

## NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Company will be held on Thursday, 29th September, 2011 at 9:30 a.m. at NCUI Auditorium, NCUI Convention Centre 3, Khel Gaon Marg, New Delhi - 110016 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st 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 consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Walker, Chandio & Co., Chartered Accountants (FRN No. 001076N), in respect of whom a notice in writing from a member of the Company signifying his intention to appoint them as the Auditors of the Company has been received pursuant to Section 225 of the Companies Act, 1956, be and are hereby appointed as Auditors of the Company in place of M/s Price Waterhouse (FRN No. 012754N), Chartered Accountants, the retiring Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual general Meeting on a remuneration to be decided by the Board of Directors/Committee of the Company in consultations with them."

### SPECIAL BUSINESS

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Vineet Sharma, was appointed as an Additional Director of the Company by the Board of Directors as per Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director, under Section 257 of the Companies Act, 1956 and who being eligible for appointment to the office of Director, be and is hereby appointed as Independent Director of the Company liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Deepak Puri as Managing Director of the Company for a period of five years with effect from 1st September, 2011.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 4,00,00,000/- (Rupees Four Crores only) per annum to Mr. Deepak Puri, Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during the currency of tenure of Mr. Deepak Puri as Managing Director, the Company has no profits or its profits are inadequate, then remuneration of Rs. 4,00,00,000/- (Rupees Four Crores only) be paid to him with the prior approval of Central Government or such other amount upto the limit of Rs. 4,00,00,000/- (Rupees Four Crores only) as may be permitted by the Central Government, in accordance with the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 at that time.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or

desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Deepak Puri, Managing Director, including the components of the above mentioned remuneration payable to him subject to the over all cap of Rs. 4,00,00,000/- (Rupees Four Crores only) per annum."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to re-appoint Mrs. Nita Puri as a Whole Time Director of the Company for a period of five years with effect from 1st December, 2011.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 57,50,000/- per annum (Rupees Fifty Seven lakhs Fifty Thousand Only) to Mrs. Nita Puri, Whole Time Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during the currency of tenure of Mrs. Nita Puri as a Whole Time Director, the Company has no profits or its profits are inadequate, then remuneration as decided above be paid to her with the prior approval of Central Government or such other amount upto the limit as decided above as may be permitted by the Central Government, in accordance with the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 at that time.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mrs. Nita Puri, Whole Time Director, including the components of the above mentioned remuneration payable to her subject to the over all cap of Rs. 57,50,000/- per annum (Rupees Fifty Seven lakhs Fifty Thousand Only)."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Ratul Puri as Executive Director of the Company for a period of five years with effect from 1st October, 2011.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 2,40,00,000/- (Rupees Two Crores Forty lakhs only) per annum to Mr. Ratul Puri, Executive Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during the currency of tenure of Mr. Ratul Puri as Executive Director, the Company has no profits or its profits are inadequate, then remuneration of Rs. 2,40,00,000/- (Rupees Two Crores Forty lakhs only) be paid to him with the prior approval of Central Government or such other amount upto the limit of Rs. 2,40,00,000/- (Rupees Two Crores Forty lakhs only) as may be permitted by the Central Government, in accordance with the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 at that time.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or

desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Ratul Puri, Executive Director, including the components of the above mentioned remuneration payable to him subject to the over all cap of Rs. 2,40,00,000/- (Rupees Two Crores Forty lakhs only) per annum."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293 (1) (e) of the Companies Act, 1956 and other provisions, if any of the Companies Act, 1956 or rules made there-under, consent of the members of the Company be and is hereby granted to the Board of Directors 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, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, upto an amount not exceeding Rs. 70,00,000/- (Rupees Seventy Lakh Only) for the financial year 2011-12 notwithstanding the fact that said amount may exceed Rs. 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, which ever is greater."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment, modification or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to cancel unissued Seven Lakh Fifty Thousand Preference Shares of Rs. 100/- each from the existing Authorized Capital of the Company of Rs. 270,00,00,000/- (Rupees Two Hundred Seventy Crores only) divided into 2,62,500,000 (Twenty Six Crores Twenty Five Lacs) Equity shares of Rs. 10/ (Rupees Ten) each and 7,50,000 (Seven Lakhs Fifty Thousand) Preference shares of Rs. 100/-(Rupees One Hundred) each and reclassify the Authorised Capital of the Company to Rs. 270,00,00,000/- (Rupees Two Hundred Seventy Crores only) divided into 2,70,000,000 (Twenty Seven Crores) Equity shares of Rs. 10/-(Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956, Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from Rs. 270,00,00,000/- (Rupees Two Hundred Seventy Crores only) divided into 2,70,000,000 (Twenty Seven Crores) Equity shares of Rs. 10/-(Rupees Ten) each to Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) divided into 3,00,000,000 (Thirty Crores) Equity shares of Rs. 10/-(Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Deepak Puri, Managing Director, Mr. Ratul Puri, Executive Director or Ms. Minni Katariya, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem expedient, necessary, fit or proper in connection therewith or incidental thereto and to settle all/any questions, doubts or difficulties which may arise in this regard."

