

## Moser Baer India Limited

43B, Okhla Industrial Estate, Phase – III, New Delhi-110020

### POSTAL BALLOT NOTICE

To,  
The Members,

#### Notice pursuant to Section 192A (2) of the Companies Act, 1956.

Notice is hereby given that the following resolutions are circulated for approval of the members of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011:

#### To consider and, if thought fit, to give assent/ dissent to the following Special Resolutions:

##### 1. To approve, ratify and confirm the corporate debt restructuring scheme in relation to the Company's debt:

**"RESOLVED THAT** subject to the applicable provisions of the Companies Act, 1956 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of Moser Baer India Limited (the **"Company"**), listing agreements entered into with stock exchanges on which the equity shares of the Company of face value of Rs. 10 each are listed (the **"Equity Shares"**), the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India (**"SEBI"**)), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the **"CDR EG"**), the Reserve Bank of India (the **"RBI"**), Government of India, etc.) which may be agreed to by the board of directors of the Company (hereinafter referred to as the **"Board"**), which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution) the Company hereby approves, ratify and confirms the corporate debt restructuring package by and between the Company and the rupee lenders of the Company whose loans are being restructured (the **"CDR Lenders"**) under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR EG and communicated to the Company by the Corporate Debt Restructuring Cell (the **"CDR Cell"**) vide its provisional letter of approval dated September 20, 2012 and amended vide letter dated October 22, 2012 (the **"CDR LOA"**) and set forth under the master restructuring agreement dated December 27, 2012 between the Company and the CDR Lenders (the **"MRA"**) and the Board and/or any person authorised by the Board in respect thereof from time to time, be and is hereby authorised on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, amend or make changes to the MRA and enter into other documents in pursuance of the CDR LOA and the MRA, implement the CDR LOA and the MRA, on the basis of the terms set out in the CDR LOA and the MRA as may be agreed between the respective parties, and execute the necessary documents for the same including, *inter alia* issuance of Equity Shares to the promoters of the Company in terms of the CDR LOA and MRA".

##### 2. Issue of Equity Shares on Preferential Basis to the Promoters:

**"RESOLVED THAT** pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock

exchanges where the equity shares of the Company are listed and any other rules/ regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the **"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"ICDR Regulations"**), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the **"Takeover Regulations"**) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the **"CDR EG"**), the RBI, Government of India etc.) and all such other approvals which may be agreed to by the board of directors of the Company (hereinafter referred to as the **"Board"**), which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furthermore to, the scheme of corporate debt restructuring (the **"CDR Package"**) by and between the Company and the rupee lenders of the Company whose loans are being restructured (the **"CDR Lenders"**) pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR Empowered Group (the **"CDR EG"**) and communicated to the Company by the Corporate Debt Restructuring Cell (the **"CDR Cell"**) vide its provisional letter of approval dated September 20, 2012 and amended vide letter dated October 22, 2012 (the **"CDR LOA"**) and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and the terms of the master restructuring agreement dated December 27, 2012 by and between the Company and its CDR Lenders (the **"MRA"**), the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot in one or more tranches, up to (a) 2,00,00,000 fully paid up equity shares of the Company of face value Rs. 10 each (each an **"Equity Share"**) on or before June 4, 2013; and (b) 2,00,00,000 fully paid up Equity Shares of the Company on or before March 31, 2014 to Mr. Deepak Puri, one of the promoters of the Company, on a preferential basis at a price of Rs. 10 per Equity Share (together aggregating to Rs. 40,00,00,000) determined in accordance with the provisions of Chapter VII of the ICDR Regulations at such time and on such terms and conditions and in such manner as may be decided by the Board in this connection".

**"RESOLVED FURTHER THAT** the price of the Equity Shares shall be calculated in accordance with provisions of Chapter VII of the ICDR Regulations, and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is October 22, 2012, i.e., date of the final approval of Corporate Debt Restructuring Scheme".

**"RESOLVED FURTHER THAT** Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements,

agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares”.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company.”

