

McNally Bharat Engineering Company Limited

Ecospace Campus 2B 11F/12 (Old Plot No. AA II/Blk 3)
New Town Rajarhat North 24 Parganas Kolkata 700156
T +91 33 66281111 30141111 F +91 33 66282277 30142277
E mbe.corp@mbeccl.co.in W www.mcnallybharat.com

December 27, 2013

Bombay Stock Exchange

Floor 25
PJ Towers
Dalal Street
Mumbai – 400001

Dear Sirs,

Reg: Declaration of results of the Postal Ballot process conducted by the Company

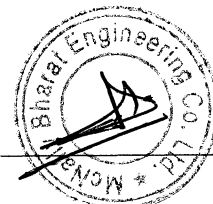
This is to inform you that pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the approval of the Shareholders of the Company was sought for by Postal Ballot for:

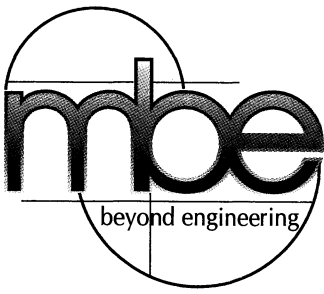
- Resolution 1:** Special Resolution for approval of remuneration of Mr. Deepak Khaitan, Executive Chairman, in case of inadequacy of profit in any financial year computed in accordance with the applicable provisions of Schedule XIII to the Companies Act, 1956, and subject to the approval of the Central Government wherever required.
- Resolution 2:** Special Resolution for approval of remuneration of Mr. Prasanta Kumar Chandra, Whole Time Director & Chief Operating Officer, in case of inadequacy of profit in any financial year computed in accordance with the applicable provisions of Schedule XIII to the Companies Act, 1956, and subject to the approval of the Central Government wherever required.
- Resolution 3:** Special Resolution for approval of remuneration of Mr. Prabir Kumar Ghosh, Whole Time Director & Group Chief Financial Officer, in case of inadequacy of profit in any financial year computed in accordance with the applicable provisions of Schedule XIII to the Companies Act, 1956, and subject to the approval of the Central Government wherever required.

The last date for receipt of the Postal Ballot forms, duly completed by the shareholders was Monday, December 23, 2013.

The Scrutinizer appointed by the Board, Mr. Atul Kumar Labh, Practicing Company Secretary, has submitted his report on the postal ballot and the following results were presented by him in his report:

	Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3
1.	Total No. of Postal Ballot Forms Received	268	268	268
2.	Total No. of Invalid Postal Ballot Forms	43	43	43
3.	Total No. of Valid Postal Ballot Forms	225	225	225
4.	Total No. of Valid Postal Ballot Forms in Favour of the Resolution	184	184	185
5.	Total No. of Valid Postal Ballot Forms Against the Resolution	41	41	40





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6.	Total No. of Votes/Shares casted	1,18,93,121	1,18,69,223	1,18,69,163
7.	Total No. of Votes/Shares Against the Resolution	88,802	88,422	88,462
8.	Total No. of Votes/Shares in Favour of the Resolution	1,18,04,319	1,17,80,801	1,17,80,701
9.	% of Votes Against the Resolution	0.747	0.745	0.745
10.	% of Votes in Favour of the Resolution	99.253	99.255	99.255

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

Yours Faithfully,
For **McNally Bharat Engineering Company Limited**


Sukanta Chattopadhyay
VP - Commercial & Company Secretary