12. To consider and if thought fit, to pass with or without modifications(s), the following resolution as a special resolution:

"RESOLVED THAT, upon Resolution No.11 above pertaining to increase in Authorised Share Capital becoming effective, Clause V of the Memorandum of Association of the Company be altered by deletion of the existing Clause V and substitution in place thereof the following Clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) divided into 3,00,000,000 (Thirty Crores) Equity shares of Rs. 10/-(Rupees Ten) each.

13. To consider and if thought fit, to pass with or without modifications(s), the following resolution as an Ordinary resolution:

"RESOLVED THAT, upon Resolution No. 11 above pertaining to increase in Authorised Share Capital becoming effective, Article 5 of the Articles of Association be altered by deletion of the existing Article 5 and substitution in place thereof the following Article as Article 5:

"The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association payable in the manner as may be determined by

the Directors from time to time, with power to increase, reduce, sub-divide, or to repay the same or to divide the same into several classes and to attach thereto any right and to consolidate or sub-divide or re-organise the shares subject to the provisions of the Act, to vary such rights as may be determined in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf."

14. To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India (GOI), the Reserve Bank of India (RBI), the provisions of the Foreign Exchange Management Act, 1999 (FEMA) and other applicable regulations, schemes and subject to the approval, consent, permission and / or sanction of the Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other Ministries / Departments of the Government of India, the RBI and the Securities and Exchange Board of India (SEBI) and / or any other competent authorities and the enabling 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 Company's shares are listed and in accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and any competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall include any Committee thereof) consent of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets, for a value of upto USD 125 Million such number of Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and / or Equity Shares through Depository Receipt Mechanism and / or any Other Financial Instruments (OFIs) convertible into or linked to Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as 'the Securities') or any combination of Securities to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Foreign Institutional Investors, Promoters, Indian and/or Multilateral Financial Institutions, Mutual Funds, Non- Resident Indians, Employees of the Company and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the 'Investors') including allotment in exercise of a green shoe option, if any, by the Company, through private placement(s) at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the Lead Managers, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT subject to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), approval of the shareholders and the provisions of the Securities and Exchange Board of India Regulations and the provisions of the Foreign Exchange Management Act, (FEMA) and regulations made there under, the Board of Directors may at their absolute discretion, issue, offer and allot Equity Shares or Warrants convertible into Equity Shares simultaneously with non convertible debentures upto the amount of USD 125 Million inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the ICDR Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the ICDR Regulations (hereinafter referred to as 'Eligible Securities' within the meaning of the ICDR Regulations), the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board, issued for such purpose, shall be fully paid-up and the allotment of such Eligible Securities or any combination thereof, shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the

ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the securities shall be determined by the Board (which expression includes any Committee thereof constituted or to be constituted to exercise its powers) at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations subsequent to the receipt of shareholders' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act and other applicable laws, regulations and guidelines.

RESOLVED FURTHER THAT in the event that Warrants which are convertible into Equity Shares of the Company are issued simultaneously with non convertible debentures to Qualified Institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the meeting in which the Board decides to open the issue of such Warrants simultaneously with non convertible debentures subsequent to the receipt of shareholders' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act and other applicable laws, regulations and guidelines OR the date on which the holder of such Warrants, which are convertible into or exchangeable with the Equity Shares, becomes entitled to apply for the Equity Shares against such Warrants.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued through international offerings, the relevant date for the purpose of pricing the Securities shall be the meeting in which the Board decides to open the issue of such Securities subsequent to the receipt of shareholders' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act and other applicable laws, regulations and guidelines and in accordance with the 1993 Scheme and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities and the Eligible Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities and the Eligible Securities during the duration of the Securities and the Eligible Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities and the Eligible Securities that are not subscribed.

RESOLVED FURTHER THAT:

- (i) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (ii) the underlying Equity Shares shall rank pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the issue of Equity Shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities or the Eligible Securities at the same price at which the same are offered to the existing shareholders; and
- (c) in the event of any merger, amalgamation, takeover or any other re-organization, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Managers, Underwriters,

Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Advisors and all such Agencies as may be involved or concerned in such offerings of Securities or the Eligible Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more national and international Stock Exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or the Eligible Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the Issue(s), including the class of investors to whom the Securities or the Eligible Securities are to be allotted, number of Securities or the Eligible Securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and / or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer documents(s), execution of various transaction documents, creation of mortgage / charge in accordance with Section 293(1)(a) of the Companies Act, 1956, in respect of any Securities or the Eligible Securities as may be required either on pari-passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

15. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 309, 314 and other applicable provisions if any of the Companies Act, 1956 and subject to such statutory approvals and consents as may be required, consent of the members of the Company be and is hereby accorded to enter into Consulting Agreement with HARCOURT, a company incorporated under the laws of France, (hereinafter called "the Consultant", which expression shall include its respective administrators, executors and assigns) and represented by its Managing Partner, Mr. Frank E. Dangeard, Director for the sum of upto Euro 20,000 p.a for a period of one year, which may be extended by the mutual consent.