**By Order of the Board of Directors  
for Moser Baer India Limited**

**Place: New Delhi  
Date: March 29, 2013**

**Minni Katariya  
Company Secretary**

**NOTES**

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 173 (2) read with Section 192A(2) of the Companies Act, 1956 are given hereunder.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on March 22, 2013.
3. The Company has appointed Mr. D. P. Gupta, Practicing Company Secretary as Scrutinizer for conducting the entire postal ballot process in accordance with the law and in a fair and transparent manner.
4. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send the self addressed Business Reply Letter to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. However the envelopes containing the Postal Ballot should reach the Company not later than the close of business hours on May 15, 2013. If the ballots are received thereafter they shall be deemed to be not received.
5. The Company is extending its offer of e-voting facility as an alternate, for its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The procedure for the same is as under:
  - i. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Now click on “Shareholders” tab to cast your votes.
  - iii. Now, select the Electronic Voting Sequence Number - “EVSN” alongwith “**MOSERBAER**” from the drop down menu and click on “SUBMIT”.
  - iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while E voting

\*Members who have not updated their PAN with the Company / Depository Participant are requested to contact company on [shares@moserbaer.net](mailto:shares@moserbaer.net) for obtaining default number for log-in.

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change

their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
  - ix. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
  - x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
  - xi. On the voting page, you will see Resolution Description and against the same the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
  - xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
  - xiii. Enter the number of shares (which represent no. of votes) under each of the headings of resolution, if you want to vote YES/NO, but not exceeding your total holding.
  - xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - xv. Once you have voted on a resolution, you will not be allowed to modify your vote.
  - xvi. You can log in any number of times till you have voted on all these resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballot), whichever is earlier.
  - xvii. Kindly note that the members can opt only one mode for voting i.e. either by Physical ballot or e-voting. If you are opting for e-voting, then do not vote physical ballot also and vice versa. However, in case member(s) cast their vote both via physical ballot or e-voting, then voting done through physical ballot shall prevail and voting done by e-voting will be treated as invalid.
  - xviii. In addition to above, the non-individual members, like Body Corporate, FIs, Mutual Funds, Banks, Trust, etc., who opt for e-voting, are also required to submit Board Resolution/Power of Attorney authorizing any person to exercise the Voting Power on their behalf. Scanned copies of such documents are required to be sent to CDSL through e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The file containing the said documents should be named as “Member’s name\_130402001”. The documents can be sent before /immediately after casting the vote. However, in case the same do not reach CDSL before closure of voting, the vote so exercised will be rejected in the system.
  - xix. If you wish to provide feedback on the e-voting system click on ‘Suggestions’. In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), or [shares@moserbaer.net](mailto:shares@moserbaer.net).
6. In line with the “Green initiative in the Corporate Governance” launched by the Ministry of Corporate Affairs allowing paperless compliance by recognizing emails as one of the modes of service of notices/documents to the shareholders, the Company is sending this Notice electronically

on the email address as obtained from the Depositories/other sources to the Members. The Members may exercise their voting electronically as per the procedure given above.

The members, who have already been allotted their Password by CDSL, may use the same. In case they do not remember such Password, they may go to the option "Forget password" and proceed. In respect of new Members, their Password will be mentioned in the email forwarding the notice electronically.

In case, however the members do not want to avail the e-voting facility organized through CDSL, such member may send a request to the company on [shares@moserbaer.net](mailto:shares@moserbaer.net) for obtaining the notice and postal ballot in the physical form. On the receipt of such requests, the company will dispatch the same in physical form.

7. The Chairman of the Board and in his absence, Company Secretary of the Company will announce the result of the Postal Ballot on May 20, 2013 at 1800 hours at the Registered Office of the Company situated at 43B, Okhla Industrial Estate, Phase III, New Delhi – 110020 and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballot indicate that the requisite majority of the Shareholders had assented to the Resolution(s). The result of the Postal Ballot shall also be announced through a newspaper advertisement and displayed on the website of the Company [www.moserbaer.com](http://www.moserbaer.com).
8. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. and 1.00 P.M. up to the date of declaration of the result of Postal Ballot.
9. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.
10. In cases where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.

