



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

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on Friday, September 30, 2016 at 9.30 a.m. at Shri Ram Centre Auditorium, 4, Safdar Hashmi Marg, New Delhi-110001 to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the 15 months financial period ended 31st March, 2016 including audited Balance Sheet as on that date, the Statement of Profit and Loss and Cash Flow Statement for the period ended on that date and the Reports of the Board of Directors and Auditors' thereon.

2. To appoint a Director in place of Mrs. Nita Puri (DIN No. 00002331), who retires by rotation and, being eligible, offers herself 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 ratify the appointment of M/s. Walker, Chandiook & 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, 150, 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. Samrish Bhanja (DIN No. 00045865), who was appointed as Additional Director of the Company on June 22, 2015 and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his 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 June 21, 2020, 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, organisation, not directly relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, upto an amount not exceeding Rs. 20,00,000/- (Rupees Twenty Lacs only) for the financial year 2016-17 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 thought 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 in the Annual General Meeting held on June 30, 2015 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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-EG and/or any other prescribed agency/body involved with CDR of the Company 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 88.4 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, 2013 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, 2013 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 paripassu 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 paripassu 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 authorised 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 authorised to do all such acts, deeds, matters and things including but not limited to finalisation 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-EG and/or any other prescribed agency/body involved with the CDR of the Company) 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."

Regd. Office:

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

43-B, Okhla Industrial Estate Phase-III

New Delhi - 110 020

Date: August 11, 2016

Neeraj Parmar

AVP - Legal & Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A 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 Share Transfer Agent 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 24th September, 2016 (Saturday) to 30th September, 2016 (Friday) (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 Share Transfer Agent 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 124 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 authorised representatives to attend the Meeting are requested to send a certified copy of Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
10. All the documents referred to in the notice and explanatory statement, if any, are open for inspection at the Company's registered office and corporate office during normal business hours on all working days
11. Kindly bring your copies of the Annual Report to the meeting.
12. Electronic copy of the Annual Report for the financial period ended 31.03.2016 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.
13. Electronic copy of the Notice of the 33rd 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 33rd 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 33rd Annual General Meeting and the Annual Report for the financial period ended on 31.03.2016 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:
 - i. the facility to exercise their right to vote at the 33rd 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> <p>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.</p> <p>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.</p> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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).</p> |

- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xviii) Note for Non – Individual Shareholders and Custodians
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.
 - (xix) 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.
- (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. (xix) above, to cast vote.
- (C) The voting period begins on 27th September, 2016 (9.30 am) and ends on 29th September, 2016 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 23rd September, 2016 , 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.
- II a. M/s. Kundan Agrawal & Associates, 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.
16. Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment as mentioned in this notice is appended. Further, the Company has received relevant disclosure/consent from the Director seeking appointment / re-appointment.
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 26th August, 2016.
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
Date: August 11, 2016

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

**Neeraj Parmar
AVP - Legal & Company Secretary**

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

ITEM NO. 4

Mr. Samrish Bhanjais presently holding position of Additional Director of the Company. He joined the Board of Directors of the Company in June, 2015. He graduated from Delhi University and had done LLB and CS. He is a Practicing Company Secretary having more than 18 years of rich experience in the Legal, Secretarial and capital market compliances.

It is proposed to appoint Mr. Samrish Bhanja as Independent Director under Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015 to hold office for a term upto June 21, 2020. A notice has been received from a member proposing Mr. Samrish Bhanja 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. Samrish Bhanja fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and also under the Listing Agreement/Regulations for his appointment as an Independent Director of the Company and is independent of the management.

The Company has received declaration from Mr. Samrish Bhanja 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 Regulation 25 of SEBI (LODR) Regulations, 2015 and other applicable provisions of Act/Regulations.

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. Samrish Bhanja 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. Samrish Bhanja, 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 2016-17, 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 88.4 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, subject to regulatory approvals including consent from Reserve Bank of India.

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 advice 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 as amended.

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 the present circumstances, as per the ECB Guidelines, Company is required to take prior approval of the CDR-EG before raising ECB.

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 SEBI (LODR) Regulations, 2015, 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, the SEBI (LODR) Regulations, 2015 and Listing Agreement executed 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 SEBI (LODR) Regulations, 2015.

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 in the Annual General Meeting held on June 30, 2015. 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.

Regd. Office:

43-B, Okhla Industrial Estate Phase-III
New Delhi - 110 020
Date: August 11, 2016

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

Neeraj Parmar
AVP - Legal & Company Secretary

Annexure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015
Particulars/Brief Resume of Directors proposed to be appointed or re-appointed at the
33rd Annual General Meeting

| | | |
|--|--|---|
| Name of Director | Mrs. Nita Puri | Mr. Samrish Bhanja |
| Date of Birth | 06.10.1945 | 30.12.1971 |
| Qualification | Graduate from Calcutta University | B.Sc, LL.B and CS |
| Nature of Expertise in specific functional Area | Having 25 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 | 18 Years of Secretarial, Legal and Corporate experience, expertise in capital market compliances and corporate laws |
| Chairman / Director of other listed companies | NIL | NIL |
| Chairman / Member of committees of Board of listed Companies of which she/he is a director | Moser Baer India Limited | |
| | 1. | Stakeholder's Relationship Committee - Member |
| | 2. | Stakeholder's Relationship Committee – Member |
| | 3. | Nomination and Remuneration Committee-Member |
| Disclosures of relationships between directors inter-se | None of the Directors have inter-se relationship except Mr. Deepak Puri and Mrs. Nita Puri. Mrs. Nita Puri is the wife of Mr. Deepak Puri. | None of the Directors have inter-se relationship. |
| Shareholding in the Company | NIL | NIL |

