

July 04, 2014

The Manager,
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block G
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Symbol - MOSERBAER Series- EQ

Sub: Proceedings of the Annual General Meeting of the Company

Dear Sir,

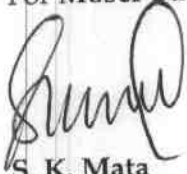
Pursuant to the provisions of Clause 31 of the Listing Agreement, please find enclosed herewith a copy of the proceedings of the Annual General Meeting held today i.e. July 04, 2014.

You are requested to kindly take the same on your records.

Thanking You,

Yours faithfully,

For Moser Baer India Limited



S. K. Mata
Sr. Manager - Secretarial

Encl : As above

E-mail Id: shares@moserbaer.in CIN No.: L51909DL1983PLC015418

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF MOSER BAER INDIA LIMITED HELD ON FRIDAY, 4TH JULY, 2014 AT 9.30 A.M. AT FICCI AUDITORIUM, FEDERATION HOUSE, TANSEN MARG, NEW DELHI - 110001.

1. Mr. Deepak Puri, Chairman and Managing Director took the Chair and welcomed the members to the 31st Annual General Meeting of the Company.
2. Mr. Deepak Puri then asked the Company Secretary to ascertain the quorum. After ascertaining the same by the Company Secretary, the Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum, as per the Companies Act, 2013, was fulfilled.
3. The Statutory Registers, Proxy Registers and inspection documents were available during the meeting for inspection of the Members.
4. With the concurrence of the Members, the Notice of 31st Annual General Meeting together with the Financial Statements, Directors' Report. The Company Secretary read the Auditor's Report.
5. Mr. Deepak 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.
6. He stated that the Company had provided electronic voting facility to the members entitled to cast their vote at the Annual General Meeting, as per the Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014 and therefore, it was obligatory to provide similar voting rights to the members present, in person and through proxies at the Annual General Meeting, to vote in proportion to the shares held by them. He stated that Poll will be taken for the voting on all the resolutions of ordinary and special businesses as set out in items 1 to 12 of the Notice of the 31st Annual General Meeting.
7. He declared that the Scrutinizer for the electronic voting and the poll, Mr. D.P. Gupta, Partner, M/s SGS Associates, Company Secretaries, appointed for independently carrying out the voting in a fair and transparent manner, had submitted the report on the electronic voting to the Chairman before the commencement of Annual General Meeting.
8. The Chairman, thereafter, ordered the Poll on the resolutions as set out in notice i.e. resolution 1 to 12 except item no. 3, 4, 8 and 9, he being an interested party, and requested all the members and proxy holders present and entitled to vote to participate in the Poll. It was decided that the polling will be taken immediately and will end at 11.30 AM. Mr. Sanjay Jain, Director took Chair for item nos. 3, 4, 8 and 9.

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9. The Chairman requested the Company Secretary to explain the new process of e-voting and poll. The Company Secretary stated that the results of voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He declared that on receipt of Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared on Saturday, 5th July, 2014 at 4.00 pm at the registered office of the Company. The results to be declared for each resolution shall indicate votes on Poll & electronic voting and would be immediately intimated to the National Stock Exchange of India Ltd. and BSE Ltd. and shall also be uploaded on the Company's website www.moserbaer.com with the respective reports of Scrutinizer for electronic voting and the Poll and shall be available at the registered office of the Company.
10. Mr. D.P. Gupta, Scrutinizer conducted the Poll, showing empty polling box to the members, locking and sealing of empty polling box in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll at around 11.30 AM. The scrutinizer then took the custody of polling box.
11. Mr. D.P. Gupta, Scrutinizer took over the Poll proceedings and was requested by Mr. Deepak Puri to submit his Poll report to him so that the results can be declared on the announced time.
12. On the basis of the report dated 2nd July, 2014 of the Scrutinizer for the electronic voting (which was conducted on 26th and 27th June, 2014) and the Scrutinizer's report for the Poll at the Annual General Meeting (to be received in due course), the Chairman/Company Secretary shall announce the results of voting on 5th July at 4.00 PM in respect of following item transacted as per the notice of the Annual General meeting.

Resolution Nos. as given in the Notice of the 31st Annual General Meeting:-

Ordinary Business:

1. Ordinary resolution for adoption of audited Balance sheet as at December 31, 2013, Statement of Profit and Loss, Cash Flow Statement for the period ended on that date and the Auditor's Report and the Directors' Report thereto.
2. Ordinary Resolution for appointment of Director in place of Mr. Bernhard Gallus, who retires by rotation and being eligible offers himself for re-appointment
3. Ordinary Resolution for appointment of Director in place of Mr. Deepak Puri, who retires by rotation and being eligible offers himself for re-appointment
4. Ordinary Resolution for appointment of Director in place of Mrs. Nita Puri, who retires by rotation and being eligible offers himself for re-appointment



5. Ordinary Resolution for re-appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

Special Business

6. Ordinary Resolution for appointment of Mr. Sanjay Jain as Independent Non-Executive Director.

7. Ordinary Resolution for appointment of Mr. K. Ajit Kumar as Non Executive, Independent Nominee Director.

8. Special Resolution for appointment of Mr. Deepak Puri as Managing Director and fixation of his remuneration for a period of three years w.e.f. September 01, 2014

9. Special Resolution for appointment of Mrs. Nita Puri as Whole-Time Director and fixation of her remuneration for a period of three years w.e.f. December 01, 2014

10. Special Resolution for authorization to Board of Directors for borrowing to an amount not exceeding INR 3,000 crores.

11. Special Resolution for authorization to Board of Directors to create mortgage/charges/ hypothecation in favor of lenders up to an amount not exceeding INR 3,000 crores

12. Ordinary Resolution for authorization to Board of Directors to contribute, donate, subscribe to any charitable trust/purposes up to an amount not exceeding INR 20,00,000/-

There being no other business to be transacted, the 31st Annual General Meeting concluded with a Vote of thanks to the Chair.

For MOSER BAER INDIA LTD.



COMPANY SECRETARY