

muserbaer
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:	December 14, 2012
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Sub: Proceedings of Annual General Meeting.

Dear Sir,

Pursuant to the provisions of listing agreement, please find enclosed herewith proceedings of Annual General Meeting held today.

Thanking you,

Yours faithfully,
For Moser Baer India Limited


Company Secretary

Encl: as above

**PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING OF THE
COMPANY HELD ON FRIDAY, 14TH DECEMBER, 2012 AT 9.30 A.M. AT
NCUI AUDITORIUM, NCUI CONVENTION CENTRE, 3, KHEL GAON
MARG, NEW DELHI- 110016.**

1. Mr. Deepak Puri, Chairman & Managing Director took the Chair.
2. Mr. Deepak Puri then requested the Company Secretary to ascertain the quorum. After ascertaining the quorum, 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, 2012, Statement of Profit and Loss Account, Cash Flow Statement for the year ended 31st March, 2012 and Directors' Report as read.
3. Mr. Deepak Puri apprised the shareholders about the Company's performance during the last financial year ended on 31st March, 2012 and future plans, prospects and outlook of the Company in the years 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 31st March, 2012, Statement of Profit and Loss Account, Cash Flow Statement along with notes thereto for the year ended on that, 31st March, the Auditor's Report thereon and the Directors' Report thereto was taken up. Mr. Prem Chand Chachra (CL-ID 1202300000142807) proposed and Mr. Viresh Chachra (CL-ID 1202060000619076) then seconded the resolution and it was passed unanimously on a show of hands.
6. Resolution No. 2 to consider re-appointment of Mr. Bernard Gallus as a Director of the Company liable to retire by rotation was taken up. Mr. Harbhajan Lal Jindal (CL_ID 10043659) proposed and Mr. Prem Chand Chachra (CL-ID 1202300000142807) seconded the resolution, which was passed unanimously on a show of hands.
7. Resolution No. 3 regarding the re-appointment of Mr. Ratul Puri became invalid as Mr. Ratul Puri resigned from directorship with effect from 16th November, 2012.
8. Resolution No. 4 to consider re-appointment of Dr. Vinayshil Gautam as an Independent Director of the Company liable to retire by rotation was taken up. Mr. Om Prakash Arora (CL_ID 10025671) proposed and Mr. Sanjeev Kumar Jindal (CL_ID 10083958) seconded the resolution, which was passed unanimously on a show of hands.
9. Resolution No. 5 to consider appointment of M/s Walker, Chandiook & Co., (FRN No. 001076N), Chartered Accountants, as the statutory auditors of the




Company from the conclusion of the 29th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company was then taken up. Ms. Akansha Aggarwal (CL_ID IN301428/10016090) proposed and Mr. Ankit. Aggarwal (CL_ID IN301428/10016075) seconded the resolution and the same was passed unanimously on a show of hands.

10. Resolution no. 6 to consider the appointment of Mr. Vinod Kumar Bakshi as an Independent Director liable to retire by rotation of the Company was then taken up. Mr. Ram Chandra Singh (CL_ID 10298914) proposed and Mr. Inder Mohan Pandey (CL_ID 1203840000114503) 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. 56,00,000 (Rupees Fifty Six Lakhs Only) for the financial year 2012-13, 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. Mrs. Monika Vaid (CL_ID 1204470005622320) proposed and Mr. Bharat Mitter (CL_ID 1204470004327850) seconded the resolution and the same was passed unanimously on a show of hands.
12. Resolution No.8 to consider the matter relating to entering into a consulting agreement with HARCOURT was taken up. Mr. Inder Mohan Pandey (CL_ID 1203840000114503) proposed and Mrs. Prabhawati Singh (CL_ID 10449835) seconded the resolution and the same was passed unanimously on a show of hands.

There being no other business to be transacted, the 29th Annual General Meeting ended with a Vote of thanks to the Chair.

For MOSER BAER INDIA LTD.


COMPANY SECRETARY
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