



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

CIN No.: L51909DL1983PLC015418

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on Friday, July 4, 2014 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 December 31, 2013, Statement of Profit and Loss, Cash Flow Statement for the period ended on that date and the Auditor's Report thereon and the Directors' Report thereto.
2. To appoint a Director in place of Mr. Bernhard Gallus (DIN 00138901), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Deepak Puri (DIN 00002189), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Nita Puri (DIN 00002331), who retires by rotation and, being eligible, offers herself for 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 consent of the Company be and is hereby accorded to re-appoint M/s. Walker, Chandio & Co. LLP, Chartered Accountants (Firm Regn. No. **001076N**) 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:

6. 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 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mr. Sanjay Jain, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. November 13, 2013 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Sanjay Jain for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation."

7. 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 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder, Mr. K. Ajit Kumar, who was appointed as Nominee Director of the Company by the Board of Directors w.e.f. February 07, 2014 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. K. Ajit Kumar for the office of the Director of the Company be and is hereby elected and appointed as a Non Executive, Independent Nominee Director, whose period of office shall not be liable to determination by retirement of directors by rotation."

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the 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 three years with effect from September 01, 2014.

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of ₹ 1,47,58,620/- (Rupees One Crore Forty Seven Lacs Fifty Eight thousand Six hundred Twenty 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 the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government.

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 overall cap of ₹ 1,47,58,620/- (Rupees One Crore Forty Seven Lacs Fifty Eight thousand Six hundred Twenty only) per annum.”

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mrs. Nita Puri as Whole Time Director of the Company for a period of three years with effect from December 01, 2014.

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of ₹ 57,50,000/- (Rupees Fifty Seven Lacs Fifty thousand only) per annum 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 the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government.

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 overall cap of ₹ 57,50,000/- (Rupees Fifty Seven Lacs Fifty thousand only) per annum.”

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extra-ordinary General Meeting of the shareholders of the Company held on August 29, 2003 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in trade (including raw materials, stores, spare parts and components

in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 3,000 Crores (Rupees Three Thousand Crores only)."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extra-ordinary General Meeting of the shareholders of the Company held on August 29, 2003 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of ₹ 3,000 Crores (Rupees Three Thousand Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public."

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

"RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and other provisions, if any, of the Companies Act, 2013 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, up to an amount not exceeding ₹ 20,00,000/- (Rupees Twenty Lacs only) for the financial year 2014-15 notwithstanding the fact that said amount may exceed 5% of the Company's average net profit as determined in accordance with the provisions of section 198 of the Companies Act, 2013 during the three immediately preceding Financial Years."

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

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

Date: 14th May, 2014

Minni Katariya
Group General Counsel & 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 person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital 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 102 of the Companies Act, 2013, 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 2nd July, 2014 (Wednesday) to 4th July, 2014 (Friday) (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.

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. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the dividend amount being the unpaid and unclaimed dividend pertaining to Final Dividend, 2006 to the Investor Education and Protection Fund of the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006, as on the date of the 30th Annual General Meeting (AGM) held on September 30, 2013, on the website of the IEPF viz. www.iepf.gov.in.

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.

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
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. Electronic copy of the Annual Report for the financial period ended 31.12.2013 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
13. Electronic copy of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for the financial period ended on 31.12.2013 will also be available on the Company's website www.moserbaer.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: shares@moserbaer.in.

15. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and

Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "Moser Baer India Limited" from the drop down menu and click on "SUBMIT"
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository/company, please enter the number of shares held by you as on 30th May, 2014 in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

- C) The voting period begins on 26th June, 2014 (9.00 am) and ends on 27th June, 2014 (6.00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 30th May, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. a. Mr. D P Gupta, FCS, Practicing Company Secretary (CP No.1509) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- b. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- c. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
17. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 31st Annual General Meeting are given separately in the notice.
18. 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 May, 2014.
19. 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

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

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

Date: May 14, 2014

Minni Katariya
Group General Counsel & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6:

The Board of Directors co-opted Mr. Sanjay Jain as an Alternate Director to Mr. Bernhard Gallus for a brief period. He ceased to be an Alternate Director w.e.f. November 13, 2013 and was appointed as an Additional Director from that date pursuant to Section 161 of the Companies Act, 2013. He holds office till conclusion of this Annual General Meeting. His term of office shall be liable to determination by retirement of directors by rotation.

