

moserbaer™
MOSER BAER INDIA LIMITED

Regd. Office: 43-B, Okhla Industrial Estate, Phase-III, New Delhi-110020
Tel: 011-40594444 Fax: 011-41635211, 26911860
www.moserbaer.com, E-mail: shares@moserbaer.in

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Company will be held on Monday, 30th day of September, 2013 at 9:30 A.M. at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi 110001 to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2013, Profit and Loss Account, Cash Flow Statement 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. Vineet Sharma, who retires by rotation and, being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. Frank E Dangeard, who retires by rotation and, being eligible, seeks re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded to re-appoint M/s. Walker, Chandio & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

FURTHER RESOLVED THAT they may be paid the remuneration which may be decided by the Board of Directors of the Company or committee thereof."

AS SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification, 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. 45,50,000/- (Rupees Forty five lac fifty thousand only) for the financial year 2013-14 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."

6. 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 two years, which may be extended by the mutual consent.

RESOLVED THAT consent of the members be and is hereby accorded to the Managing Director or Group CFO or Company Secretary or any person authorized specifically 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, Phase-III
New Delhi - 110 020.

Date: 8th August, 2013

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 AND CAN ALSO BE DOWNLOADED FROM THE WEBSITE OF THE COMPANY.
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 25th September, 2013 (Wednesday) to 30th September, 2013 (Monday) (both days inclusive).
4. 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.
5. Members are requested to notify any change of address:
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
 - b. 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/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. 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, Phase-III, New Delhi-110020 to claim their unpaid dividend.
7. 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.
8. 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.
9. 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.
10. Kindly bring your copies of the Annual Report to the meeting.
11. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 30th Annual General Meeting as mentioned below:

(a) Mr. Vineet Sharma

Mr. Vineet Sharma aged 53 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 12 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 liasoning 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:

Directorship

S.No.	Name of the Company
1	Moser Baer Photo Voltaic Limited
2	HC Power Projects Private Limited
3	Conquer Power Projects Private Limited
4	Ojjus Medical & Research Institute (Jaipur) Private Limited

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 Photo Voltaic Ltd	Audit Committee	Member

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

B) Mr. Frank E. Dangeard

Mr. Frank E. Dangeard, aged 55 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, Dangeard was managing director of SG Warburg & Co. Ltd and chairman of SBC Warburg France. Before joining SG Warburg & Co. Ltd, Dangeard was a lawyer with Sullivan & Cromwell LLP in New York and London.

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

Directorship

S.No.	Name of the Company
1	Moser Baer Project Private Limited
2	MB Power (Madhya Pradesh) Limited

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 P Ltd	Audit Committee	Member

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

12. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on 30th day of August, 2013.

As a part of the green initiatives of the Ministry of Corporate Affairs in Corporate Governance, the Company is allowed to send official communication and documents to its shareholders through e-mail. According, in cases where the shareholders have registered their e-mail id with depository participant/Company's registrar & share transfer agent, the Company has decided to send notice of general meeting, annual report, etc. through e-mail. For other cases, the Company will continue to send the printed annual report as usual.

Shareholders are requested to update their preferred e-mail ids with the Company/depository participants/ Company's Registrar & Transfer Agent which will be used for the purpose of sending the official documents through e-mail in future.

Shareholders, whose e-mail id is not registered with the Company, will be sent a copy of this notice along with the Abridged Annual Report at their registered address. Shareholders whose e-mail ids are registered with the Company and who wish to receive physical copies of the abridged/full version of the annual report may also send their request to the Company at its registered office address or to the Company Registrar and Share Transfer Agent (RTA), MCS Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.

13. Statutory Registers and Documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under clause 14 of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, are open for inspection at the Registered Office of the Company on all working days between 11:00 am and 1:00 p.m. upto the date of annual general meeting and will also be available for inspection at the meeting.
14. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: shares@moserbaer.in

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New Delhi - 110 020.

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

Date: 8th August, 2013

Minni Katariya
Head Legal & Company Secretary

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

ITEM NO. 5:

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.45,50,000/- for the financial year 2013-14, 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.6:

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.

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New Delhi - 110 020.

Date: 8th August, 2013

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

Minni Katariya
Head Legal & Company Secretary



Moser Baer India Limited

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ATTENDANCE SLIP

DP ID _____ Folio No. _____
Client ID _____ No. of shares held _____

I/We hereby record my/ our presence at the 30th Annual General Meeting of the Company being held at FICCI Golden Jubilee Auditorium, Tansen Marg, New Delhi-110001 on Monday, 30th September, 2013 at 9.30 A.M. (All particulars should tally with the Company's records)

Member's Name (Sole Applicant) _____
(1st Joint holder) _____
(2nd 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:

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

Members/Proxy's signatures



Moser Baer India Limited

Regd. Office: 43-B, Okhla Industrial Estate, New Delhi 110020

PROXY FORM

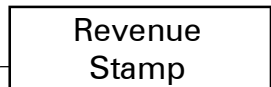
DP ID _____ Folio No. _____
Client ID _____ No. of shares held _____

I/We _____
of _____
being a Member/Member(s) of Moser Baer India Limited hereby appoint Mr/Ms. _____
of _____
or failing him/her _____
of _____
failing him/her _____
of _____

as my/our proxy to vote for me/us and on my/our behalf at Annual General Meeting of the Company to be held at FICCI Golden Jubilee Auditorium, Tansen Marg, New Delhi-110001 on Monday, 30th September, 2013 at 9.30 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2013

Members Signature _____



NOTES: THIS 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 AND SHARE TRANSFER AGENT – MCS LIMITED AT F-65, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-1, NEW DELHI-110020 NOT LEST THAN 48 HOURS BEFORE THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.