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

33rd Annual General Meeting – September 30, 2016

Folio No./ DP ID / Client ID:

Number of shares held

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

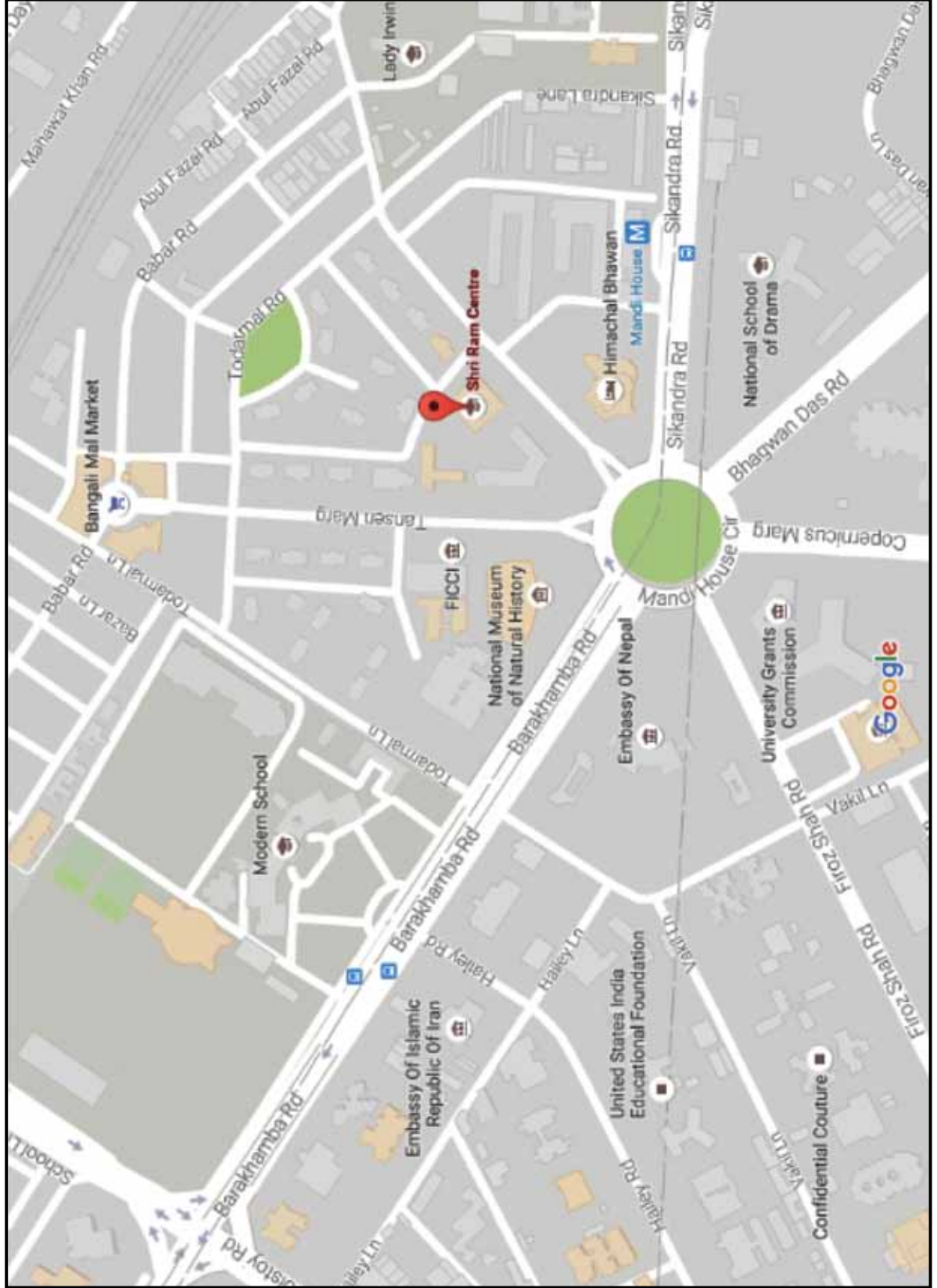
I hereby record my presence at the 33rd Annual General Meeting of the Company at the Shri Ram Centre Auditorium, 4, Safdar Hashmi Marg, New Delhi – 110001 on Friday, September 30, 2016 at 9.30 A.M.

.....
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 2015-16 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 2015-16 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.



ROUTE MAP



[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

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CIN No.: L51909DL1983PLC015418

33rd Annual General Meeting – September 30, 2016

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 33rd Annual General Meeting of the Company to be held on Friday, September 30, 2016 at 9.30 a.m. at Shri Ram Centre Auditorium, 4, Safdar Hashmi 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 audited standalone and consolidated financial statements and the Reports of the Board of Directors and Auditors thereon for the 15 months financial period ended on March 31, 2016 | | |
| 2 | Appoint a Director in place of Mrs. Nita Puri, who retires by rotation and being eligible offers herself for re-appointment | | |
| 3 | Ratify the appointment of Auditors and fixation of their remuneration | | |
| Special Business | | | |
| 4 | Appointment of Mr. Samrish Bhanja for a term upto June 21, 2020 | | |
| 5. | Authorisation to Board of Directors to contribute, donate, subscribe to any charitable trust | | |
| 6. | Issue and Allotment of ADR / GDR / FCCB etc .for a value up to USD 125 Million | | |

Signed this day of September, 2016.

Affix Revenue stamp

Signature of the member

Signature of the Proxy Holder(s)

NOTE:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.
3. 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.
4. Please complete all details including detail of member(s) in above box before submission.

moserbaer

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

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

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CIN No.: L51909DL1983PLC015418