

SCRUTINIZER'S REPORT

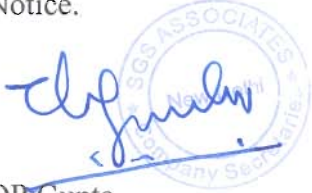
Report to the Chairman of MOSER BAER INDIA LIMITED, a Company incorporated under the Companies Act, 1956, and having its registered office at 43B, Okhla Industrial Estate, Phase-III, New Delhi-110020, hereinafter referred to as the "Company", on the Postal Ballot conducted to decide on the Passing of the Resolutions as contained in the Notice dated 19th June, 2012.

1. In terms of the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the resolution by Postal ballot) Rules, 2011, I was appointed as a Scrutinizer of the Company to conduct the postal ballot for passing of the resolutions as contained in the Notice dated 19th June, 2012.
2. The said notice was mailed, email / post, to all the members of the Company whose name appeared in the register of Members as on 22nd June, 2012 and as per the download made available by the Depositories viz., National Securities Depository Limited (NSDL), and Central Depository Services (India) Limited (CDSL) as on that date.
3. In terms of the aforesaid Notice, members were required to send their assent or dissent as the case may be, in respect of the resolution as set out in the Notice, through e-voting or in the Postal Ballot Form mailed to them by the Company, in prepaid envelopes addressed to me on or before 1800 hours on 4th August, 2012.
4. I received in total 663, 637 and 636 Postal ballot Forms and E-votes for the resolutions No 1, 2 and 3 respectively till 1800 hours on 4th August, 2012.
5. The postal ballot forms were duly opened in my presence and scrutinized. Out of total postal ballot forms 112 Postal ballot forms were invalid.
6. With the support of MCS Limited, Registrar and Share Transfer Agent of the Company, the Postal ballot Forms were scrutinized and signatures of the members who had casted their votes verified with the specimen signature registered with them and as provided by the Depositories viz., NSDL and CDSL.



7. On the basis of the scrutiny of postal ballot and e-votes, the resolution as contained in the aforesaid notice has been duly passed with requisite majority.

I now annex my report on the Postal ballot for the resolutions as contained in the said Notice.



DP Gupta
M.N. FCS 2411

Date: 6th August, 2012

Place: New Delhi

ITEM NO. 1

SPECIAL RESOLUTION FOR ISSUE OF CAPITAL & RESTRUCTURING OF OUTSTANDING FOREIGN CURRENCY CONVERTIBLE BONDS

“RESOLVED THAT in complete supersession of the special resolution passed under item 14 at the Annual General Meeting of the Company held on September 29, 2011 and 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 (including premium, if any) of upto USD 175 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, in accordance with all applicable laws and in accordance with all relevant provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with the stock exchanges where the Company's shares are listed and subject to any necessary approval, consent, permission and/ or sanction of the Central Government, Reserve Bank of India and/ or any other appropriate regulatory authorities, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, or sanction, and which may be agreed to by the Board or any committee thereof, the Company be and is hereby authorized to restructure the USD 88.5 million outstanding foreign currency convertible bonds of the Company ("Outstanding FCCBs") by various methods, including but not limited to, amending the terms and conditions of the Outstanding FCCBs and/or issuance of new foreign currency convertible bonds to replace the Outstanding FCCBs pursuant to an extraordinary resolution to be passed by the holders of the Outstanding FCCBs in accordance with the terms of the trust deed governing the Outstanding FCCBs and in accordance with a mechanism deemed appropriate by the Board, considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with lead managers and / or other advisors, on such terms and conditions as may be decided and deemed appropriate by the Board or any committee thereof."



RESOLVED FURTHER 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), and the provisions of the Securities and Exchange Board of India Regulations and the provisions of the Foreign Exchange Management Act, 1999 (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 175 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 Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares (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 date of 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 as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of 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 Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme 1993 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, prepayment, conversion (including, conversion of interest accrued on debt securities and FCCBs) 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 authorized 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, subject to applicable laws, 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 rata;

(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 authorized 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."