Mr. Sanjay Jain is a qualified Chartered Accountant. He specializes in Finance and has over 22 years of experience in various fields covering Business Advisory, Project Consultancies, Direct and Indirect Taxation and Company Law Matters etc and is associated with several Indian and Multinational Companies.

The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Sanjay Jain as an independent Director and also that he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director. Accordingly the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice.

Except Mr. Sanjay Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

ITEM NO. 7:

The Board of Directors has co-opted Mr. K. Ajit Kumar as Nominee Director on behalf of EXIM Bank w.e.f. February 07, 2014 pursuant to Section 161 of the Companies Act, 2013. His term of office shall not be liable to determination by retirement of directors by rotation.

Mr. K. Ajit Kumar is having over 30 years Banking experience including overseas assignments. He has held various important positions in State Bank of India, in India & abroad. He is associated with EXIM Bank since 2010. At present, he is heading Bank's Corporate Banking Group in Head Office, Mumbai. The Board of Directors of your Company considers that he fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Nominee Director and therefore, recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice.

Except Mr. K. Ajit Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

ITEM NO. 8

Mr. Deepak Puri, aged 73 years, is a co-promoter and Managing Director of the Company and having over 37 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.

His current term of appointment as a Managing Director of the Company will expire on August 31, 2014. He has excellent grasp and thorough knowledge and experience of not only engineering and technology but also of general management. His knowledge of various aspects 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 three years with effect from September 01, 2014.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 14, 2014, re-appointed him as Managing Director of the Company for a further period of three years with effect from September 01, 2014 on the current remuneration of ₹ 1,47,58,620/- (Rupees One Crore Forty Seven Lacs Fifty Eight Thousand Six Hundred Twenty only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

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- ₹ 1,47,58,620/- (Rupees One Crore Forty Seven Lacs Fifty Eight Thousand Six Hundred Twenty only).

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.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 8 of the Notice.

ITEM NO. 9

Mrs. Nita Puri is a Whole-Time Director of the Company. Her current term of appointment as a Whole Time Director of the Company will expire on November 30, 2014. 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 three years with effect from December 01, 2014.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 14, 2014, re-appointed her as a Whole Time Director of the Company for a further period of three years with effect from December 01, 2014 on the current remuneration of Rs. 57,50,000 (Rupees Fifty Seven Lac Fifty Thousand only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to her with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Following are the details of the annual salary proposed to be paid to Mrs. Nita Puri, Whole Time Director w.e.f December 01, 2014.

Consolidated Salary, Perquisites and Performance Bonus, etc: ₹ 57,50,000 (Rupees Fifty Seven Lacs Fifty Thousand only) annually. 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.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 9 of the Notice.

STATEMENT OF PARTICULARS (ITEM No. 8 and 9)

(Pursuant to Schedule-V of the Companies Act, 2013/Schedule XIII of the Companies Act, 1956)

