

**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	Yearly
Date of Report	31-03-2022
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					
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
Aditya Khaitan	AFDPK0968D	00023788	Non-Executive - Non Independent Director	Not Applicable		30-01-1968	NA		11-08-2017			55	6	0	1	1	
Kasturi Roy Choudhury	ADCPR5527N	06594917	Non-Executive - Independent Director	Not Applicable		05-12-1963	NA		29-05-2019			34	2	2	2	0	
Niliotpal Roy	ACLPR5532M	00087298	Non-Executive - Independent Director	Chairperson		14-01-1948	NA		29-05-2019			34	2	2	2	2	
Srinivash Singh	AHGPS1248D	00789624	Non-Executive - Non Independent Director	Not Applicable		18-02-1946	Yes	21-12-2020	11-08-2017			55	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 Chairperson in Audit/ Stakeholder Committee(s) held in 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			16	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> <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>
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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/PA/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		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



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 meetings of the Committee of Creditors (CoC) held on 20.01.2022, 22.02.2022 and 25.03.2022 one meeting was held by the Resolution Professional on 11.02.2022 with the suspended board members and KMPs of the company. At the meeting held on 11.02.2022 the unaudited financial results for the quarter ended 31.12.2021 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)	<p>Note on Committee 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 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 31.03.2022.</p> <p>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.</p>
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**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is <b>No</b> 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.

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 Board of Directors stand suspended and necessary powers vests in the Resolution Professional only.

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

Textual Information(1)

### Notes on Affirmations

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.

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.

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 II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
8	Policy for determining <b>material</b> subsidiaries	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
12	Financial results	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
13	Shareholding pattern	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://mcnallysayaji.com/">https://mcnallysayaji.com/</a>

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input type="checkbox"/> No <input type="checkbox"/> details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of <input type="checkbox"/> independence <input type="checkbox"/> and/or <input type="checkbox"/> eligibility <input type="checkbox"/>	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

## Text Block

Textual Information(1)

### Notes on Annual Affirmations

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.

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.

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 II**

1	Name of signatory	Saikat Ghosh
2	Designation	Company Secretary

## Annexure II

### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Saikat ghosh
2	Designation	Company Secretary

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Corporate Guarantee	0	6200
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Certain properties,plants &equipment	0	472
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Purajit Roy		
Designation	CFO		
Place	Kolkata		
Date	18-04-2022		



**Signatory Details**

Name of signatory	Saikat Ghosh
Designation of person	Company Secretary
Place	Kolkata
Date	18-04-2022

