

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

CIN No.: L51909DL1983PLC015418

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on Tuesday, June 30, 2015 at 9.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhasham Pitamah Marg, Lodhi Road, New Delhi 110003 to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at December 31, 2014, Statement of Profit and Loss, 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. Deepak Puri (DIN No. 00002189), who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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/N500013) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37th 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:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Vineet Sharma (DIN No. 03363062), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold office for a term up to March 31, 2019, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 181 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 Rs. 20,00,000/- (Rupees Twenty Lacs only) for the financial year 2015-16 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."

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

"RESOLVED THAT in complete supersession of the special resolution passed through postal ballot on August 06, 2012 and pursuant to the provisions of Section 62 and other applicable provisions and rules, if any, of the Companies Act, 2013 (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 relevant approvals from the CDR Lenders 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 Indian/foreign markets, for a value (including premium, if any) of up to USD 125 Million, such number of Equity Shares whether through Depository Receipt Mechanism or otherwise Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), 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 62 and other applicable provisions and rules, if any, of the Companies Act, 2013 (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 125 Million inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the ICDR Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the ICDR Regulations (hereinafter referred to as 'Eligible Securities' within the meaning of the ICDR Regulations), the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board, issued for such purpose, shall be fully paid-up and the allotment of such Eligible Securities or any combination thereof, shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the 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 62 and other applicable provisions and rules, 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 62 and other applicable provisions and rules, if any, of the Companies Act, 2013 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 62 and other applicable provisions and rules, 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 (including any amendments thereto or re enactment thereof) 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 shall rank *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 document(s), execution of various transaction documents, creation of mortgage / charge (subject to approval of CDR Lenders) in accordance with Section 180(1)(a) of the Companies Act, 2013, 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.”

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

“**RESOLVED THAT** in terms of the Clause 27.2 of the Moser Baer India Limited Directors’ Stock Option Plan 2005 (DSOP), the DSOP be and is hereby terminated and the options which are lying unvested under the Scheme shall stand cancelled and extinguished.

RESOLVED FURTHER THAT the Managing Director and the Company Secretary be and are hereby authorized severally to do all such acts, deeds and things as may be required in this behalf.”

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

“**RESOLVED THAT** in terms of the Clause 27.2 of the Moser Baer India Limited Stock Option Plan 2004 (ESOP 2004) and Moser Baer India Limited Stock Option Plan 2009 (ESOP 2009), the ESOP 2004 and ESOP 2009 be and are hereby terminated and the options which are lying unvested under the Scheme shall stand cancelled and extinguished.

RESOLVED FURTHER THAT the Managing Director and the Company Secretary be and are hereby authorized severally to do all such acts, deeds and things as may be required in this behalf.”

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

“**RESOLVED THAT** in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”) and such other applicable laws (including any

statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as "the Committee") to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot 4,650,413 equity shares of face value Rs. 10 each under Moser Baer India Limited Stock Option Plan 2015 (the "Plan") to or to the benefit of employees who are in permanent employment of the Company, whether working in India or out of India, as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "Employees") in one or more tranches on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee in accordance with the provisions of the law or Regulations issued by the relevant authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Plan from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division of the Company and others, the Board / Nomination and Remuneration Committee is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under the Plan on the Stock Exchanges as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10 per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard".

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

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") and such other applicable laws (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and subject to such

other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as "the Committee") to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot 4,650,413 equity shares of face value Rs. 10 each under Moser Baer India Limited Stock Option Plan 2015 (the "Plan") to or to the benefit of employees who are in permanent employment of the subsidiaries, present or future of Moser Baer India Limited, whether working in India or out of India, as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "Employees") in one or more tranches on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee in accordance with the provisions of the law or Regulations issued by the relevant authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Plan from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division of the Company and others, the Board / Nomination and Remuneration Committee is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under the Plan on the Stock Exchanges as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10 per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard".

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

Neeraj Parmar
General Manager - Legal & Company Secretary

Date: 02nd June, 2015

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 or its 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 25th June, 2015 (Thursday) to 30th June, 2015 (Tuesday) (both days inclusive).
4. 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.
5. Pursuant to Section 123 of the Companies Act, 2013 dividend which remain unpaid or unclaimed for a period of seven years from the date they become first due will be transferred to Investor Education & Protection Fund of the Central Government (IEPF).
6. 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.
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 10 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. Electronic copy of the Annual Report for the financial year ended 31.12.2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 copies of the Annual Report is being sent in the permitted mode.
12. Electronic copy of the Notice of the 32nd 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 Participant(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 copies of the Notice of the 32nd 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.
13. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for the financial year ended on 31.12.2014 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.