I. GENERAL INFORMATION

1. Nature of Industry:

Moser Baer India Limited is engaged in the manufacturing of optical storage media like CDs & DVDs with a focus on technology, innovation and global distribution. Moser Baer is one of the leaders in manufacturing these products and is the lowest cost optical media manufacturer in the world. The company is also the first to market next-generation of storage formats like Blu-Ray discs and HD-DVD in India. In the recent past demand for Optical Media products declined in the developed markets, while the Asia Pacific, Africa, Middle East & Latin America regions continued to develop as relatively stable demand centers. The supply rationalization in the Optical Media industry continued during the period, however, supply demand mismatch is still not resolved. It is expected that more manufacturers will exit and curtail manufacturing capacities in the near future. Demand for new generation Optical Media products like Blu-ray in mature markets such as Japan, USA and Europe has been stable. Emerging Markets on the other hand continued to show higher preference for DVDs and also witnessed increase in demand for Blu-ray products. The Storage Media business, which includes Solid State Media segment (Flash Drives, SD and Micro SD cards) has witnessed growth in India and continues to witness an increase in popularity globally due to ease of use and declining per unit costs. Demand is shifting to higher memory capacity. Moser Baer remain one of the leading players in the global Storage Media industry both in terms of low cost mass manufacturing and in offering a wide range of high quality products. The company supplies products in over 95 countries globally. As one of the select few suppliers of advanced Blu-ray formats globally, Moser Baer has maintained its leadership in prominent markets like Japan. We continue to reduce manufacturing costs of Blu-ray disc to maintain segment profitability.

2. Date of Commencement of Commercial Production:

The Company was incorporated in the year 1983 and is already in commercial production for long.

3. Financial Performance of the Company:

The Financial Performance of the Company is as follows:

(₹ in millions)

	2013-14 (9 months)	2012-13	2011-12	2010-11
Sales and other Income	10058	15463	21283	19675
Profit before Depreciation, Interest and Tax but after Prior Period Items	706	775	2954	1903
Depreciation / Amortization	1543	3418	3758	3856
Interest and Finance Charges	1575	1967	2390	2020
Profit / (Loss) before Exceptional Items and Tax	(2412)	(4610)	(3194)	(3973)
Exceptional Gain / (Loss)	(2055)	18	-	(34)
Profit / (Loss) before Tax	(4467)	(4592)	(3194)	(4007)

4 Foreign Earnings, investments or collaborations:

	2013-14 (9 months)	2012-13	2011-12	2010-11
Earnings in foreign exchange	5492	9438	13394	10919

Electra Partners Mauritius Limited holds 5.02% equity capital of the Company.

II. Information about appointee:

Sl. No.	Particulars	Mr. Deepak Puri	Mrs. Nita Puri
1	Background details, Recognition or awards:	He holds a Bachelor's degree in Mechanical Engineering from Imperial College, London, and is an alumnus of St. Stephen's College and Modern School, New Delhi. Mr. Puri's erudition, drive and commitment to the industry, armed with a client base of Fortune 500 companies, has led Moser Baer to continuously create value. In addition, his strong entrepreneurial skills, as also an undying commitment and belief in his abilities, have been instrumental in catapulting Moser Baer to its present position as a strong, established brand and a vendor of choice abroad.	She serves as the Director of Administration & Human Resources of Moser-Baer India Ltd. Mrs. Puri is a co-promoter and Whole Time Director of the Company. Mrs. Puri has over two decades rich experience in the area of administrative and human resource management affairs and business management. She has been with Moser Baer India Limited since inception and has been closely involved in its growth. Mrs. Puri holds a degree of B.Ed from Calcutta University.
2	Past Remuneration	Remuneration received from Moser Baer India Limited ₹ 99,31,030 (Rupees Ninety Nine Lacs Thirty One Thousand Thirty only) per annum for the nine month period ended 31.12.2013	Remuneration received from Moser Baer India Limited ₹ 31,87,500 (Rupees Thirty One Thousand Eighty Seven Thousand Five Hundred only) per annum for the nine month period ended 31.12.2013
3	Job Profile & his/ her Suitability	He is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company	She is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company
4	Remuneration Proposed	The proposed remuneration would comprise of monthly basic salary, allowances and all perquisites as mentioned in the proposed Item no. 8 and 9 respectively of this Annual General Meeting Notice	
5	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The remuneration of the appointees, Mr. Deepak Puri and Mrs. Nita Puri are fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position of Managing Director and Whole Time Director respectively and enriched knowledge & vast experience of the appointees. He / She shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company.	
6	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Deepak Puri is one of the Promoter and Shareholder of the Company. He has furnished personal guarantee in favor of the Corporate Debt Restructuring (CDR) Lenders of the Company for the Company's borrowings. Further during last one year he brought in Rs. 40 crores towards promoters' contribution as per the CDR Scheme approved by the CDR Empowered Group.	Mrs. Nita Puri is wife of Mr. Deepak Puri, Managing Director of the Company

