

June 30, 2015

National Stock Exchange of India Limited

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Bombay Stock Exchange Limited

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Mumbai 400 001
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22723719/22722039/22722061/(22721072)

PROCEEDINGS OF THE 32nd ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, JUNE 30TH, 2015 AT 9.30 A.M. AT SRI SATHYA INTERNATIONAL CENTRE, PRAGATI VIHAR, BHISHAM PITAMAH MARG, LODHI ROAD, NEW DELHI - 110001

1. Mr. Deepak Puri, Chairman and Managing Director took the Chair and welcomed the members to the 32nd Annual General Meeting of the Company
2. Mr. Deepak Puri then asked the Company Secretary to ascertain the quorum. After ascertaining of the same by the Company Secretary, he called the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum as per Companies Act, 2013, was fulfilled.
3. The Statutory registers, Proxy registers and inspection documents were available during the meeting for inspection of the Member.
4. With the concurrence of the Members, the Notice of 32nd Annual General Meeting together with the Financial statement, Directors' Report was taken as read. The Company Secretary read the Auditor's Report
5. The Chairman's message to the shareholders about the Company's performance during the last financial year and future plans, prospects and outlook of the Company in the year to come was taken as read.
6. The Chairman requested the Company Secretary to apprise the shareholders about the new procedures of the Companies Act, 2013 for the e-voting, poll etc..
7. Mr. Neeraj Parmar, Company secretary stated that the Company had provided electronics voting facility to the members entitled to cast their vote at the Annual General Meeting as per the Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014 and therefore, it was obligatory to provide similar voting rights to the members present in person and proxies at the Annual General Meeting, to vote in proportion to the shares held by them. He stated that Poll will be taken for the voting on all the resolutions of ordinary and special businesses as set out in Items 1 to 10 of the Notice of the 32nd Annual General Meeting.
8. He explained the new voting process of e-voting and poll. The Company Secretary stated that the results of Voting on each resolution shall be determined by adding the votes of the poll in favor or against a resolution with the electronic votes in favor or against the same resolution. He stated that on receipt of Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared on or before July 03, 2015 at 11. a.m. at the registered office of the Company. The results to be declared for each resolution shall indicate votes on Poll and electronic voting and would be immediately intimated to the National Stock Exchange Limited and Bombay Stock Exchange Limited and shall also be uploaded on the Company's Website www.moserbaer.com with the respective reports of Scrutinizer for electronic voting and the Poll and shall be available at the registered office of the Company.

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9. He further stated that the Scrutinizer for the electronics voting and the poll, Mr. Kundan Agarwal, FCS, Practicing Company Secretary, had been appointed for independently carrying the voting in a fair and transparent manner.
10. The Chairman thereafter ordered the Poll on the resolutions as set out in the Notice i.e. resolutions 1 to 10 except item no. 2, he being an interested party. Mr. Sanjay Jain, Director took Chair for item no. 2. All shareholders and proxy holders present and entitled to vote were requested to participate in the Poll.
11. Mr. Kundan Agarwal, Scrutinizer conducted the Poll, showing empty polling box to the members, locking and sealing of empty polling box in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll at around 10.15 A. M. The Scrutinizer then took the custody of polling box.
12. The Scrutinizers immediately after the conclusion of voting at the Annual General Meeting, first counted the votes at the meeting, thereafter unblocked the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company.
13. The Chairman/ Company Secretary shall announce the results of voting on or before July 03, 2015 at 11.00 a.m. in respect of following item transacted as per the notice of 32nd Annual General Meeting.

Resolution Nos. as given in the Notice of the 32nd Annual General Meeting:-

Ordinary Business	
1	Adoption of financial statement and the Reports of the Board of Directors and Auditors thereon for the financial period 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 for a term up to March 31, 2019
5	Authorisation to Board of Directors for contribute, donate, subscribe to any charitable trust up to an amount not exceeding Rs. 20,00,000/-
6	Authorisation for issue and Allotment of ADR / GDR / FCCB for a value up to USD 125 Million
7	Approval to terminate Directors' Report 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

For MOSER BAER INDIA LTD


COMPANY SECRETARY