#### **Explanatory Statement:**

##### **ITEM NO. 1**

The special resolution as provided in item no. 1, proposed to be passed by the members of Moser Baer India Limited (the "**Company**") by way of a special resolution by postal ballot, shall be deemed to be an authorization, confirmation and ratification by the members of the Company, in terms of Regulation 10 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the scheme of corporate debt restructuring set out in letter of approval dated September 20, 2012 and amended vide letter dated October 22, 2012 (the "**CDR LOA**"), issued by the Corporate Debt Restructuring Cell and the master restructuring agreement dated December 27, 2012 between the Company and the CDR Lenders (the "**MRA**").

Due to the market imbalances and global economic slowdown in the past, the Company has been facing liquidity constraints, and has been working on various alternatives to align its debt obligations with the cash flows of the Company. The Company and two of its subsidiaries, namely Moser Baer Photo Voltaic Limited ("**MBPV**") and Moser Baer Solar Limited ("**MBSL**") had applied to the Corporate Debt Restructuring ("**CDR**") cell during 2012 for restructuring their rupee denominated debts through CDR mechanism envisaged under the guidelines issued by the Reserve Bank of India (the "**RBI**"). The CDR Cell approved the debt restructuring of the Company vide provisional letter dated September 20, 2012 which was amended vide letter dated October 22, 2012 (the "**LOA**"). The CDR scheme of MBPV has also been approved by CDR Cell vide provisional letter of approval dated September 27, 2012 which was amended vide letter dated October 15, 2012 and the CDR scheme of MBSL has been approved by the CDR Cell vide letter of approval dated March 18, 2013.

The Company has also executed a Master Restructuring Agreement ("**MRA**") dated December 27, 2012 with the CDR Lenders in furtherance to the CDR package of the Company, besides various other related documents as envisaged under the MRA. The broad terms of the Company's CDR scheme includes *inter alia*:

- a. Restructuring the existing debt facilities availed by the Company from

the CDR Lenders including revision of the interest rates, principal payment schedule and grant of certain new facilities;

- b. Creating certain additional security for the facilities covered under the MRA by pledging the promoters' shareholding in the Company, personal guarantee, negative lien on certain properties held by Moser Baer Infrastructure & Developers Limited ("**MBIDL**"), a corporate guarantee by MBIDL and a pledge of the shares of MBIDL held by Moser Baer SEZ Developer Limited and Solar Research Limited.
- c. The promoters are also required to contribute/ infuse funds into the Company to the extent of 25% of the sacrifice being made by the CDR Lenders (amounting to Rs. 40 crore) of which 20 crore is required to be brought upfront on implementation of the restructuring scheme and the balance 20 crore during financial year 2013-14.

In addition to the above, the Company is also in the process of restructuring its outstanding Foreign Currency Convertible Bonds (the "**FCCBs**"), which is not part of the Company's CDR scheme.

The above proposal is in the interest of the Company and your Directors recommend the resolution in Item No. 1 as special resolution for your approval by way of postal ballot. None of the directors are concerned or interested in Item No. 1 except Mr. Deepak Puri who is concerned or interested to the extent set out under Item No. 2 below.

##### **ITEM No. 2**

As mentioned in item no. 1 above, in terms of the LOA and the MRA, under CDR package, the promoters of the Company are required to contribute /infuse funds into the company to the extent of 25% of the sacrifice being made by the CDR Lenders (amounting to Rs. 40 crore) of which Rs. 20 crore is required to be infused upfront upon implementation of the restructuring scheme and the balance Rs. 20 crore shall be infused during financial year 2013-14.