RESOLVED THAT consent of the members be and is hereby accorded to Board of Directors or any person authorized by the Board of Directors to do all acts, deeds and things as may be required in this regard."

Regd. Office:  
43-B, Okhla Indl Estate,  
New Delhi - 110 020.

Date: 03.09.2011

By order of the Board of Directors  
for MOSER BAER INDIA LTD.

Minni Katariya  
Head Legal & Company Secretary

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE OFFICE OF THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT- MCS LIMITED LOCATED AT F-65, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE - I, NEW DELHI - 110 020 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
2. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 28th September, 2011 (Wednesday) to 29th September, 2011 (Thursday) (both days inclusive).
4. The certificate from the Auditors of the company certifying that the company's Employees Stock Option Plan-2004, Directors Stock Option Plan-2005 and Employees Stock Option Plan-2009 are being implemented in accordance with SEBI Guidelines, 1999 (Employees Stock Option Scheme and Employees Stock Purchase Scheme), and in accordance with the resolution of the members passed at the general meeting will be available for the inspection by the members at the AGM.
5. The SEBI vide circular No. MRD/ DoP/ Cir-05/ 2009 dated May 20, 2009 has made it mandatory to furnish copy of PAN card to the Company/ RTAs for registration of transfer of shares, for securities market transactions and off-market/private transactions involving transfer of shares in physical form. In this connection, the transferees of the Company's shares are requested to submit a copy of their PAN card along with the Transfer Deed.
6. Members are requested to notify any change of address:
  1. To their depository participants (DP) in respect of shares held in dematerialized form, and
  2. To Registrar and Share Transfer Agent of the Company- MCS Limited, whose office is located at F-65, 1st Floor Okhla Industrial Area, Phase - I, New Delhi - 110 020, in respect of shares in physical form, to notify their change of address/ residential status, if any, under their signatures and quoting respective folio number, latest by 27th September, 2011.
7. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect lie against IEPF or the Company.  
 Those members who have not yet encashed their dividend warrants for the previous years may refer the matter along with relevant details to the Company Secretary at the Registered Office of the Company located at 43-B, Okhla Industrial Estate, New Delhi-110020 to claim their unpaid dividend.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
11. Kindly bring your copies of the Annual Report to the meeting.
12. All the statutory records and registers required to be kept open for inspection in terms of the provisions of the Companies Act, 1956 and the rules made there under, are available for inspection by the members of the Company at its Registered Office between 11.00 A.M. to 1.00 P.M. on each working day upto the meeting date and also at the place of the meeting on the meeting day.

13. Particulars of Directors to be appointed / re-appointed at the 28th Annual General Meeting:

I) **Mr. Frank E Dangeard**

Mr. Frank E Dangeard, aged 53 years, has graduated from the Ecole des Hautes Etudes Commerciales, from the Paris Institut d'Etudes Politiques and from Harvard Law School. He also serves on the Board of Directors of Symantec, Calyon (Crédit Agricole Group), French Electricity Company "Electricite de France" (EDF) and Sonae SGPS, S.A. He was the Chairman and Chief Executive Officer of Thomson S.A. and Senior Executive Vice President of France Telecom and non-executive Chairman of Thomson. Prior to joining Thomson, Mr. Frank E Dangeard was managing director of SG Warburg & Co. Ltd and chairman of SBC Warburg France. Before joining SG Warburg & Co. Ltd, Mr. Frank E Dangeard was a lawyer with Sullivan & Cromwell LLP in New York and London.

A. Directorship

S. No.	Name of the Companies
1	Moser Baer Project Private Limited

B. Committee Membership

S.No.	Name of the Company	Name of the Committee	Chairman/Member
1	Moser Baer India Limited	Audit Committee	Member
2	Moser Baer Project Private Limited	Audit Committee	Member

Mr. Frank E Dangeard does not hold any shares of the Company.

II) **Mr. V N Koura**

Mr. V N Koura, aged 70 years, is the senior partner of M/s. Koura & Company, a leading firm of legal consultants in India. He studied journalism at the London School of Journalism and Languages (London). He received his formal legal education at Lincoln's Inn, London (England) and earned the degree of Barrister-at-law in 1964, whereafter he was admitted to practice law in India.

Over the past 40 years, Mr. Koura has come to be recognized as a leading commercial lawyer in India, and has been involved in negotiating and finalizing important mergers and acquisitions in India by national and international companies, and in the formation and finalization of some of the largest contracts entered in India. He has led a team that has handled probably the largest commercial arbitration in India involving disputes of approximately a billion dollars, and is the lead legal consultant for Crude Oil, Petroleum and Natural Gas, and is probably the most experienced lawyer in India in the field. His experience includes handling and advising in Banking, Construction and Telecommunication sectors in the country.

The information regarding other Directorship and Membership of the Board Committee is as under:

A. Directorship

S. No.	Name of the Company
1	National Cereals Products Limited
2	C&S Electric Limited
3	HCL Info systems Limited

B. Committee Membership

S. No.	Name of the Company	Name of the Committee	Chairman/ Member
1	Moser Baer India Limited	Audit Committee	Chairman

Mr. V N Koura does not hold any shares of the Company.