Voting Details

Total No. of ballot forms/e-votes received (No. of votes) (1)	No. of invalid ballot forms/e-votes received (No. of votes) (2)	No. of valid ballot forms/e-votes received (No. of votes) (1-2)	Total Votes casted	
			FOR (No. of Shares & %)	AGAINST (No. of Shares & %)
663	112	551	27671553 (99.92)	21435 (0.08)

RESULT: PASSED AS A SPECIAL RESOLUTION.

ITEM NO. 2

ORDINARY RESOLUTION FOR INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

"**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), Article of association of the Company and subject to such statutory, regulatory or other approvals as may be required, consent of the members be and is hereby accorded to increase the Authorised Capital of the Company from Rs. 300,00,00,000 (Three Hundred Crores) divided into 30,00,00,000 (Thirty Crores) Equity shares of Rs. 10 (Rupees Ten) each to Rs. 1,250,00,00,000 (Rupees Twelve Hundred Fifty Crores only) divided into 125,00,00,000 (One Hundred Twenty Five Crores) Equity Shares of Rs. 10 (Rupees Ten) each.

RESOLVED FURTHER THAT, upon 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. 1,250,00,00,000/- (Rupees Twelve Hundred Fifty Crores only) divided into 125,00,00,000 (One Hundred Twenty Five 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 authorized 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."

Voting Details

Total No. of ballot forms/e-votes received (No. of votes) (1)	No. of invalid ballot forms/e-votes received (No. of votes) (2)	No. of valid ballot forms/e-votes received (No. of votes) (1-2)	Total Votes casted	
			FOR (No. of Shares & %)	AGAINST (No. of Shares & %)
637	112	525	27661952 (99.92)	20941 (0.08)

Result: Passed as an Ordinary Resolution.

ITEM NO. 3

SPECIAL RESOLUTION FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY



"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Articles of Association be altered in the manner set out as under:

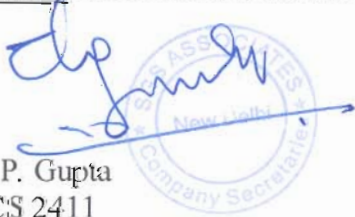
- (1) Following Definitions of clause 2 stand deleted
 - (i) BIL, EIL & RIL
 - (ii) Promoter/Sponsor
 - (iii) Capital Restructuring
 - (iv) Commission
 - (v) Further Securities
 - (vi) Independent Directors
 - (vii) Investors
 - (viii) Offered shares
 - (ix) Purchaser
 - (x) Restricted Party
 - (xi) Selling Promoter
 - (xii) Tag Along Shares
 - (xiii) WIL
- (2) Following definition inserted in clause 2
"Promoter" means any of Deepak Puri and Deepak Puri HUF.
- (3) Clause 39(iii), 39A and 39B stands deleted
- (4) Clause 67A stands deleted
- (5) Clause 91A stands deleted
- (6) Clause 92 stands deleted
- (7) Clause 105 B stands deleted
- (8) Clause 117C(b) stands deleted
- (9) Clause 117C(c) stands deleted
- (10) Clause 174 stands deleted
- (11) Clause 175 stands deleted
- (11) Clause 176 stands deleted

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 authorized 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."

Voting Details

Total No. of ballot forms/e-votes received (No. of votes) (1)	No. of invalid ballot forms/e-votes received (No. of votes) (2)	No. of valid ballot forms/e-votes received (No. of votes) (1-2)	Total Votes casted	
			FOR (No. of Shares & %)	AGAINST (No. of Shares & %)
836	112	524	27666087 (99.90)	25885 (0.10)

RESULT: PASSED AS A SPECIAL RESOLUTION.



 D.P. Gupta
 FCS 2411