In light of this requirement, Mr. Deepak Puri, one of the promoters of the Company has infused/agreed to infuse these funds into the Company by subscribing to:

- a. 2,00,00,000 equity shares of the Company of face value Rs. 10 each (the "**Equity Shares**") at a price of Rs. 10 per Equity Share on or before June 4, 2013 (the "**1<sup>st</sup> Tranche**"); and
- b. 2,00,00,000 Equity shares of the Company on or before March 31, 2014 at a price of Rs. 10 per Equity Share (the "**2<sup>nd</sup> Tranche**") in order to comply with the provisions of the LOA and MRA in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "**ICDR Regulations**").

The above investments would have resulted in Mr. Deepak Puri requiring to make a public announcement of an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"). However, Mr. Deepak Puri would be exempted from making a public announcement for an open offer under Regulation 10 (2) of the Takeover Regulations if the scheme of corporate debt restructuring set out in letter of approval dated September 20, 2012 and amended vide letter dated October 22, 2012 (the "**CDR LOA**"), issued by the Corporate Debt Restructuring Cell and the master restructuring agreement dated December 27, 2012 between the Company and the CDR Lenders (the "**MRA**") is approved by the special resolution proposed under item no 1.

The Equity Shares shall be listed at BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**" and together with the BSE, the "**Indian Stock Exchanges**"). The consent of the shareholders is also being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the listing agreement executed by the Company with the Indian Stock Exchanges where the Equity Shares of the Company are listed.

Section 81 of the Companies Act, 1956, as amended from time to time, and the relevant clause of the listing agreement entered into with the Indian Stock Exchanges where the equity shares of the Company are listed provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down in Section 81 of the Companies Act, 1956 unless the shareholders decide otherwise. Since the Special Resolution proposed in the business of the Notice results in the issue



of Equity Shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and the listing agreement entered into with the Indian Stock Exchanges.

**Other terms applicable to the Equity Shares:**

1. The aggregate consideration for subscriptions to the Equity Shares shall be paid by the proposed allottee on or before the respective dates of allotment of the Equity Shares.
2. The Equity Shares shall rank pari passu inter se and with the then existing equity shares of the Company in all respects.
3. The disclosures prescribed under Chapter VII of the ICDR Regulations are as follows:

**a. Objects of the preferential issue:**

To make allotment(s) to Mr. Deepak Puri, one of the promoters of the Company, in accordance with the terms of the LOA and MRA.

**b. Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

Mr. Deepak Puri, one of the promoters of the Company has conveyed his intention to subscribe to the 1<sup>st</sup> Tranche and the 2<sup>nd</sup> Tranche. No Equity Shares are being offered to any other director or key management personnel of the Company.

**c. Shareholding pattern before and after the preferential issue**

Shareholding pattern as on March 22, 2013, being the latest practicable date on which shareholder data was available prior to the date of approval and issuance of notice to the members and post-allotments shareholding pattern of the Company is set out below:

Category of Shareholder	Pre-Issue		1 <sup>st</sup> Tranche (Post allotment on/ before June 4, 2013 and pre-allotment of the 2 <sup>nd</sup> tranche)		2 <sup>nd</sup> Tranche (Post allotment on or before March 31, 2014)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>A. Promoters &amp; Promoters Group</b>						
Deepak Puri	23013857	13.67	43013857	22.84	63013857	30.25
Deepak Puri HUF	4406284	2.62	4406284	2.34	4406284	2.12
<b>Total (A)</b>	<b>27420141</b>	<b>16.29</b>	<b>47420141</b>	<b>25.18</b>	<b>67420141</b>	<b>32.37</b>
<b>B. Public</b>						
<b>Shareholding</b>						
Mutual Fund/UTI	1250	0.00	1250	0.00	1250	0.00
Financial Institutions/ Banks	7937	0.00	7937	0.00	7937	0.00
FIs	160164	0.10	160164	0.09	160164	0.08
Body Corporate	20200769	12.00	20200769	10.73	20200769	9.70
Individuals	92873465	55.18	92873465	49.32	92873465	44.59
Others	27642378	16.42	27642378	14.68	27642378	13.27
<b>Total (B)</b>	<b>140885963</b>	<b>83.71</b>	<b>140885963</b>	<b>74.82</b>	<b>140885963</b>	<b>67.63</b>
<b>TOTAL (A+B)</b>	<b>168306104</b>	<b>100.00</b>	<b>188306104</b>	<b>100.00</b>	<b>208306104</b>	<b>100.00</b>

\* Notes to the above table:

- The above pre-issue shareholding pattern has been prepared on the basis of the shareholding of the Company as on March 22, 2013 and post issue pattern has been prepared considering all the Equity Shares under tranche 1 and 2 have been allotted.
- The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee would have subscribed to and been allotted the Equity Shares of the Company.