**III) Mr. Prakash Karnik**

Mr. Prakash Karnik, aged 53 years, is an engineer from the Indian Institute of Technology. He is a management and investment expert and having over 25 years of work experience in engineering and finance sectors in the country. He has worked in senior positions for both government and private sector organizations such as Jardine Fleming India Securities Ltd, Unit Trust of India, Economic Development Corporation of Goa Ltd, and more. The information regarding other Directorship and membership of the Board Committee is as under:

**A. Directorship**

S. No. Name of the Company

1. Orion Equity Advisory Pvt Limited
2. Union KBC Asset Management Co. Private Limited

**B. Committee Membership**

S. No.	Name of the Company	Name of the Committee	Chairman/Member
1	Moser Baer India Limited	Investor's Grievance Committee	Member
2	Moser Baer India Limited	Audit Committee	Member
3	Union KBC Asset Management Company (P) Ltd.	Audit Committee	Member

Mr. Prakash Karnik does not hold any shares of the Company.

**IV) Mr. Vineet Sharma**

Mr. Vineet Sharma aged 51 years, has graduated from Delhi University and is an MBA from IMT, Ghaziabad. He is also Heading National Sales Team for Business Development and having an experience for about 10 years as a Marketing Director. He holds Expertise in pricing strategies, client relations and needs assessment, marketing, financial management, purchasing, administration and staff training, supervision and motivation and Liaisoning with Government Departments. He is an experienced and goal-oriented professional with a track record of consistently meeting and exceeding established goals and objectives related to sales, marketing, business development and client relations.

The information regarding other Directorship and membership of the Board Committee is as under:

**A. Directorship**

S.No. Name of the Company

- 1 Moser Baer Photo Voltaic Limited

**B. Committee Membership**

S.No.	Name of the Company	Name of the Committee	Chairman/Member
1	Moser Baer Photo Voltaic Limited	Audit Committee	Member

Mr. Vineet Sharma does not hold any shares of the Company.

**V) Mr. Deepak Puri**

Mr. Deepak Puri, aged 70 years, is a co-promoter and Managing Director of the Company and having over 35 years of industry experience in the field of manufacturing Magnetic and Optical Media products. He has a degree in Mechanical Engineering from Imperial College, London.

Mr. Deepak Puri has excellent grasp and experience of not only Engineering and Technology but also of general management of the Companies wherein he has thorough knowledge of Income Tax, Sales Tax, Company law, etc. The information regarding other Directorship and membership of the Board Committee is as under:

A. Directorship

S. No.	Name of the Companies
1	Moser Baer Solar Limited
2	Moser Baer SEZ Developer Limited
3	Moser Baer Investments Limited
4	Moser Baer Entertainment Limited
5	Moser Baer Laboratories Limited
6	Solar Research Limited
7	Induco Infradevelopers Limited
8	Moser Baer Infrastructure and Developers Limited
9	Pulsar Solar Power Private Limited
10	Value Solar Energy Private Limited
11	Pride Solar Systems Private Limited
12	Admire Energy Solutions Private Limited
13	Arise Solar Energy Private Limited
14	Competent Solar Energy Private Limited
16	Cobol Technologies Private Limited
17	Emery Technologies Private Limited
18	Sapphire Hydro Power Private Limited
19	Ellencon Power Projects Private Limited
20	Cobol Electronics & Solutions Private Limited
21	Emery Infrastructure & Developers Private Limited
22	Emery Electronics & Solutions Private Limited
23	Cobol Infrastructure & Developers Private Limited
24	Cobol Power & Technologies Private Limited
25	Swift Powertech Private Limited
26	Equant Network Services India Private Limited

B. Committee Membership

S. No.	Name of the Company	Name of the Committee	Chairman/Member
1	Moser Baer India Limited	Investor's Grievance Committee	Member
2	Moser Baer Solar Limited	Audit Committee	Chairman
3	Moser Baer Infrastructure and Developers Limited	Audit Committee	Chairman
4	Moser Baer SEZ Developer Limited	Audit Committee	Chairman
5	Solar Research Limited	Audit Committee	Chairman
6	Moser Baer Entertainment Limited	Audit Committee	Chairman

57,62,973 shares are held by Mr. Deepak Puri.

