

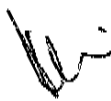


**PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF THE
COMPANY HELD ON THURSDAY, 30TH SEPTEMBER, 2010 AT 9.30 A.M. AT
FICCI AUDITORIUM, TANSEN MARG, NEW DELHI-110001.**

1. Mr. Ratul Puri, Executive Director took the Chair.
2. Mr. Ratul Puri then asked the Company Secretary to ascertain the quorum. After ascertaining of the same by the Company Secretary, he called the meeting to order and with the consent of the members present, took the notice of the meeting, Balance Sheet as at 31st March, 2010, Profit and Loss Account for the year ended 31st March, 2010 and Directors' Report as read.
3. The Company Secretary then read out the Auditors' Report.
4. The Chairman then declared the results of the postal ballot conducted on:
 - a) Friday, 12th March, 2010 for revising the conversion price for the Company existing FCCBs and also to offer, issue and allot in one or more tranches, whether Rupee denominated or denominated in Foreign Currency, in one or more Foreign Markets, or by way of a Qualified Institutional Placement under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for a value of up to US Dollar 165 million.
5. Resolution No. 1 to receive, consider and adopt the audited Balance Sheet as at 31st March, 2010, the Profit and Loss Account for the year ended 31st March, 2010 and the Directors' and Auditors' Reports thereon was taken up. Mr. R. Ganesan, V.P. Finance & Controller then read out certain printing corrections in the printed Annual Accounts of the Company and the same were taken on record by the shareholders of the Company. Mr. Ajay Khurana (CL_ID 10036432) proposed and Mr. D. D. Sardana (CL_ID 10278201) then seconded the resolution and it was passed unanimously on a show of hands.
6. Resolution No. 2 to consider declaration of dividend was then taken up. Mr. Ashok Kumar Jain (CL_ID 10242590) proposed and Mr. N.S. Chawlah (1201410000008653) seconded the resolution and the same was passed unanimously on a show of hands.
7. Mr. Ratul Puri then vacated the Chair and the members elected Mr. V. N. Koura, Director & Chairman of Audit Committee as the Chairman of the meeting. Mr. V. N. Koura took over as Chairman. Resolution No. 3 to consider re-appointment of Mr. Ratul Puri as a Director of the Company liable to retire by rotation was taken up. Mrs. Vimal Jain (CL_ID 10003504) proposed and Mr. Shahshi Jain (CL_ID 10227960) seconded the resolution, which was passed unanimously on a show of hands.

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8. Mr. V. N. Koura vacated the Chair at this stage and Mr. Ratul Puri again took over as a Chairman of the meeting. Resolution No. 4 to consider re-appointment of Dr. Vinayshil Gautam as a Director of the Company liable to retire by rotation was taken up. Mr.B.R. Nayyar (CL_ID 11219849) proposed and Mr.Ajay Khurana (CL_ID 10036432) seconded the resolution, which was passed unanimously on a show of hands.
9. Resolution No. 5 to consider appointment of M/s Price Waterhouse, (FRN No. 012754N), Chartered Accountants, as the statutory auditors of the Company in place of retiring auditors M/s Price Waterhouse (FRN No. - 007568S), Chartered Accountants from the conclusion of the 27th Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company was then taken up. Mr.Naresh Gupta (CL_ID 10083009) proposed and Mrs. Manju Gupta (CL_ID 14789254) seconded the resolution and the same was passed unanimously on a show of hands.
10. Resolution no. 6 to consider the appointment of Mr. Rajesh Khanna as a Director of the Company was then taken up. Mr.Santosh Bhutani (CL_ID 00004930) proposed and Mr.M.P.Bhutani (CL_ID 00058252) seconded the resolution and the same was passed unanimously on a show of hands.
11. Resolution No. 7 to consider the matter relating to contributing an amount not exceeding Rs. 8,310,000 for financial year 2010-11, to any Charitable Institutions, public, social, benevolent or general fund, society, association, institutions, trust, organization etc. not directly relating to the business of the Company, notwithstanding the fact that said amount may exceed 50,000 or 5% of the Company's average net profit as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three financial years immediately preceding the current Financial Year, whichever is greater was taken up. Mr.Parvesh Rani (CL_ID 17523787) proposed and Mr.N.P.Singh (CL_ID 10326973) seconded the resolution and the same was passed unanimously on a show of hands.
12. Resolution No.8 to consider the matter relating to increase in the authorised share capital of the Company from the existing Rs.2,150,000,000/- to Rs. 2,700,000,000/- was taken up. Mr.Kulvindre Singh (10326999) proposed and Mr.Santosh Bhutani (CL_ID 00004930) seconded the resolution and the same was passed unanimously on a show of hands.



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14. Resolution No. 9 to consider the matter relating to alteration of Capital Clause in the Memorandum of Association of the Company was taken up. Mr. B.R. Nayyar (CL_ID 11219849) proposed and Mr. Ashok Kr. Jain (CL_ID 10242590) seconded the resolution and the same was passed unanimously on a show of hands.
15. Resolution No.10 to consider the matter relating to alteration of clause 5 in the Articles of Association of the Company pertaining to the share capital of the company was taken up. Mr. M.P. Bhutani (CL_ID 00058252) proposed and Mr. Santosh Bhutani (CL_ID 00004930) seconded the resolution and the same was passed unanimously on a show of hands.

For MOSER BAER INDIA LTD.


COMPANY SECRETARY