

# moserbaer

## MOSER BAER INDIA LTD.

43-B, Okhla Industrial Estate - III, New Delhi - 110020.

Phones: 91-11-40594444

Fax: - 91-11-41635211, 26911860

To:	The Corporate Relationship Deptt Bombay Stock Exchange Limited Mumbai	From:	Company Secretary
		Date:	September 3, 2011
		Page:	3
Fax:	022- 22723121/22722037/22722041/ 22723719/22722039/22722061/ (22721072 - 9 p.m. to 9 a.m.)	Transmitted on:	

In case message transfer is incomplete, please contact us immediately.

Symbol- *MOSERBAER* Series- *EQ*

Dear Sir

Pursuant to the Clause 16 of the Listing Agreement, notice is hereby given that the Register of Members and Share Transfer Books of the Company will remain close from 28<sup>th</sup> September, 2011 (Wednesday) to 29<sup>th</sup> September, 2011 (Thursday) (both days inclusive) and the ensuing Annual General Meeting is scheduled to be held on Thursday, 29<sup>th</sup> September, 2011 at 9:30 a.m. at NCUI Auditorium, NCUI Convention Centre, 3, Khel Gaon Marg, New Delhi - 110016.

We further wish to inform that the Board of Directors has approved the following matters, subject to approval of shareholders of the Company:-

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2011, Profit and Loss Account for the year ended on that date and the Auditor's Report thereon and the Directors' Report thereto.
2. To appoint a Director in place of Mr. Frank E Dangeard, who retires by rotation and, being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. V.N. Koura, who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr. Prakash Karnik, who retires by rotation and, being eligible, seeks re-appointment.
5. To appoint Mr. Vineet Sharma as an Independent Director of the Company liable to retire by rotation.
6. To re-appoint Mr. Deepak Puri as Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> September, 2011.
7. To re-appoint Mrs. Nita Puri as Whole Time Director of the Company for a period of five years with effect from 1<sup>st</sup> December, 2011.
8. To re-appoint Mr. Ratul Puri as Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> October, 2011.

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9. To appoint M/s. Walker Chandiook & Co, Chartered Accountants as the Statutory Auditors of the Company  
To appoint M/s Walker Chandiook & Co (FRN 001076 N), Chartered Accountants as the Statutory Auditors of the Company. The appointment of the present Statutory Auditors- M/s Price Waterhouse (FRN 012754N) will come to an end at the ensuing Annual General Meeting scheduled to be held on Thursday, 29<sup>th</sup> September, 2011.
10. Cancellation of un-issued Preference Shares and Increase in Authorised Capital of the Company:
  - (d) To cancel the un-issued 7,50,000 (Seven Lakhs Fifty Thousand) Preference Shares of Rs. 100/- each from the existing Authorized Capital of the Company of Rs. 2,70,00,00,000/- (Rupees Two Hundred Seventy Crores only) divided into 26,25,00,000 (Twenty Six Crores Twenty Five Lakhs) Equity Shares of Rs. 10/-(Rupees Ten only) each and 7,50,00,000 (Seven Lakhs Fifty Thousand) Preference Shares of Rs. 100/-(Rupees One Hundred only) each and reclassify the Authorized Capital of the Company to Rs. 2,70,00,00,000/- (Rupees Two Hundred Seventy Crores only) divided into 27,00,00,000 (Twenty Seven Crores) Equity shares of Rs. 10/-(Rupees Ten only) each.
  - (e) To increase the Authorised Share Capital of the Company from Rs. 2,70,00,00,000/- (Rupees Two Hundred Seventy Crores only) divided into 27,00,00,000 (Twenty Seven Crores) Equity shares of Rs. 10/-(Rupees Ten only) each to 300,00,00,000/- (Rupees Three Hundred Crores only) divided into 3,00,00,00,000 (Thirty Crores) Equity shares of Rs. 10/-(Rupees Ten) each.
  - (f) To amend the Memorandum and Articles of Association of the Company accordingly.
12. To contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, organization, not directly relating to the business of the Company or the welfare of its employees, upto an amount not exceeding Rs. 70,00,000 (Rupees Seventy Lakh Only) for the financial year 2011-12
14. To issue and allot further securities and to pass an enabling resolution authorizing the Board to:-
  - (a) issue and allot equity shares, warrants, non-convertible debentures to qualified institutional buyers.
  - (b) issue Foreign Currency Convertible Bonds which are convertible into equity shares, American Depository Receipts and Global

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Depository Receipts reflected by underlying equity shares of the Company or other securities convertible into equity shares of the Company

for an aggregate value of upto USD 125 million, at the equity shares to be issued pursuant to these offerings would be listed in India or abroad. The pricing of the international issue shall be freely determined in accordance with applicable pricing provisions issued by the Ministry of Finance and the Reserve Bank of India. The pricing of a qualified institutional placement shall be freely determined in accordance with the ICDR Regulations.

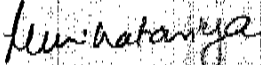
15. To enter into a Consulting Agreement with Harcourt

Subject to such statutory approvals and consents as may be required, to enter into Consulting Agreement with HARCOURT, a company incorporated under the laws of France and represented by its Managing Partner, Mr. Frank E. Dangeard, Director for the sum of upto Euro 20,000 per annum for a period of one year,

This is for your information & records.

Thanking you,

Yours faithfully,  
For Moser Baer India Ltd

  
Company Secretary