14. 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:
- (i) the facility to exercise their right to vote at the 32nd 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)
 - (ii) the facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting
 - (iii) the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again

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 Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ✍ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ✍ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ✍ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Moser Baer India Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - ✍ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ✍ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ✍ After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ✍ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(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. (xvii) above, to cast vote.

- (C) The voting period begins on 26th June, 2015 (9.30 am) and ends on 29th June, 2015 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24th June, 2015, 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. Kundan Agrawal, FCS, Practicing Company Secretary (CP No. 8325) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- b. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- 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.
15. 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.
16. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 32nd Annual General Meeting are given separately in the notice.
17. 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 22nd May, 2015.
18. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him 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 Phase-III
New Delhi - 110 020

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

Date: 02nd June, 2015

Neeraj Parmar
General Manager - Legal & Company Secretary

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

ITEM NO. 4:

Mr. Vineet Sharma 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 14 years as a Marketing Director. He holds Expertise in pricing strategies, client relations, marketing, financial management, purchasing, administration and staff training, supervision and motivation and liaoning with Government Departments. He is an experienced and goal-oriented professional with a track record of consistently meeting established goals and objectives related to sales, marketing, business development and client relations.

He is presently holding position of a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March, 2011.

It is proposed to appoint Mr. Vineet Sharma as Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for a term upto March 31, 2019. A notice has been received from a member proposing Mr. Sharma as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013. In the opinion of the Board, Mr. Sharma fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and also under the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management.

The Company has received declaration from Mr. Vineet Sharma that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Clause 49 of the Listing Agreement.

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. Vineet Sharma as an independent Director. Accordingly the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice.

Except Mr. Vineet Sharma, 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. 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 up to Rs. 20,00,000/- for the financial year 2015-16, 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 that 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 except and to the extent they are member of the Company.

ITEM NO. 6

Given the Company's current financial position and future plans, the Board considers it necessary to augment the long term resources of the Company and strengthen its balance sheet by way of (i) issuing further capital to eligible investors, and (ii) restructuring the USD 88.5 million outstanding foreign currency convertible bonds of the Company ("Outstanding FCCBs") in accordance with a mechanism deemed appropriate by the Board, considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the financial advisors and/or other advisors, on such terms and conditions as may be decided and deemed appropriate by the Board or any committee including, but not limited to extending the maturity date of the outstanding FCCBs, amending the terms and conditions of the Outstanding FCCBs, and issuing 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.

The resolution at item no. 6 of the Notice relates to a proposal by the Company to issue Equity Shares, Warrants, Foreign Currency Convertible Bonds which are convertible into equity shares, American Depository Receipts and Global Depository Receipts reflected by underlying equity shares of the Company or other securities convertible into equity shares of the Company (the "Securities") in compliance with applicable law or such other proposal on the advise of the company's financial advisor that may be appropriate for the company's requirements having regard to the company's business strategy and prevailing market conditions, including but not limited to creating, offering, issuing and allotting equity shares and warrants simultaneously with non-convertible debentures (the "Eligible Securities") to qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009.

In relation to the above, the Company intends to issue the Eligible Securities or the Securities for a value of upto USD 125 million (which limit applies also to the value of securities to be issued upon conversion of any Security).

The Company has entered into a Master Restructuring Agreement ("MRA") with its lenders and Central Bank of India, pursuant to the Corporate Debt Restructuring Mechanism, to restructure its current loan facility. In terms of MRA, Company is required to take prior approval of the CDR Lenders (as per MRA) before issuing equity or preference shares or any convertible instrument.

Objects of the issue:

The object of such issue(s) is to meet the long term business requirements of the Company, to meet the working capital requirements of the Company, to fund the growth of the Company, to restructure the liabilities of the Company, to reduce debt and/ or to improve the financial leveraging strength of the Company. The Directors intend to deploy the net proceeds from any issue of further capital for funding any one or more of, (i) capital expenditure, (ii) general corporate purpose, (iii) strategic acquisitions and (iv) reduction of debt.

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

Pricing:

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

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

The Special Resolution seeks to give the Board powers to issue the Eligible Securities or Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and / or individuals or otherwise as the Board may in its absolute discretion deem fit. The consent of the shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

Section 62 and the rules made thereunder of the Companies Act, 2013 and the relevant clause of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62 (1)(a) and the rules made thereunder of the Companies Act, 2013 unless the shareholders in a general meeting decide otherwise. Since the Special Resolution proposed in the business of the Notice results in the issue of shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62 (1)(c) and other applicable provisions and rules of the Companies Act, 2013 and the Listing Agreement.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Eligible Securities or Securities to the investors who may or may not be the existing shareholders of the Company. This resolution is in complete supersession of the special resolution passed through postal ballot on August 06, 2012. The Board believes that the issue of Eligible Securities or Securities to investors who are not shareholders of the Company is in the interest of the Company and, therefore, recommends the resolution for your approval.