III. Other Information

Reasons of loss or inadequate profits

Production and Technical Problems

The industry is prone to disruptive technological changes and there is huge capital expenditure requirement to shift from one product segment or one technology to another. The product life cycle is shortening and predictability for continuance of the technology is also low.

Marketing Difficulties

The demand for the Companies principal products has been declining for the last few years with consumers shifting preferences to newer technologies. The company mainly supplies to OEMs which have strong bargaining power resulting in inability to pass on the increase in cost of production to customers. The company faces aggressive competition from other players.

Financial Problems

The company has been facing liquidity issues resulting in fall in capacity utilization. It is not able to perform up to the expected levels. The Company has been under Corporate Debt Restructuring. Lack of pricing power in a declining market with large number of competing players has resulted in margins coming under pressure, resulting in lowering of EBITDA margins. The company is not able to unlock value from strategic investments made in subsidiary companies and R&D activities.

Lack of adequate infrastructure

A major part of the power requirement is sourced from captive DG sets, which is expensive. In the last few years our power cost has shot up from around Rs. 4.50 per unit to Rs. 11.00 per unit. The competitors in China / Taiwan have high quality uninterrupted State Power which is around Rs. 4.00 per unit.

Raw Material

There has been an abnormal increase in key raw material prices like polycarbonate, Silver etc.

Other Reasons

Due to constant increase in lending rates by banks, the burden of interest on the company has significantly gone up. Interest rates in India are significantly higher at around 12% compared to our major competitors in Taiwan / China where the interest rate is significantly lower between 2.4-5%.

Steps taken or proposed to be taken for improvement

The Company undertook several steps aimed at lowering the overheads and aligning resources with current levels of operations.

The company consolidated all its manufacturing facilities to cut down on overheads and to extract supply chain synergies last year. This year the focus has been to ramp-up capacity utilization at Greater Noida plant. Further consolidation in Greater Noida facility is being executed which will result in lower power consumption and lower fixed overheads.

The company continued to right size its employee base to current level of operations.

The Company is aggressively pursuing new geographies like Africa and several countries in Latin America for incremental markets and customer acquisition and expect our Non- OEM market share to increase in the coming quarters. In the medium term, the Optical Media industry within the developed markets is expected to witness decline in demand for the first generation products CDs/DVDs. The company's strategy is to gain high market share to offset decline in demand. In this regard, significant progress has been made in Europe, USA & Mexico markets. DVDs is expected to remain stable in the near to medium term.

In the near future, the Solid State Media segment is expected to be a key growth driver for the business on account of rapid penetration of personal computing devices in the developing markets and robust increase in demand for smart phones globally.

The Company continues to focus on product innovation, upholding of its high quality standards, increase in its cost competitiveness and on widening of its distribution network.

These steps are expected to positively impact the company's operations in the near to medium term.

Expected Increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

IV. Disclosures

The details of remunerations and other information is given in the Corporate Governance part of the Directors' Report.

Except Mr. Deepak Puri, Managing Director and Mrs. Nita Puri, Whole time Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

ITEM NO. 10 & 11:

The members of the Company at their Extra-ordinary General Meeting held on August 29, 2003 had approved by way of an Ordinary Resolution under Section 293(1)(d) read with Section 293 (1)(a) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 3,000 Crores (Rupees Three thousand crores) and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of ₹ 3,000 crores (Rupees Three thousand crores).