**VI) Mrs. Nita Puri**

Mrs. Nita Puri, aged 66 years is a co-promoter and currently a Whole Time Director - Administration and HR of the Company. A graduate from Calcutta University, she has over 20 years of experience in the area of administrative affairs. She has been with the company since inception and has been closely involved in its growth. The information regarding other Directorship and membership of the Board Committee is as under:

**A. Directorship**

S. No.	Name of the Companies
1	Moser Baer Solar Limited
2	Moser Baer Investments Limited
3	Moser Baer Entertainment Limited
4	Moser Baer Energy Limited
5	Moser Baer SEZ Developer Limited
6	Solar Research Limited
7	Induco Infradevelopers Limited
8	Moser Baer Infrastructure and Developers Limited
9	Pulsar Solar Power Private Limited
10	Value Solar Energy Private Limited
11	Pride Solar Systems Private Limited
12	Admire Energy Solutions Private Limited
13	Arise Solar Energy Private Limited
14	Competent Solar Energy Private Limited
15	Emery Technologies Private Limited

B. Committee Membership			
S. No.	Name of the Company	Name of the Committee	Chairman/Member
1	Moser Baer India Limited	Investor's Grievance Committee	Member
2	Moser Baer Solar Limited	Audit Committee	Member
3	Moser Baer Infrastructure and Developers Limited	Audit Committee	Member
4	Moser Baer SEZ Developer Limited	Audit Committee	Member
5	Solar Research Limited	Audit Committee	Member
6	Moser Baer Entertainment Limited	Audit Committee	Member

34,34,631 shares are held by Mrs. Nita Puri.

**VII) Mr. Ratul Puri**

Mr. Ratul Puri, aged 38 years, is Executive Director of the Company. He has a degree in Computer Engineering from Carnegie Mellon University, Pittsburg PA, USA and did his schooling from St. Colombus, New Delhi.

Mr. Ratul Puri was instrumental in setting up plants for manufacturing Compact Disc- Recordable, the first to come up in India. He has helped transforming the company from single business into a multi-technology organization, diversifying into exciting areas of Solar Energy, Entertainment and IT peripherals and Consumer Electronics. The information regarding his other Directorships and memberships of the Board Committee is as under:

A. Directorships

S. No. Name of the Company

1. Moser Baer Laboratories Limited
2. Moser Baer SEZ Developer Limited
3. Solar Research Limited
4. Moser Baer Investments Limited
5. Moser Baer Entertainment Limited
6. Moser Baer Solar Limited (Formerly known as PV Technologies India Limited)
7. Moser Baer Infrastructure and Developers Limited
8. Induco Infradevelopers Limited
9. Moser Baer Projects Private Limited
10. MB Power (Madhya Pradesh) Limited
11. Pulsar Solar Power Private Limited
12. Value Solar Energy Private Limited
13. Pride Solar Systems Private Limited
14. Admire Energy Solutions Private Limited
15. Arise Solar Energy Private Limited
16. Competent Solar Energy Private Limited
17. Cobol Technologies Private Limited
18. Sapphire Hydro Power Private Limited
19. Cobol Electronics & Solutions Private Limited
20. Emery Infrastructure & Developers Private Limited
21. Emery Electronics & Solutions Private Limited
22. Cobol Infrastructure & Developers Private Limited
23. Cobol Power & Technologies Private Limited
24. Swift Powertech Private Limited
25. Ellencon Power Project Private Limited

B. Committee Membership

S. No.	Name of the Company	Name of the Committee	Chairman / Member
1	Moser Baer Solar Limited	Audit Committee	Member
2	Moser Baer Entertainment Limited	Audit Committee	Member
3	Moser Baer Infrastructure and Developers Limited	Audit Committee	Member
4	Moser Baer Projects Private Limited	Audit Committee	Member
5	Solar Research Limited	Audit Committee	Member
6	Moser Baer SEZ Developer Limited	Audit Committee	Member

1,61,43,753 shares are held by Mr. Ratul Puri.

14. Moser Baer is concerned about the environment and utilizes natural resources in a sustainable way. Recently, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by the MCA, we hereforth propose to send documents like the Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report, etc. to the email address provided by you with your depositories. We request you to update your email address with your depository participant to ensure that the annual report and other documents reach on your preferred email.
15. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the following address:

Moser Baer India Ltd

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

Tel. Nos. 011-40594444, 26911570-74

Fax Nos. 011-41635211, 26911860

Or e-mail their grievances / queries to the Company Secretary at the following e-mail address:

shares@moserbaer.net

Regd. Office:  
43-B, Okhla Indl Estate,  
New Delhi - 110 020.

Date: 03.09.2011

By order of the Board of Directors  
for MOSER BAER INDIA LTD.

Minni Katariya  
Head Legal & Company Secretary

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

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### ITEM NO. 5:

M/s Price Waterhouse are the statutory Auditors of the Company.

The Audit Committee and the Board of Directors in order to adhere to the best Corporate Governance Practices have decided to appoint Statutory Auditor on rotational basis. M/s Price Waterhouse have been the Statutory Auditor of the Company since F.Y 2004-05.

The Company has received a special notice pursuant to Section 225 of the Companies Act, 1956, from a member proposing to move a resolution for the appointment of Walker, Chandiook & Co., Chartered Accountants, as Statutory Auditors of the Company in place of the retiring Auditors, M/s Price Waterhouse.

The Board of Directors of the Company proposes to appoint Walker, Chandiook & Co., Chartered Accountants, as Statutory Auditors of the Company at the ensuing Annual General Meeting.

Walker, Chandiook & Co., Chartered Accountants, have expressed their willing to act as Statutory Auditors of the Company, if appointed, and have confirmed that the said appointment would be in conformity with provisions of Section 224(1B) of the Companies Act, 1956.