In the event for any reason, the proposed allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

- It is further assumed that shareholding of the Company in all other categories will remain unchanged and excludes possible conversion of stock options.

**d. The time within which the preferential issue shall be completed:**

The allotment of Equity Shares pursuant to this resolution will be completed within the prescribed time limit i.e (i) on or before June 4, 2013 for the 1<sup>st</sup> Tranche and (ii) on or before March 31, 2014 for the 2<sup>nd</sup> Tranche.

**e. The identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them and change in control, if any, of the issuer consequent to the preferential allotment:**

Name of allottee	Post 1 <sup>st</sup> Tranche (Post allotment on/ before June 4, 2013 and pre-allotment of the 2 <sup>nd</sup> tranche)		Post 2 <sup>nd</sup> Tranche (Post allotment on or before March 31, 2014)	
	No. of Equity Shares	%	No. of Equity Shares	%
Mr. Deepak Puri	4,30,13,857	22.84	6,30,13,857	30.25

\* As the proposed allottee is a member of the promoter group, the allotment of the Equity Shares will not result in any change of control of the Company.

**f. Undertaking to recompute price and lock-in till the recomputed price is paid**

This is not applicable to the present case.

**g. Certificate from statutory auditors**

A copy of the certificate of the Company's statutory auditor certifying that these issuances are in accordance with the provisions of the ICDR Regulations will be made available for inspection at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day up to the last date for voting under Postal Ballot.

**h. Relevant date**

The price at which the Equity Shares proposed to be issued to Mr. Deepak Puri has been determined in accordance with Chapter VII of the ICDR Regulations, based on the higher of: (a) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the twenty six weeks preceding the relevant date or (b) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date.

The "Relevant Date" for the purpose of calculating the price of the Equity Shares is October 22, 2012, i.e., date of the final approval of the Company's Corporate Debt Restructuring Scheme.

**i. Lock-in**

The Equity Shares allotted to Mr. Deepak Puri shall be locked-in as per the provisions of the ICDR Regulations.

Mr. Deepak Puri and Mrs. Nita Puri, directors of the Company, are deemed to be interested in the passing of this Resolution as set out in the accompanying Notice pursuant to Section 192A of the Companies Act, 1956, since they are directors and/or shareholders of the Company.

The Board believes that the issue of Equity Shares to Mr. Deepak Puri, one of the promoters of the Company is in the interest of the Company and, therefore, recommends the resolution for your approval.

**By Order of the Board of Directors  
for Moser Baer India Limited**

**Place: New Delhi  
Date: March 29, 2013**

**Minni Katariya  
Company Secretary**



# Moser Baer India Limited

43B, Okhla Industrial Estate, Phase – III, New Delhi-110020

## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

- (1) Name & Address of the Shareholder(s)  
Including Joint-holders  
(IN BLOCK LETTERS)
- (2) Registered Folio No./ DP ID No. -  
Client ID No.\*  
\*(Applicable to investors holding share  
in demat form)
- (3) No. of Shares held
- (4) E-mail ID
- (5) I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below.:

Resolution no. and Description	No. of Shares for which vote cast	I/We assent to the resolution	I/We dissent to the resolution
<b>Resolution no. 1 (as a Special Resolution)</b> Approval of Corporate Debt Restructuring Scheme			
<b>Resolution no. 2 (as a Special Resolution)</b> Preferential allotment under Section 81(1A)			

Place  
Date :

