

| General information about company | |
|--|------------------------------------|
| Script code | 999999 |
| NSE Symbol | |
| MSEI Symbol | MNSEL |
| ISIN | INE105E01011 |
| Name of the entity | McNally Sayaji Engineering Limited |
| Date of start of financial year | 01-04-2022 |
| Date of end of financial year | 31-03-2023 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2022 |
| 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

| Whether the listed entity has a Regular Chairperson | | Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | Textual Information(1) | | | | | | | | |
|---|------------|--|--|-------------------------|-------------------------|---------------|--------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|--|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|----------------------------|--|
| Whether Chairperson related to Promoter | | Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | | |
| Name of Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? (Refer Reg. 17(A) 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 or providing PAN | |
| Pranav Anand | AFDFK0968D | 00023788 | Non-Executive - Non Independent Director | Not Applicable | | 30-01-1968 | No | | | | Active | No | | 11-08-2017 | | | 64 | 6 | 0 | 1 | 1 | | |
| Manoj Choudhury | ADCFR5527N | 06394917 | Non-Executive - Non Independent Director | Not Applicable | | 05-12-1963 | No | | | | Active | No | | 29-05-2019 | | | 43 | 2 | 2 | 2 | 0 | | |
| Prakash Choudhury | ACLFR5532M | 00087298 | Non-Executive - Non Independent Director | Chairperson | | 14-01-1948 | No | | | | Active | No | | 29-05-2019 | | | 43 | 2 | 2 | 2 | 2 | | |
| Srinivash Singh | AHGPS1248D | 00789624 | Non-Executive - Non Independent Director | Not Applicable | | 18-02-1946 | No | | | | Active | Yes | 21-12-2020 | 11-08-2017 | | | 44 | 2 | 0 | 4 | 0 | | |

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| 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/PA/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> |

| Annexure I | |
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| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | |
| Textual Information(1) | |

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| Textual Information(1) | <p>Note on Committee composition</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/PA/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.</p> |

| 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 | 06394917 | 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 | 06394917 | 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 | 06394917 | 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 | | | | | | | |
| Yes | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | | |
| No | | | | | | | |
| 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 I

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | Textual Information(1) | |
|--|--|------------------------|--|
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| 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/PA/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>During the previous quarter ended 30.06.2022 apart from the meetings of the Committee of Creditors (CoC) held on 22.04.2022, 13.05.2022, 21.06.2022 and 28.06.2022 one meeting was held by the Resolution Professional on 27.05.2022 with the suspended board members and KMPs of the company. At the meeting held on 27.05.2022 the audited financial results for the year ended 31.03.2022 were approved. During the current quarter ended on 31.12.2022 one meeting was held by the Resolution Professional on 11.11.2022 with the suspended board members and KMPs of the company. At the meeting held on 11.11.2022 the unaudited financial results for the quarter ended 30.09.2022 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> |

Annexure I

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | Textual Information(1) | |
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| Text Block | |
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| 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/PA/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> |

Annexure I

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is No/NA (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

| Notes on Related Party Transactions | |
|-------------------------------------|---|
| Textual Information(1) | <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/PA/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>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> |

Annexure I

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. | No |
| 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 1000 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 I

| Sr | Subject | Compliance status |
|----|-------------------|-------------------|
| 1 | Name of signatory | Saikot Ghosh |
| 2 | Designation | Company Secretary |

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| Notes on Affirmations | |
|------------------------|---|
| Textual Information(1) | <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/PA/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>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> |

Signatory Details

| | |
|-----------------------|-------------------|
| Name of signatory | Saikot Ghosh |
| Designation of person | Company Secretary |
| Place | Kolkata |
| Date | 16-01-2023 |