) was initially appointed as the Interim Resolution Professional in the said matter.</p> <p>Before the principal bench of the National Company Law Appellate Tribunal (NCLAT) at New Delhi an appeal was also preferred against the said order passed by the Honble NCLT, Kolkata bench. In accordance with the order of the NCLAT on this appeal, a stay on the constitution of Committee of Creditors (CoC) was imposed till final order in this matter. The Honble NCLAT finally vide its order dated 29.11.2021 disposed off the appeal by dismissing it. Thereafter, the Committee of Creditors (CoC) was constituted which held its first meeting on 14.12.2021. At the e-voting for the First Meeting of Committee of Creditors all the resolutions including appointment of Interim Resolution Professional CA Jitendra Lohia as Resolution Professional by requisite majority was approved.</p> <p>In accordance with provisions of Section 17(1) of the Insolvency and Bankruptcy Code,2016 from the date of appointment of the interim resolution professional :</p> <ul style="list-style-type: none">(a) the management of the affairs of the corporate debtor shall vest in the interim resolution professional;(b) the powers of the board of directors or the partners of the corporate debtor, as the case may be, shall stand suspended and be exercised by the interim resolution professional. <p>Similarly section 25(1) of the Insolvency and Bankruptcy Code,2016 also states that it shall be the duty of the resolution professional to preserve and protect the assets of the corporate debtor, including the continued business operations of the corporate debtor. Therefore, the powers of the Board of Directors stand suspended and necessary powers vests in the Resolution Professional only.</p>
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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

Note on Committee composition

The Honble NCLT, Kolkata Bench vide order dated 11/02/2021 while admitting section 7 application under Insolvency and Bankruptcy Code, 2016 of ICICI Bank Limited, one of the financial creditors, initiated Corporate Insolvency Resolution Process against McNally Sayaji Engineering Limited.

CA Jitendra Lohia (IBBI/IPA/P00170/2017-18/10339) was initially appointed as the Interim Resolution Professional in the said matter.

Before the principal bench of the National Company Law Appellate Tribunal (NCLAT) at New Delhi an appeal was also preferred against the said order passed by the Honble NCLT, Kolkata bench. In accordance with the order of the NCLAT on this appeal, a stay on the constitution of Committee of Creditors (CoC) was imposed till final order in this matter. The Honble NCLAT finally vide its order dated 29.11.2021 disposed off the appeal by dismissing it. Thereafter, the Committee of Creditors (CoC) was constituted which held its first meeting on 14.12.2021. At the e-voting for the First Meeting of Committee of Creditors all the resolutions including appointment of Interim Resolution Professional CA Jitendra Lohia as Resolution Professional by requisite majority was approved.

In accordance with provisions of Section 17(1) of the Insolvency and Bankruptcy Code, 2016 from the date of appointment of the interim resolution professional :

- (a) the management of the affairs of the corporate debtor shall vest in the interim resolution professional;
- (b) the powers of the board of directors or the partners of the corporate debtor, as the case may be, shall stand suspended and be exercised by the interim resolution professional.

Similarly section 25(1) of the Insolvency and Bankruptcy Code, 2016 also states that it shall be the duty of the resolution professional to preserve and protect the assets of the corporate debtor, including the continued business operations of the corporate debtor. Therefore, the powers of the Committees along with Board of Directors stand suspended and necessary powers vests in the Resolution Professional only.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00087298	Nilotpal Roy	Non-Executive - Independent Director	Chairperson	29-05-2019		
2	06594917	Kasturi Roy Choudhury	Non-Executive - Independent Director	Member	29-05-2019		
3	00789624	Srinivash Singh	Non-Executive - Non Independent Director	Member	13-10-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06594917	Kasturi Roy Choudhury	Non-Executive - Independent Director	Chairperson	29-05-2019		
2	00087298	Nilotpal Roy	Non-Executive - Independent Director	Member	29-05-2019		
3	00789624	Srinivash Singh	Non-Executive - Non Independent Director	Member	11-08-2017		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00087298	Nilotpal Roy	Non-Executive - Independent Director	Chairperson	29-05-2019		
2	06594917	Kasturi Roy Choudhury	Non-Executive - Independent Director	Member	29-05-2019		
3	00789624	Srinivash Singh	Non-Executive - Non Independent Director	Member	13-10-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Textual Information(1)