Walker, Chandiook & Co., have access to large international network through member firms of Grant Thornton International all over the world and would be helpful and useful to the Company in managing its international operations. they have representations on various Accounting Board & Committees in India and cater to leading Companies.

The Board of Directors recommended passing the proposed resolution as an ordinary resolution.

None of the Directors are in any way concerned or interested in the resolution.

### ITEM NO. 6:

The Board of Directors of the Company had appointed Mr. Vineet Sharma as Additional Director of the Company with effect from 31st March, 2011. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Vineet Sharma will hold office only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as director.

The Company has received notice under section 257 of the Companies Act, 1956 from member of the Company along with the requisite amount, proposing appointment of Mr. Vineet Sharma as Independent Director of the Company, liable to retire by rotation.

A brief resume of Mr. Vineet Sharma is provided at note no.13 of the notice. The Board of Directors proposes to appoint Mr. Vineet Sharma as Director of the Company.

Except, Mr. Vineet Sharma, no other directors of the company are concerned or interested in the proposed resolution.

### ITEM NO. 7:

Mr. Deepak Puri is a co-promoter and Managing Director of the Company. His current term of appointment as a Managing Director of the Company will expire on 31st August, 2011. In view of his technical qualifications, excellent grasp and thorough knowledge of various laws relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Deepak Puri should be available to the Company for a further period of five years with effect from 1st September, 2011.

In terms of the provisions of the Articles of Association of the Company, the Board of Directors has, at its meeting held on 24th August, 2011, re-appointed him as a Managing Director of the Company for a further period of five years with effect from 1st September, 2011 on the current remuneration of Rs. 4,00,00,000/- (Rupees Four Crores only) per annum.

In case the Company has no profits or its profits are inadequate, then this remuneration of Rs. 4,00,00,000/- (Rupees Four Crores only) be paid to him with the prior approval of Central Government or such other amount upto the limit of Rs. 4,00,00,000/- (Rupees Four Crores only) as may be permitted by the Central Government, in accordance with the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 at that time.

Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Deepak Puri, Managing Director: -

Consolidated Salary, Perquisites and Performance Bonus, etc- Rs. 4,00,00,000/- (Rupees Four Crores only) per annum.

In addition to the above, he shall be entitled to receive the following: -

- a) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- b) Encashment of leave at the end of tenure.
- c) Provision of car for use on Company's business.
- d) Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- e) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

The Board recommends this resolution for approval by the members of the Company.

The draft agreement to be entered between the Company and Mr. Deepak Puri, Managing Director is available for inspection by Members of the Company at the registered office of the Company from 11:00 A.M. to 01:00 P.M. on any working day upto the date of Annual General Meeting.

None of the Directors, except Mr. Deepak Puri himself, Mrs. Nita Puri, Whole Time Director and Mr. Ratul Puri, Executive Director is concerned or interested in the resolution. This may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

#### **ITEM NO. 8:**

Mrs. Nita Puri is the co-promoter and a Whole Time Director of the Company. Her current term of appointment as a Whole Time Director of the Company will expire on 30th November, 2011. The Board of Directors considers that for smooth and efficient running of the administrative affairs of the Company, the services of Mrs. Nita Puri should be available to the Company for a further period of five years with effect from 1st December, 2011.

In terms of the provisions of the Articles of Association of the Company, the Board of Directors has, at its meeting held on 24th August, 2011, re-appointed her as a Whole Time Director of the Company for a further period of five years with effect from 1st December, 2011.

In case the Company has no profits or its profits are inadequate, then this remuneration be paid to her with the prior approval of Central Government or such other amount upto the aforesaid limit as may be permitted by the Central Government, in accordance with the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 at that time.

Following are the details of the annual salary proposed to be paid to Mrs. Nita Puri, Whole Time Director w.e.f 1st December, 2011.

Consolidated Salary, Perquisites and Performance Bonus, etc: Rs. 57,50,000/- (Rupees Fifty Seven Lakhs Fifty Thousand Only) per annum.

In addition to the above, she shall be entitled to receive the following: -

- (a) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- (b) Encashment of leave at the end of tenure.
- (c) Provision of car for use on Company's business.
- (d) Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- (e) She shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

The draft agreement to be entered between the Company and Mrs. Nita Puri, Whole Time Director is available for inspection by Members of the Company at the registered office of the Company from 11:00 A.M. to 01:00 P.M. on any working day upto the date of Annual General Meeting.

The Board recommends this resolution for approval by the members of the Company. None of the Directors, except Mrs. Nita Puri herself, Mr. Deepak Puri, Managing Director and Mr. Ratul Puri, Executive Director are concerned or interested in the resolution. This may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

**ITEM NO. 9:**

Mr. Ratul Puri is the Executive Director of the Company. His current term of appointment as the Executive Director of the Company will expire on 30th September, 2011. He has a degree in Computer Engineering from Carnegie Mellon University, USA and did his schooling from St Columbus, New Delhi. Mr. Ratul Puri joined Moser Baer in 1994 and has been Executive Director since 2001. Prior to assuming this role, Mr. Ratul Puri was General Manager (Business Development). In this capacity, he was instrumental in setting up plants for manufacturing Compact Disc-Recordables (CD-Rs), the first to come up in India. He has also played a pivotal role in reinforcing Moser Baer's focus on maximizing shareholder value and in raising funds from best-in-class investors.

