



MOSER BAER INDIA LIMITED

CIN No.: L51909DL1983PLC015418

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

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

POSTAL BALLOT FORM

(To be returned to the Scrutinizer)

Sequence No. _____

1. Name & Address of the Sole/ First named Shareholder as registered with the Company

2. Name(s) of the joint Shareholder(s), if any, registered with the Company

3. Registered Folio No. / DP ID No. & Client ID No. (applicable to investors holding shares in electronic form)

4. No. of Shares held

I/We hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the resolution	I/We dissent to the resolution
1.	Approve and confirm the Corporate Debt Restructuring Scheme in relation to the Company's debt			
2.	Issue of equity shares on preferential basis to the Promoter Group			
3.	Authorization to the Board of Directors to create mortgage / charge / hypothecate under Section 180(1) (a) of the Companies Act, 2013			
4.	Authorization to the Board of Directors to make investments, loans and guarantee or security etc.			

Place : _____
Date : _____

Signature of the Shareholder _____

#E-mail : _____ # Tel./Mobile No. _____

#Optional _____

Note:

- Please read the instructions printed overleaf carefully before exercising the vote.
- The last date/time for the receipt of Postal Ballot Forms by the Scrutinizer is March 29, 2015 (6.00 pm).

INSTRUCTIONS

General Information

- i. There will be one Postal Ballot Form/e-voting for every 'Client ID No./Folio No.', irrespective of the number of joint holders.
- ii. Shareholders can opt for only one mode of voting i.e. either by postal ballot or through e-voting. In case you are opting for voting by postal ballot, then please do not cast your vote through e-voting and vice versa. In case Shareholders cast their votes by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- iii. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
- iv. The Company has appointed Mr. Kundan Agarwal, Practicing Company Secretary as Scrutinizer for conducting the entire postal ballot process in accordance with the law and in a fair and transparent manner.

Voting through physical mode

- i. A Shareholder entitled to vote and desirous of exercising his/ her vote by a postal ballot may complete Postal Ballot Form and send it to the Scrutinizer in the accompanying self addressed Business Reply Envelope. However, any Envelope containing a Postal Ballot Form, if deposited in person or sent by courier, registered post etc. at the expense of such Shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched to the Scrutinizer.
- ii. A Shareholder may convey his/ her/ its assent/ dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the Shareholder must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
- iii. The Envelope bears the address of the Scrutinizer. The duly completed Postal Ballot Forms should reach the Scrutinizer before 6:00 pm on 29th March, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
- iv. The Postal Ballot Form must be completed and signed by the Shareholder. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature furnished by National Securities Depositories Limited (NSDL)/CDSL or registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
- v. Unsigned, incomplete, defaced, overwritten, torn, improperly or incorrectly ticked Postal Ballot Forms, or signed Postal Ballot Forms where the Shareholder's signature does not tally will be rejected.
- vi. Where the postal ballot form has been signed by an authorized representative of a body corporate, trust or society, a certified true copy of the resolution of its Board of Directors authorizing such representative to vote on the resolution on behalf of the body corporate, trust or society should accompany the Postal Ballot Form. If the Postal Ballot Form is signed by a power of attorney holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such power of attorney.
- vii. Shareholders are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed Envelope. All Envelopes will be sent to the Scrutinizer and any extraneous paper found in any Envelope would not be taken cognizance of and will be destroyed by the Scrutinizer.
- viii. A Shareholder may request a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer, not later than the date and time specified at item iii.
- ix. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
- x. The Scrutinizer's decision on the validity of the postal ballot form shall be final and binding.
- xi. The postal ballot form along with the 'Postal Ballot Notice' and Statement is being sent to Shareholders having registered address outside India. Since the Envelope is not valid for use from outside India, such Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched.
- xii. The votes of a Shareholder will be considered invalid on any of the following grounds:-
 - if the Shareholder's signature does not tally;
 - if the Shareholder has marked his/ her/ its vote both 'FOR' and also 'AGAINST' the 'Resolution' in such a manner that the aggregate Shares voted 'FOR' and 'AGAINST' exceeds total number of Shares held under Serial No. 4 of the Postal Ballot Form i.e. if the Form is improperly or incorrectly ticked;
 - if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - if the Postal Ballot Form is received torn or defaced or overwritten or mutilated such that it is difficult for the Scrutinizer to identify either, the Shareholder, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST', or if the signature could not be verified or one or more of the above grounds.

Voting through electronic mode

- i. The voting period begins from 9.00 AM on 27th February, 2015 and ends on 6.00 PM on 29th March, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. **If you are a first time user follow the steps given below:**

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholder 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.
- x. For shareholder holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Moser Baer India Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 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 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 favor 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.