None of the Directors 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 to 10

Human Resources play a vital role in the growth and success of an organization. It is necessary for a Company to adopt effective measures to attract and retain talent and remain competitive in the challenging global market. In addition to being a useful instrument to attract and retain talent, stock options are also recognized as effective instruments to encourage and reward the performance of its Employees who are the drivers of Company's growth and to retain them for ensuring stable growth by providing opportunities to such executives to own equity shares of the Company. The Company has current ESOP Schemes under which only a very limited number of options have been exercised. Further, pursuant to changes in Regulatory provisions, prevailing market conditions, pricing and in order to improve flexibility in implementation, it is proposed to terminate all the existing ESOP/DSOP Schemes and adopt a new ESOP Scheme 2015 subject to the approval of the Shareholders in the General Meeting.

In view of the above, the Board has proposed to formulate Moser Baer India Limited Stock Option Plan, 2015 in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") under which the maximum number of equity shares of the Company that could be created, offered, issued and allotted under the Plan should not exceed 4,650,413 equity shares / securities linked to equity shares convertible into equivalent number of equity shares of Rs. 10/- each of the Company, as on the date(s) of the grant of option(s) under the Plan. The Board has accordingly decided to seek the approval of the Members for the same.

The salient features of the Scheme are detailed below:

(a) Total number of options to be granted:

4,650,413 options (convertible into equivalent number of equity shares of Rs. 10/- each), from time to time to Eligible Employees [being employee of the Company and its subsidiary companies, if any].

The options which lapse / expire or are forfeited will be available for re-granting to Eligible Employee(s).

(b) Identification of Classes of Employees entitled to participate in ESOP

Eligibility for grant of options:

Permanent employees of the Company or its subsidiary companies as may be identified by the "Nomination and Remuneration Committee" (NARC) based on the individual performance of the employees.

Employees not eligible for grant of options:

- ✍ An employee who is a promoter or belongs to the promoter group
- ✍ A Director of the Company or any of its Subsidiaries

(c) Requirement of Vesting and Period of Vesting:

The continuation of the employee in the service of the Company shall be a primary requirement of the vesting. The minimum vesting period shall be 1 (one) year from the date of grant and may extend upto 4 (four) years as may be determined by the Board / Nomination and Remuneration Committee.

If the services of the employee is terminated, by resignation or otherwise, the options, to the extent not vested, shall lapse / expire and be forfeited forthwith and for the vested options, such employees will have to exercise their option within 30 days from the date of termination of employment.

In the event of death of an employee or if he suffers permanent incapacity while in employment, all the options granted to him till the date of death or permanent incapacity, as the case may be, shall vest with his legal heirs / in him on that date.

(d) Maximum period within which the options shall be vested:

The maximum period within which the options shall be vested would be 4 years from the date of grant.

(e) Exercise Price or Pricing Formula:

The Options granted to the Employees under this Plan shall carry an Exercise Price, which shall be the Market Price or at such discount to the Market Price, not exceeding 25%, as may be determined by the Board. However the Exercise Price shall not be less than the par value of the Equity Shares of the Company.

(f) Exercise Period and Process of Exercise:

The exercise period shall be a period commencing from the date of completion of vesting and shall continue upto completion of 7 years from the date of grant of such Options for which exercise has to be made.

The options would be exercisable by submitting the requisite application form / exercise notice to the Company or such other person as the Company may prescribe, subject to conditions for payment of Exercise Price in the manner prescribed by the Board / Committee. The Board / Committee may grant an extension upon a specific request made by the employee concerned to this effect. All the participants in the Scheme shall deliver a written notice of exercise, in the prescribed form, to the Nomination and Remuneration Committee on or before the expiry of the exercise period.

(g) Appraisal Process for determining the eligibility of employees for the Scheme:

The Board / Committee shall determine the criteria for the eligible employees under the Plan based on the performance of the employee for the last three financial years (or for his period of service), position and responsibilities of the concerned Employee, the nature of the Employee's services to the Company and its Subsidiaries, the period for which the Employee has rendered his services to the Company or its Subsidiaries, the Employee's present and potential contribution to the success of the Company and its Subsidiaries and such other factors as the NARC shall deem relevant for accomplishing the purpose of the Plan.

(h) Maximum number of Options to be issued per employee:

The maximum number of options granted to any one employee in a year will be less than 1% of the issued Equity Share capital of the Company at the time of granting of an option (including outstanding warrants and conversions).

(i) Confirmation with the Accounting Policies:

The Company shall confirm to the Accounting Policies specified under the Regulations.

(j) The method the Company shall use to value the options:

The company shall follow the intrinsic value method to value the options.

(k) The difference between the employee compensation cost computed based on intrinsic value and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Director's Report and also the impact of this difference on profit and on EPS of the Company shall also be disclosed in the Director's Report.