Section 180 of the Companies Act, 2013 effective from September 12, 2013 requires that consent of the company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves. Further, as per the clarification issued by the Ministry of Corporate Affairs approval granted by the shareholders by way of an ordinary resolution shall be valid for one year from the date Section 180 became effective. Thus, the approval granted by members is valid upto 11th September, 2014.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 10 & 11 of the Notice. The Board recommends these resolution for approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 and 11.

ITEM NO. 12:

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 up to ₹ 20,00,000/- for the financial year 2014-15, 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 5% of the Company's average net profit as determined in accordance with the provisions of Section 198 of the Companies Act, 2013 during the three immediately preceding Financial Years.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12.

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

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

Date: May 14, 2014

Minni Katariya
Group General Counsel & Company Secretary

**Annexure pursuant to Clause 49 of the Listing agreement with the Stock Exchanges.
Particulars of Directors proposed to be appointed / re-appointed at the 31st Annual General Meeting**

Name of Director	Mr. Sanjay Jain	Mr. K. Ajit Kumar	Mr. Deepak Puri	Mrs. Nita Puri	Mr. Bernhard Gallus
Date of Birth	21.07.1963	24.05.1955	28.07.1941	06.10.1945	05.05.1933
Date of Appointment	06.08.2013	07.02.2014	21.03.1983	01.05.1992	23.01.2003
Qualifications	F.C.A, B. Com	M.Com, Cert.AIIB	Mechanical Engineering from Imperial College, London	Graduate from Calcutta University	1. Diploma Business Administration (Basel), 2. Course Intercadres (Lausanne) 3. Diploma Course of Direction of Enterprise
Experience	Having an experience of 22 Years in various fields covering Business Advisory, Project Consultancies, Arbitration, Audits & Assurances, Direct and Indirect Taxation, Company Law Matters, etc.	Over 30 years Banking experience including overseas assignments. Has held various important positions in State Bank of India, in India & abroad. Associated with Exim Bank since 2010. At present, heading Bank's Corporate Banking Group in Head Office, Mumbai.	Having over 38 years of industry experience in the field of manufacturing Magnetic and Optical Media products, management	Having 23 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	He acquired vast experience in the worldwide markets of finance and international commodity trading. He has also great expertise in designing and international marketing of mechanical, electrical/electronic investment goods, such as synchronized time distribution systems
Chairman/ Director of other Companies	<ol style="list-style-type: none"> S.C. Multi Erections Private Limited Ovel Education Private Limited Digital e-pathshala Private Limited Institute of Foreign & Technical Education Private Limited 	<ol style="list-style-type: none"> Ucal Fuel Systems Limited Indowind Energy Limited 	<ol style="list-style-type: none"> Moser Baer Laboratories limited Moser Baer Entertainment Limited Moser Bear Solar Ltd. Induco Infradevelopers Limited Helios Photo Voltaic Limited Moser Baer Investments Limited Competent Solar Energy Pvt. Limited Orange Business Services India Network Private Limited Value Solar Energy Pvt. Ltd. Admire Energy Solutions Pvt. Ltd. Cobol Power & Technologies Pvt. Ltd. Pride Solar Systems Pvt Limited Moser Baer Solar System Pvt. Limited Augere Wireless Broadband Pvt. Ltd. Ellencon Power Projects Pvt. Limited 	<ol style="list-style-type: none"> Moser Baer Entertainment Limited Moser Baer Laboratories Limited Moser Baer Solar Ltd. Helios Photo Voltaic Limited Moser Baer Investments Ltd. Competent Solar Energy Pvt. Limited Value Solar Energy Pvt. Limited Admire Energy Solutions Pvt. Ltd. Moser Baer Solar Systems Pvt. Limited Pride Solar Systems Private Limited Ellencon Power Projects Pvt. Limited Ram Kanta Properties Pvt. Limited Cobol Power & Technologies Pvt. Ltd. 	<ol style="list-style-type: none"> Moser Baer Solar Limited - Director Moser Baer Laboratories Limited - Director
Chairman/ Member of Committees of Board of Companies of which he/ She is a Director	<u>Moser Baer India Limited (Chairman):</u> <ol style="list-style-type: none"> Audit Committee 	NIL	<u>Moser Baer India Limited (Member):</u> <ol style="list-style-type: none"> Audit Committee Investors' Grievance Committee <u>Moser Baer Solar Limited (Member):</u> <ol style="list-style-type: none"> Audit Committee <u>Moser Baer Entertainment Limited (Chairman):</u> <ol style="list-style-type: none"> Audit Committee <u>Helios Photo Voltaic Limited (Chairman):</u> <ol style="list-style-type: none"> Audit Committee <u>Moser Baer Investments Limited (Member):</u> <ol style="list-style-type: none"> Audit Committee 	<u>Moser Baer India Limited (Member):</u> <ol style="list-style-type: none"> Investors' Grievance Committee <u>Moser Baer Solar Limited (Chairman):</u> <ol style="list-style-type: none"> Audit Committee <u>Moser Baer Entertainment Limited (Member):</u> <ol style="list-style-type: none"> Audit Committee <u>Helios Photo Voltaic Limited (Member):</u> <ol style="list-style-type: none"> Audit Committee <u>Moser Baer Investments Limited (Chairman):</u> <ol style="list-style-type: none"> Audit Committee 	<u>Moser Baer India Limited (Member):</u> <ol style="list-style-type: none"> Audit Committee Investor Grievance Committee
No. of Shares held	NIL	NIL	6,30,13,857	NIL	NIL

