



McNally Bharat Engineering Company Limited

Ecospace Campus 2B 11F/12 (Old Plot No. AA II/Blk 3)

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December 15, 2012

National Stock Exchange Ltd

"Exchange Plaza"

Bandra – Kurla Complex

Bandra (E)

Mumbai – 400051

Dear Sirs,

Sub: Dispatch of Postal Ballot Notice and Forms to Shareholders

This has reference to our letter dated December 4, 2012 for conducting of Postal Ballot to obtain consent of the Members of the Company for increase in the Authorised Share Capital of the Company from Rs. 40 Crores (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) equity shares of Rs. 10/- each to Rs. 160,00,00,000 Crores (Rupees One Hundred and Sixty Crores Only) divided into 4,00,00,000 (Four Crores) equity shares of Rs. 10/- (Rupees Ten Only) each and 1,20,00,000 (One Crore and Twenty Lakhs) Non-Convertible Redeemable Preference Shares of Rs. 100/- (Rupees Hundred Only) each.

The Company has on December 15, 2012 completed the dispatch of Postal Ballot Notice dated December 4, 2012 under section 192A of the Companies Act, 1956, along with the postal ballot form and a self-addressed postage pre-paid envelope.

We forward herewith 6 copies of notice of Postal ballot along with the Postal Ballot Form for your reference as per Clause 31 of the Listing Agreement.

Thanking you,

McNALLY BHARAT ENGINEERING CO. LTD.

SUKANTA CHATTOPADHAY
V.P. COMMERCIAL & COMPANY SECRETARY