Thus, the Board is of the considered opinion that the services of Mr. Ratul Puri should be available to the Company for a further period of five years with effect from 1st October, 2011.

In terms of the provisions of the Articles of Association of the Company, the Board of Directors has, at its meeting held on 24th August, 2011, re-appointed him as the Executive Director of the Company for a further period of five years with effect from 1st October, 2011 on the current remuneration of Rs. 2,40,00,000/- (Rupees Two Crores Forty Lakhs only) per annum.

In case the Company has no profits or its profits are inadequate, then this remuneration of Rs. 2,40,00,000/- (Rupees Two Crores Forty Lakhs only) be paid to him with the prior approval of Central Government or such other amount upto the limit of Rs. 2,40,00,000/- (Rupees Two Crores Forty Lakhs only) as may be permitted by the Central Government, in accordance with the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 at that time.

Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Ratul Puri, Executive Director: -

Consolidated Salary, Perquisites and Performance Bonus, etc: Rs. 2,40,00,000/- (Rupees Two Crores Forty Lakhs only) per annum.

In addition to the above, he shall also be entitled to receive the following:

- a) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- b) Encashment of leave at the end of tenure.
- c) Provision of car for use on Company's business.
- d) Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- e) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

The Board recommends this resolution for approval by the members of the Company.

The draft agreement to be entered between the Company and Mr. Ratul Puri, Executive Director is available for inspection by Members of the Company at the registered office of the Company from 11:00 A.M. to 01:00 P.M. on any working day upto the date of Annual General Meeting.

None of the Directors, except Mr. Ratul Puri himself, Mr. Deepak Puri, Managing Director and Mrs. Nita Puri, Whole Time Director is concerned or interested in the resolution. This may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

**ITEM NO. 10:**

With the view to conduct business that achieves a balance or integration of economic, environmental and social imperatives while at the same time addressing stakeholders' expectations. Moser Baer has evolved the Corporate Social Responsibility (CSR) policy under which the company affirms its commitment of seamless integration of marketplace, workplace and environment and community concerns with business operations. Moser Baer uses CSR as an integral business process in order to support sustainable development and constantly endeavors to be a good corporate citizen and enhance its performance on the triple bottom line.

It is therefore proposed to obtain the approval of members of the Company authorizing Board of Directors to contribute an amount upto Rs. 70,00,000/- (Rupees Seventy Lakhs) for the financial year 2011-12, 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, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large notwithstanding the fact the said amount may exceed Rs. 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.

The Directors recommend the resolution for approval of the shareholders as an Ordinary Resolution.

None of the Directors of the Company is deemed to be concerned or interested in the above said resolution.

#### ITEM NO. 11, 12, 13:

The present Authorized capital of the Company is Rs. 2,700,000,000 (Rupees Two Thousand Seven Hundred Million) divided into 2,62,500,000 (Two Hundred Sixty Two Million and Five Hundred Thousand) Equity shares of Rs. 10/ (Rupees Ten) each and 7,50,000 (Seven Hundred Fifty Thousand) Preference shares of Rs. 100/- (Rupees One Hundred) each.

Preference shares of your company remained un-issued for long time. Your Company will have to raise resources on an ongoing basis by way of equity in future. In future, requirement of more equity capital may arise as the company is proposing to issue equity linked capital. Considering the fact, Board of Directors in its Meeting held on 24th August, 2011 decided to convert preference share capital into equity shares, subject to the approval of shareholders.

Therefore, consent of shareholders is required to convert un-issued preference shares into equity shares.

It is also proposed to increase the authorized Share Capital of the Company to Rs. 3,000,000,000 (Rupees Three Thousand Million) divided into 300,000,000 (Three Hundred Million) Equity Shares of Rs.10 each.

As per the provisions of Section 94 of the Companies Act, 1956, the increase in Authorized Share Capital and consequent alterations in Memorandum of Association of the Company require prior consent of the shareholders.

As per the provisions of Section 31, the alteration of the existing Clause 5 of the Articles of Association of the Company pertaining to the share capital of the company also requires approval of the Shareholders of the company by way of Special Resolution.

A draft copy of the duly altered Memorandum and Articles of Association of the Company as stated above is available for the inspection of the Members of the Company at the Registered Office of the Company during business hours on any working day till the date of the Annual General Meeting of the Company, and at the meeting.

The Directors recommend the resolution in Item No. 11 & 12 of the Notice for approval of the shareholders as Special Resolution

The Directors recommend the resolution in Item No. 13 of the Notice for approval of the shareholders as an Ordinary Resolution.

No Director of the Company is personally concerned or interested in this resolution.