The equity shares allotted pursuant to the exercise of the Options shall be listed on the Stock Exchanges where the Company's Equity Shares are listed and necessary applications will be made to those Stock Exchange(s) in this behalf.

As per Regulation 6(1) of the Regulations, any Employees Stock Option Scheme must be approved by way of a special resolution. Further as the Scheme will entail further shares to be offered to persons other than existing members of the Company, consent of the Members is required for issue of the equity shares and / or instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013.

Regulation 6(3)(c) of the Regulations requires that a separate resolution is required to be passed if the benefits of the Scheme are to be extended to eligible employees of the subsidiary companies. Accordingly the resolution set out at item no. 10 is being placed for approval of the members.

The options to be granted / shares to be issued under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

None of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company or the options which may be granted to them pursuant to the Plan.

The Board accordingly recommends the resolutions as set out in Item no. 7 to 10 of the Notice for approval of members.

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

Neeraj Parmar
General Manager - Legal & Company Secretary

Date: 02nd June, 2015

Annexure pursuant to Clause 49 of the Listing agreement with the Stock Exchanges Particulars of Directors proposed to be appointed / re-appointed at the 32nd Annual General Meeting

Name of Director	Mr. Deepak Puri	Mr. Vineet Sharma
Date of Birth	28.07.1941	17.11.1959
Date of Appointment	21.03.1983	31.03.2011
Qualifications	Mechanical Engineering from Imperial College, London	1. Graduate from Delhi University 2. MBA from IMT, Ghaziabad
Experience	Having over 38 years of industry experience in the field of manufacturing Magnetic and Optical Media products and management	He is also Heading National Sales Team for Business Development and having an experience of about 14 years as a Marketing Director. He holds Expertise in pricing strategies, client relations, 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 established goals and objectives related to sales, marketing, business development and client relations.
Chairman/ Director of other Companies	1. Helios Photo Voltaic Limited 2. Moser Baer Entertainment Limited 3. Moser Baer Investments Limited 4. Moser Baer Solar Limited 5. Moser Baer Solar System Pvt. Limited 6. Pride Solar Systems Pvt. Limited 7. Value Solar Energy Pvt. Ltd. 8. Induco Infradevelopers Limited 9. Competent Solar Energy Private Limited 10. Ellencon Power Projects Pvt. Limited 11. Moser Baer Software Limited	1. Helios Photo Voltaic Limited 2. HC Power Projects Private Limited 3. Ojjus Medical & Research Institute (Jaipur) Private Limited 4. Conquer Power Projects Pvt. Ltd.
Chairman/ Member of Committees of Board of Companies of which he is a Director	Moser Baer India Limited (Member): 1. Audit Committee 2. Stakeholder's Relationship Committee Moser Baer Solar Limited (Member): 1. Audit Committee Moser Baer Entertainment Limited (Chairman): 1. Audit Committee Helios Photo Voltaic Limited (Chairman): 1. Audit Committee Moser Baer Investments Limited (Member): 1. Audit Committee	Moser Baer India Limited (Member): 1. Audit Committee Helios Photo Voltaic Limited (Member): 1. Audit Committee
No. of Shares held	6,30,13,857	NIL

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[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

32nd Annual General Meeting – June 30, 2015

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 32nd Annual General Meeting of the Company to be held on Tuesday, June 30, 2015 at 9.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi 110003 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 Audited Balance Sheet as at December 31, 2014, Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the Reports of Auditors' thereon and the Board of Directors thereto for the financial year ended on December 31, 2014		
2	Appoint a Director in place of Mr. Deepak Puri, who retires by rotation and being eligible offers himself for re-appointment		
3	Re-appointment of Auditors and fixation of their remuneration		
Special Business			
4	Appointment of Mr. Vineet Sharma, Director for a term upto March 31, 2019		
5	Authorisation to Board of Directors to contribute, donate, subscribe to any charitable trust up to an amount not exceeding Rs. 20,00,000/-		
6	Authorisation for issue and Allotment of Equity Shares ADR / GDR / FCCB etc. for a value up to USD 125 Million		
7	Approval to terminate Directors' Stock Options Plan 2005		
8	Approval to terminate ESOP 2004 and ESOP 2009		
9	Consider and approve scheme of ESOP Plan 2015 for the employees of the Company		
10	Consider and approve scheme of ESOP Plan 2015 for the employees of the Subsidiaries		

Signed this day of June, 2015.

Affix Revenue stamp not less than ₹ 0.15

Signature of the member

Signature of the Proxy Holder(s)

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 32nd 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

Tel: 011-40594444 Fax: 011-41635211, 26911860

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 32nd Annual General Meeting of the Company at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi 110003 on Tuesday, June 30, 2015 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 year ended on 31.12.2014 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 year ended on 31.12.2014 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.