Text Block

Textual Information(1)	<p>Note on Board Meetings</p> <p>The Honble NCLT, Kolkata Bench vide order dated 11/02/2021 while admitting section 7 application under Insolvency and Bankruptcy Code, 2016 of ICICI Bank Limited, one of the financial creditors, initiated Corporate Insolvency Resolution Process against McNally Sayaji Engineering Limited.</p> <p>CA Jitendra Lohia (IBBI/IPA/P00170/2017-18/10339) was initially appointed as the Interim Resolution Professional in the said matter.</p> <p>Before the principal bench of the National Company Law Appellate Tribunal (NCLAT) at New Delhi an appeal was also preferred against the said order passed by the Honble NCLT, Kolkata bench. In accordance with the order of the NCLAT on this appeal, a stay on the constitution of Committee of Creditors (CoC) was imposed till final order in this matter. The Honble NCLAT finally vide its order dated 29.11.2021 disposed off the appeal by dismissing it. Thereafter, the Committee of Creditors (CoC) was constituted which held its first meeting on 14.12.2021. At the e-voting for the First Meeting of Committee of Creditors all the resolutions including appointment of Interim Resolution Professional CA Jitendra Lohia as Resolution Professional by requisite majority was approved.</p> <p>In accordance with provisions of Section 17(1) of the Insolvency and Bankruptcy Code, 2016 from the date of appointment of the interim resolution professional :</p> <p>(a) the management of the affairs of the corporate debtor shall vest in the interim resolution professional;</p> <p>(b) the powers of the board of directors or the partners of the corporate debtor, as the case may be, shall stand suspended and be exercised by the interim resolution professional.</p> <p>Similarly section 25(1) of the Insolvency and Bankruptcy Code, 2016 also states that it shall be the duty of the resolution professional to preserve and protect the assets of the corporate debtor, including the continued business operations of the corporate debtor. Therefore, the powers of the Board of Directors stand suspended and necessary powers vests in the Resolution Professional only.</p> <p>Accordingly, no board meeting was held during the quarter ending 31.12.2021. However, during the quarter apart from the meeting of the Committee of Creditors (CoC) held on 14.12.2021 two meetings were held by the Interim Resolution Professional on 11.11.2021 and 22.11.2021 with the suspended board members and KMPs of the company. At the meeting held on 11.11.2021 the unaudited financial results for the quarter ended 30.09.2021 were approved.</p> <p>The provisions contained in Regulations 17, 18, 19 and 20 as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to board and committees are no longer applicable to the company WEF 11.02.2021 due to initiation of Corporate Insolvency Resolution Process as mentioned above.</p>
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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Textual Information(1)

Text Block

Textual Information(1)

Note on Committee Meetings

The Honble NCLT, Kolkata Bench vide order dated 11/02/2021 while admitting section 7 application under Insolvency and Bankruptcy Code, 2016 of ICICI Bank Limited, one of the financial creditors, initiated Corporate Insolvency Resolution Process against McNally Sayaji Engineering Limited.

CA Jitendra Lohia (IBBI/IPA/P00170/2017-18/10339) was initially appointed as the Interim Resolution Professional in the said matter.

Before the principal bench of the National Company Law Appellate Tribunal (NCLAT) at New Delhi an appeal was also preferred against the said order passed by the Honble NCLT, Kolkata bench. In accordance with the order of the NCLAT on this appeal, a stay on the constitution of Committee of Creditors (CoC) was imposed till final order in this matter. The Honble NCLAT finally vide its order dated 29.11.2021 disposed off the appeal by dismissing it. Thereafter, the Committee of Creditors (CoC) was constituted which held its first meeting on 14.12.2021. At the e-voting for the First Meeting of Committee of Creditors all the Resolutions including appointment of Interim Resolution Professional CA Jitendra Lohia as Resolution Professional by requisite majority was approved.

In accordance with provisions of Section 17(1) of the Insolvency and Bankruptcy Code, 2016 from the date of appointment of the interim resolution professional :

- (a) the management of the affairs of the corporate debtor shall vest in the interim resolution professional;
- (b) the powers of the board of directors or the partners of the corporate debtor, as the case may be, shall stand suspended and be exercised by the interim resolution professional.

Similarly section 25(1) of the Insolvency and Bankruptcy Code, 2016 also states that it shall be the duty of the resolution professional to preserve and protect the assets of the corporate debtor, including the continued business operations of the corporate debtor. Therefore, the powers of the Committees along with Board of Directors stand suspended and necessary powers vests in the Resolution Professional only. Accordingly, no committee meeting was held during the quarter ending 31.12.2021.

Moreover, the provisions contained in Regulations 17, 18, 19 and 20 as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to board and committees are no longer applicable to the company WEF 11.02.2021 due to initiation of Corporate Insolvency Resolution Process as mentioned above.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

Notes on Related party Transactions

The Honble NCLT, Kolkata Bench vide order dated 11/02/2021 while admitting section 7 application under Insolvency and Bankruptcy Code, 2016 of ICICI Bank Limited, one of the financial creditors, initiated Corporate Insolvency Resolution Process against McNally Sayaji Engineering Limited.

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In accordance with provisions of Section 17(1) of the Insolvency and Bankruptcy Code, 2016 from the date of appointment of the interim resolution professional :

- (a) the management of the affairs of the corporate debtor shall vest in the interim resolution professional;
- (b) the powers of the board of directors or the partners of the corporate debtor, as the case may be, shall stand suspended and be exercised by the interim resolution professional.

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Moreover, the provisions contained in Regulations 17, 18, 19 and 20 as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to board and committees are no longer applicable to the company WEF 11.02.2021 due to initiation of Corporate Insolvency Resolution Process as mentioned above.

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	No
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Saikat Ghosh
2	Designation	Company Secretary

Text Block

Notes on Affirmations

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Textual Information(1)

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Moreover, the provisions contained in Regulations 17, 18, 19 and 20 as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to board and committees are no longer applicable to the company WEF 11.02.2021 due to initiation of Corporate Insolvency Resolution Process as mentioned above.

Signatory Details

Name of signatory	Saikat Ghosh
Designation of person	Company Secretary
Place	Kolkata
Date	21-01-2022

