

McNally Bharat Engineering Company Limited

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19.01.2013

National Stock Exchange of India Ltd
"Exchange Plaza"
Bandra – Kurla Complex
Bandra (E)
Mumbai 400051

Dear Sirs,

This is to inform you that pursuant to Section 192(A) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the approval of the shareholders of the Company was sought by postal ballot for:

1. Increase in Authorised Share Capital and alteration in Memorandum of Association of the Company through Ordinary Resolution;
2. Alteration in Articles of Association of the Company through Special Resolution; and
3. Issue of Non-Convertible Redeemable Preference Shares of Rs. 100/- each of an aggregate nominal amount not exceeding Rs. 120 Crores through Special Resolution.

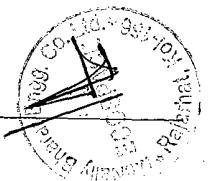
The last date for receipt of the postal ballot forms, duly completed by the shareholders was Monday, January 14, 2013.

The Scrutinizer appointed by the Board, Shri. Ajay Kr. Chandak, has submitted his report on the postal ballot and the following results were presented by him in his report:

Resolution No.1:

Ordinary Resolution for increase in Authorised Share Capital and alterations in Memorandum of Association of the Company

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	% of the Total Paid-up Equity Capital
(a) Total Number of Postal Ballot Forms received	306	9,265,720	29.80%
(b) Less: Invalid Postal Ballot Forms (as per Register)	17	6,642	0.02



(c) Net Valid Postal Ballot Forms (as per Register)	289	9,259,078	29.78%
(d) Postal Ballot Forms with assent	278	9,256,654	29.77% representing 99.97% of the total valid votes casted
(e) Postal Ballot Forms with dissent	11	2424	0.01% representing 0.03% of the total valid votes casted

Resolution No. 2:

Special Resolution for alteration in Articles of Association of the Company

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	% of the Total Paid- up Equity Capital
(a) Total Number of Postal Ballot Forms received	306	9,265,720	29.80%
(b) Less: Invalid Postal Ballot Forms (as per Register)	22	6,000	0.02
(c) Net Valid Postal Ballot Forms (as per Register)	284	9,259,720	29.78%
(d) Postal Ballot Forms with assent	272	9,257,711	29.77% representing 99.98% of the total valid votes casted
(e) Postal Ballot Forms with dissent	12	2,009	0.01% representing 0.02% of the total valid votes casted

Resolution No. 3:

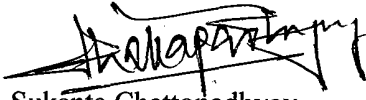
Special Resolution under the provisions of the Companies Act, 1956 for issue of Non-Convertible Redeemable Preference Shares of Rs. 100/- each of an aggregate nominal amount not exceeding Rs. 120 crores

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	% of the Total Paid- up Equity Capital
(a) Total Number of Postal Ballot Forms received	306	9,265,720	29.80%
(b) Less: Invalid Postal Ballot Forms (as per Register)	25	7,300	0.02
(c) Net Valid Postal Ballot Forms (as per Register)	281	9,258,420	29.78%
(d) Postal Ballot Forms with assent	266	9,255,533	29.77% representing 99.97% of the total valid votes casted
(e) Postal Ballot Forms with dissent	15	2,887	0.01% representing 0.03% of the total valid votes casted



Accordingly, all the Resolutions indicated above have been passed by the requisite majority.

Yours faithfully,
For McNally Bharat Engineering. Co. Ltd.

A handwritten signature in black ink, appearing to read 'Sukanta Chattopadhyay', written over a horizontal line.

Sukanta Chattopadhyay
V.P Commercial & Company Secretary