#### ITEM NO. 14:

The resolution at item no.14 of the Notice relates to a proposal by the Company to create, offer, issue and allot equity shares and warrants simultaneously with non-convertible debentures (the "Eligible Securities") to qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The resolution also includes a proposal to issue Foreign Currency Convertible Bonds which are convertible into equity shares, American Depository Receipts and Global Depository Receipts reflected by underlying equity shares of the Company or other securities convertible into equity shares of the Company (the "Securities") in compliance with applicable law.

In relation to the above, the Company intends to issue the Eligible Securities or the Securities for a value of upto USD 125 million.

Objects of the issue:

The object of this issue is to meet the long term business requirements of the Company, to meet the working capital requirements of the Company, to fund the growth of the Company and to improve the financial leveraging strength of the Company. Also, in view of the current global market conditions and economic outlook, the Company may consider, subject to the receipt of necessary approvals, various options to strengthen the balance sheet of the Company, including by issuing new foreign currency convertible bonds for restructuring its existing foreign currency convertible bonds.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

**Pricing:**

The pricing of the international issue shall be freely determined subject to such price not being less than the applicable pricing provisions issued by the Ministry of Finance and the Reserve Bank of India. If the Board of Directors decides to undertake a qualified institutional placement under Chapter VIII of the ICDR Regulations, the pricing shall be freely determined subject to such prices not being less than the price as calculated in accordance with the ICDR Regulations.

As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of shares to be issued. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue. The equity shares issued pursuant to the offering(s) would be listed on the Indian Stock Exchanges and / or Internationally Recognized Stock Exchange and may be represented by securities or other Financial Instruments outside India.

The Special Resolution seeks to give the Board powers to issue the Eligible Securities or Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and / or individuals or otherwise as the Board may in its absolute discretion deem fit. The 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 in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

Section 81(1A) of the Companies Act, 1956 and the relevant clause of the Listing Agreement with the 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 in a General Meeting decide otherwise. Since the Special Resolution proposed in the business of the Notice results in the issue of 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.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Eligible Securities or Securities to the investors who may or may not be the existing shareholders of the Company. The Board believes that the issue of Eligible Securities or Securities to investors who are not shareholders of the Company is in the interest of the Company and, therefore, recommends the resolution for your approval. None of the Directors of the Company is in any way concerned or interested in the said resolution.

The Board recommends this resolution for approval of the members.

**ITEM NO.15:**

To continue exploring various avenues in new business initiatives of the Company and also on projects related to existing business of the Company, it is proposed to renew/extend the Consulting Agreement with HARCOURT, a company incorporated under the laws of France.

The HARCOURT is represented by its Managing Partner, Mr. Frank E Dangeard, who is a director of the Company. The Board of Directors recommends this resolution for approval of members of the Company.

None of the other Directors except Mr. Frank E Dangeard is interested or concerned in the resolution.

Regd. Office:  
43-B, Okhla Indl Estate,  
New Delhi - 110 020.

Date:03.09.2011

By order of the Board of Directors  
for MOSER BAER INDIA LTD.

Minni Katariya  
Head Legal & Company Secretary

**Moser Baer India Limited**

Regd. Office : 43-B, Okhla Industrial Estate, New Delhi - 110 020.

**ATTENDANCE SLIP**DP Id \_\_\_\_\_ Folio No. \_\_\_\_\_  
Client Id \_\_\_\_\_ No. of Shares held \_\_\_\_\_I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company to be held at NCUI Auditorium, NCUI Convention Centre 3, Khel Gaon Marg, New Delhi - 110016 on Thursday, 29<sup>th</sup> September, 2011 at 9.30 A.M. (All particulars should tally with the Company's records.)Member's Name (Sole Applicant) \_\_\_\_\_  
(1<sup>st</sup> Joint holder) \_\_\_\_\_  
(2<sup>nd</sup> Joint holder) \_\_\_\_\_

Father's Name \_\_\_\_\_

Complete Address \_\_\_\_\_

Proxy's Name \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

## NOTES :

- Attendance slip which is not complete in all respects shall not be accepted.
- Attendance slip shall be produced at the registration counter for verification.

Member's/Proxy's Signature

**Moser Baer India Limited**

Regd. Office : 43-B, Okhla Industrial Estate, New Delhi - 110 020.

**PROXY FORM**DP Id \_\_\_\_\_ Folio No. \_\_\_\_\_  
Client Id \_\_\_\_\_ No. of Shares held \_\_\_\_\_I/We \_\_\_\_\_  
of \_\_\_\_\_

being a Member/Members of Moser Baer India Limited hereby appoint Mr./Ms. \_\_\_\_\_

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company to be held at NCUI Auditorium, NCUI Convention Centre 3, Khel Gaon Marg, New Delhi - 110016 on Thursday, 29<sup>th</sup> September, 2011 at 9.30 A.M. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signature.....

Revenue  
Stamp

NOTE : THE FORM IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE OFFICE OF THE COMPANY'S REGISTRAR &amp; SHARE TRANSFER AGENT - MCS LIMITED AT F- 65, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE- I, NEW DELHI - 110 020 NOT LESS THAN 48 HOURS BEFORE THE MEETING.