Signature of the Shareholder

**NOTES: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE EXERCISING YOUR VOTE**

## ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting System Sequence Number)	User ID	Password/PIN

**NOTES: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE EXERCISING YOUR VOTE.**

## NOTES/INSTRUCTIONS

### Physical Vote

- Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of resolution by Postal Ballot) Rules 2011, the assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice dated March 29, 2013 is being determined through postal ballot.
- The votes should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid.
- The Company has appointed Mr. D P Gupta, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process.
- The Company has appointed Mr. Deepak Puri, Chairman & Managing Director, Ms. Minni Katariya, Head-Legal & Company Secretary and Mr. S K Mata, Authorised Signatory, as the persons responsible for the entire postal ballot voting process.
- A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified hereinbefore. Request for issue of duplicate ballot form shall not be entertained after May 5, 2013.
- Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on March 22, 2013.
- The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot but not later than closing of business hours on May 18, 2013.
- The Chairman of the Board and in his absence, any person authorized by the Chairman will **announce the result** of the postal ballot at the Registered Office of the Company at 43B, Okhla Industrial Estate, Phase-III, New Delhi-110020 (India) on **May 20, 2013** at 1800 hours. The members, who wish to be present at the time of declaration of the results, may do so at the said venue. The date of declaration of postal ballot result will be taken to be the date of passing of the Special Resolution.
- The Result of the postal ballot will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the website of the Company.
- Shareholders desiring to exercise voting right by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Postage will be borne and paid by the Company. *However, envelope containing Postal Ballot Forms, if sent by courier/registered post at the expense of shareholder will also be accepted.*
- The Postal Ballot Form should be completed and signed by the Sole/First named Shareholder. In the absence of the first named shareholder in a joint holding, the Form may be completed and signed by the next named Shareholder. *(However, where the Form is sent separately by the first named Shareholder and the Joint holder(s), the vote of the first named Shareholder would be valid).*
- In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signature(s) of Authorised Signatory(ies).
- Postal Ballot cannot be exercised by a Proxy.
- Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
- Members are requested not to send any other matter along with the Postal ballot Form in the enclosed pre-paid postage self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the scrutinizer.
- All documents referred to in the accompanying Notice & Explanatory Statement are open for inspection at the Registered office of the Company on all working days except Saturdays and Sundays between, 11.00 am to 1 pm upto May 15, 2013.

### Electronic Vote

The Company is extending its offer of e-voting facility as an alternate, for its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The procedure for the same is as under:

- Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Now click on "Shareholders" tab to cast your votes.
- Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "**MOSEBAER**" from the drop down menu and click on "SUBMIT".
- Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while E voting

\*Members who have not updated their PAN with the Company / Depository Participant are requested to contact company on [shares@moserbaer.net](mailto:shares@moserbaer.net) for obtaining default number for log-in.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in Physical form will then reach directly to the voting screen.
- Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- Enter the number of shares (which represent no. of votes) under each of the headings of resolution, if you want to vote YES/NO, but not exceeding your total holding.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you have voted on a resolution, you will not be allowed to modify your vote.
- You can log in any number of times till you have voted on all these resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballot), whichever is earlier.
- Kindly note that the members can opt only one mode for voting i.e. either by Physical ballot or e-voting. If you are opting for e-voting, then do not vote physical ballot also and vice versa. However, in case member(s) cast their vote both via physical ballot or e-voting, then voting done through physical ballot shall prevail and voting done by e-voting will be treated as invalid.
- In addition to above, the non-individual members, like Body Corporate, FIs, Mutual Funds, Banks, Trust, etc., who opt for e-voting, are also required to submit Board Resolution/Power of Attorney authorizing any person to exercise the Voting Power on their behalf. Scanned copies of such documents are required to be sent to CDSL through e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The file containing the said documents should be named as "Member's name\_130402001". The documents can be sent before /immediately after casting the vote. However, in case the same do not reach CDSL before closure of voting, the vote so exercised will be rejected in the system.
- If you wish to provide feedback on the e-voting system click on 'Suggestions'. In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), or [shares@moserbaer.net](mailto:shares@moserbaer.net).