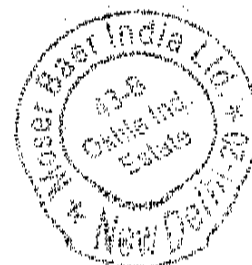


**PROCEEDINGS OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF THE  
COMPANY HELD ON THURSDAY, 29<sup>TH</sup> SEPTEMBER, 2011 AT 9.30 A.M.  
AT NCUI AUDITORIUM, NCUI CONVENTION CENTRE, 3, KHEL GAON  
MARG, NEW DELHI- 110016.**

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 31<sup>st</sup> March, 2011, Profit and Loss Account for the year ended 31<sup>st</sup> March, 2011 and Directors' Report as read.
3. Mr. Ratul Puri apprised the shareholders about the Company's performance during the last financial year and future plans, prospects and outlook of the Company in the year to come.
4. The Company Secretary then read out the Auditors' Report.
5. Resolution No. 1 to receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2011, the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2011 and the Directors' and Auditors' Reports thereon was taken up. Mr. Gagan (CL\_ID 10925435) proposed and Mrs. Savita Rani Kumari (CL\_ID 10925443) then seconded the resolution and it was passed unanimously on a show of hands.
6. Resolution No. 2 to consider re-appointment of Mr. Frank E Dangeard as a Director of the Company liable to retire by rotation was taken up. Mr. Pradeep Sood (CL\_ID 15633348) proposed and Mr. Kishor Balani (CL\_ID 10038695) seconded the resolution, which was passed unanimously on a show of hands.
7. Resolution No. 3 to consider re-appointment of Mr. V.N. Koura as a Director of the Company liable to retire by rotation was taken up. Mr. Gagan (CL\_ID 10925435) proposed and Mrs. Savita Rani Kumari (CL\_ID 10925401) then seconded the resolution and it was passed unanimously on a show of hands.
8. Resolution No. 4 to consider re-appointment of Mr. Prakash Karnik as a Director of the Company liable to retire by rotation was taken up. Mr. Rajeev Punia (CL\_ID 10484305) proposed and Mr. Rakesh Kumar (CL\_ID 10164302) seconded the resolution, which was passed unanimously on a show of hands.
9. Resolution No. 5 to consider appointment of M/s Walker, Chandniok & Co., (FRN No. 001076N), Chartered Accountants, as the statutory auditors of the Company in place of retiring auditors M/s Price Waterhouse (FRN No. -



012754N), Chartered Accountants from the conclusion of the 28<sup>th</sup> Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company was then taken up. Mr. H.S. Sahni (Folio no. 00054855) proposed and Mr. Pradeep Sood (CL\_ID 15633348) seconded the resolution and the same was passed unanimously on a show of hands.

10. Resolution no. 6 to consider the appointment of Mr. Vineet Sharma as an independent Director of the Company was then taken up. Mr. Raman Lal Sethi (CL\_ID 10210157) proposed and Mr. N.P. Singh (CL\_ID 10326973) seconded the resolution and the same was passed unanimously on a show of hands.
11. 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. 7 to consider the appointment of Mr. Deepak Puri as a Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> September, 2011 was then taken up. Mr. Vimal Sharma (CL\_ID 10076912) proposed and Mr. Sheetal Kumar (CL\_ID 10036424) seconded the resolution and the same was passed unanimously on a show of hands.
12. Resolution no. 8 to consider the appointment of Mrs. Nita Puri as a Whole Time Director of the Company for a period of five years with effect from 1<sup>st</sup> December, 2011 was then taken up. Mr. Ajay Jain (CL\_ID 10003867) proposed and Mr. Rajesh Jain (CL\_ID 10038433) seconded the resolution and the same was passed unanimously on a show of hands.
13. Resolution no. 9 to consider the appointment of Mr. Ratul Puri as a Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> October, 2011 was then taken up. Mr. Bhupender Singh (CL\_ID 130280000000293) proposed and Mr. B.R. Nayar (CL\_ID 1203470000001129) seconded the resolution and the same was passed unanimously on a show of hands.
14. 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. 10 to consider the matter relating to contributing an amount not exceeding Rs. 70,00,000 for financial year 2011-12, 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. Ratan Jain (CL\_ID IN30046810023855) proposed and Mr. M.P. Bhutani

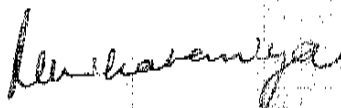


(CL\_ID 1203000000058252) seconded the resolution and the same was passed unanimously on a show of hands.

15. Resolution No.11 to consider the matter relating to reclassification and increase in the authorised share capital of the Company from the existing Rs.270,00,00,000/- to Rs. 300,00,00,000/- was taken up. Mr. Gagan Kumar ( CL\_ID 10925435) proposed and Mrs. Sudesh Kumari (CL\_ID 10989547) seconded the resolution and the same was passed unanimously on a show of hands
16. Resolution No. 12 to consider the matter relating to alteration of Capital Clause in the Memorandum of Association of the Company was taken up. Mr. S.K. Jain (CL\_ID 13720651) proposed and Mr. Chetan Chadha (CL\_ID 10826627 ) seconded the resolution and the same was passed unanimously on a show of hands.
17. Resolution No.13 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. Ajay Kharana (CL\_ID 10036432) proposed and Mr. D.P. Sardhana (CL\_ID 10278201) seconded the resolution and the same was passed unanimously on a show of hands.
18. Resolution No.14 to consider the matter relating to issuance of financial instruments (including FCCB's) convertible into or linked to Equity shares was taken up. Mr. Naresh Gupta (CL\_ID 10083009) proposed and Mr. Sampreet Sahni (Folio no. 00054854) seconded the resolution and the same was passed unanimously on a show of hands.
19. Resolution No.15 to consider the matter relating to entering into a consulting agreement with harcourt was taken up. Mr. Gulab Raj (CL\_ID 10852555) proposed and Mr. Ramesh Chander Khurana (CL\_ID 10023485) seconded the resolution and the same was passed unanimously on a show of hands.

There being no other business to be transacted, the 28<sup>th</sup> Annual General Meeting ended with a Vote of thanks to the Chair.

For MOSER BAER INDIA LTD.



COMPANY SECRETARY