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

CIN No.: L51909DL1983PLC015418

31st Annual General Meeting – July 04, 2014

Name of member(s) :

Registered address :

E Mail Id:

Folio No. / DP ID - Client ID:

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name: _____ E Mail: _____
Address: _____

_____ Signature _____ Or failing him / her

2) Name: _____ E Mail: _____
Address: _____

_____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Friday, July 04, 2014 at 9.30 a.m. at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on December 31, 2013		
2	Appoint a Director in place of Mr. Bernhard Gallus, who retires by rotation and being eligible offers himself for re-appointment		
3	Appoint a Director in place of Mr. Deepak Puri, who retires by rotation and being eligible offers himself for re-appointment		
4	Appoint a Director in place of Mrs. Nita Puri, who retires by rotation and being eligible offers herself for re-appointment		
5	Re-appointment of Auditors and fixation of their remuneration		
Special Business			
6	Appointment of Mr. Sanjay Jain as Independent Director		
7	Appointment of Mr. K. Ajit Kumar as Nominee Director		
8	Appointment of Mr. Deepak Puri as Managing Director and fixation of his remuneration for a period of three years w.e.f. September 01, 2014		
9	Appointment of Mrs. Nita Puri as Whole Time Director and fixation of her remuneration for a period of three years w.e.f. December 01, 2014		
10	Authorisation to Board of Director for borrowing to an amount not exceeding ₹ 3000 Crores		
11	Authorisation to Board of Director to create mortgage/charges/ hypothecation in favor of lenders up to an amount not exceeding ₹ 3000 Crores		
12	Authorisation to Board of Directors to contribute, donate, subscribe to any charitable trust up to an amount not exceeding ₹ 20,00,000/-		

Signed this day of 2014.

Signature of the member

Signature of the Proxy Holder(s)

Affix
Revenue
stamp not
less than
₹ 0.15

NOTE:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
- Please complete all details including detail of member(s) in above box before submission.



MOSER BAER INDIA LIMITED

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

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www.moserbaer.com, E-mail: shares@moserbaer.in

CIN No.: L51909DL1983PLC015418

Folio No./ DP ID / Client ID:

Number of shares held

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

I hereby record my presence at the 31st Annual General Meeting of the Company at the FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi 110001 on Friday, July 04, 2014 at 9.30 A.M.

.....
Name of the Member / Proxy
(in BLOCK letters)

.....
Signature of the Member / Proxy

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.12.2013 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.12.2013 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

