

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act,2013 and rule 20(ix) of the Companies (Management and Administration) Rules,2014]

To.

The Chairman
31st Annual General Meeting of the Equity Shareholders
Of Moser Baer India Ltd, 4th day of July 2014 at 9:30 a.m.
At FICCI Golden Jubilee Auditorium, Federation House,
Tansen Marg, New Delhi 110001.

Dear Sir,

I, D.P Gupta, Proprietor of SGS ASSOCIATES, Company Secretaries Firm having its registered office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as a Scrutinizer of Moser Baer India Limited ("the Company") for the purpose of Scrutinizing the e-voting and Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act,2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 31st Annual General Meeting of the Equity Shareholders of Moser Baer India Limited, to be held on 4th day of July, 2014 at 9:30 a.m. at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi 110001. We submit our report as under:

1. The e-voting period remained open from 26th May,2014 (9:00 a.m.) to 27th May, 2014 (6:00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 30th May,2014 were entitled to vote on the proposed resolutions (item no.1 to 14 as set out in the Notice of 31st AGM of Moser Baer India Limited)
3. The votes were unblocked on 2nd July, 2014 around 2.00 p.m. in the presence of two witnesses, Ms. Shivani Sanghi (House No. A-32, Extn. 1C, Nangloi, New Delhi 110041) and Ms. Surbhi Bansal (House no. 46, Block B-3 Paschim Vihar New Delhi - 110063) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Name Shivani

Name Surbhi



4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services India Limited (CDSL).

5. The results of the e-voting is as under:

A) Resolution 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

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
12	6,75,04,269	99.9999%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	40	0.0001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

B) Resolution 2:- Appoint a Director in place of Mr. Bernhard Gallus, who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
13	6,75,04,309	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	NA	NA



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

C) Resolution 3:- Appointment of Mr. Deepak Puri, who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
13	6,75,04,309	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	NA	NA

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

D)Resolution 4:- Appointment of Mrs. Nita Puri, who retires by rotation and being eligible offers herself for re-appointment

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
13	6,75,04,309	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	NA	NA

(iii) Invalid Votes:



Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

E) Resolution 5:- Re-appointment of Auditors and fixation of their remuneration

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
11	6,74,72,269	99.95%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	32,040	0.05%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

F) Resolution 6:- Appointment of Mr. Sanjay Jain as Independent Director

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
13	6,75,04,309	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	NA	NA

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.



G) Resolution 7:- Appointment of Mr. K. Ajit Kumar as Nominee Director

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
13	6,75,04,309	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	NA	NA

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

H) Resolution 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

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
12	6,75,04,269	99.9999%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	40	0.0001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.



I) Resolution 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

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
12	6,74,72,309	99.95%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	32,000	0.05%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

J) Resolution 10:- Authorisation to Board of Director for borrowing to an amount not exceeding INR 3000 Crores

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
12	6,75,04,269	99.9999%

(ii)

(iii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	40	0.0001%

(iv) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

K) Resolution 11:- Authorisation to Board of Director to create mortgage/charges/ hypothecation in favor lenders up to an amount not exceeding INR 3000 Crores



(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
12	6,75,04,269	99.9999%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	40	0.0001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.

L) Resolution 12:- Authorisation to Board of Directors for contribute, donate, subscribe to any charitable purpose up to an amount not exceeding INR 20,00,000/-

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
11	6,75,03,969	99.9995%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	340	0.0005%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
N.A.	N.A.



6. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

D.P GUPTA

Membership No. 2411

COP No. 1509

Proprietor, SGS ASSOCIATES



Place: New Delhi

Dated : 2nd July, 2014