



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 NOTICE

Dear Members

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that Company seeks approval of Members, via Postal Ballot for the proposal contained in Special Resolutions given in this Notice. The explanatory Statement pertaining to the said Resolutions setting out the material facts and related particulars are annexed, along with a Postal Ballot Form.

The Company has appointed a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 29th March, 2015, 6:00 p.m. Members may choose to vote using the e-Voting facility, the details whereof are specified in the notes to the Notice.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before 30th March, 2015 and thereafter through the website of the Company (www.moserbaer.com) and by way of intimation to the Stock Exchanges on which the Company is listed.

RESOLUTION NO. 1

APPROVE AND CONFIRM THE CORPORATE DEBT RESTRUCTURING SCHEME IN RELATION TO THE COMPANY'S DEBT

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 1956 and 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of Moser Baer India Limited (the "Company"), listing agreements entered into with stock exchanges on which the equity shares of the Company of face value of ₹ 10 each are listed (the "Equity Shares"), the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India ("SEBI")), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the "CDR EG"), Monitoring Institution (MI), the Corporate Debt Restructuring Lenders (CDR Lenders), the Reserve Bank of India (the "RBI"), Government of India, etc.) which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution) the Company hereby approves, ratify and confirms the corporate debt restructuring package by and between the Company and the rupee lenders of the Company whose loans have been restructured (the "CDR Lenders") under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR EG/CDR Lenders/Monitoring Institution and communicated to the Company by the Corporate Debt Restructuring Cell (the "CDR Cell") vide its letter of approval and amendments thereof (the "CDR LOA") and set forth under the master restructuring agreement and amendments thereof (the "MRA") and other amendments to CDR Scheme through decisions and sanctions issued in pursuance to the terms of scheme made from time to time between the Company and the CDR Lenders and the Board and/or any person authorised by the Board in respect thereof from time to time, be and is hereby authorised on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, amend or make changes to the MRA and enter into other documents in pursuance of the CDR LOA and the MRA and any amendment or modification thereof, implement the CDR LOA and the MRA as may be amended from time to time, on the basis of the terms set out in the CDR LOA and the MRA or other documents as may be agreed between the respective parties or as advised by the CDR Lenders and/ or CDR EG in pursuance of CDR Scheme, and execute the necessary documents for the same including, *inter alia* issuance of Equity Shares of the Company to the promoter or persons/firms /companies promoted by him in terms of the CDR scheme, package as amended or may be amended from time to time".

RESOLUTION NO. 2

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER GROUP

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and rules made there under and in accordance with the 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 equity shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to SEBI, the CDR EG, CDR Lender, Monitoring Institution, the RBI, Government of India etc.) and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to, the scheme of corporate debt restructuring (the "CDR Package") by and between the Company and the rupee lenders of the Company whose loans have been/are being restructured (the "CDR Lenders") pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR Empowered Group (the "CDR EG")/CDR Lenders/Monitoring Institutions and communicated to the Company by the Corporate Debt Restructuring Cell (the "CDR Cell") vide its letter of approval and amendment thereof (the "CDR LOA") and any modifications to the terms, as approved by the CDR EG/ CDR Lenders/Monitoring Institution and the Company, and the terms of the master restructuring agreement and amendment thereto (the "MRA") or other documents by and between the Company and its CDR Lenders, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot in one or more tranches, up to 2,20,00,000 fully paid up equity shares of the Company of face value ₹ 10 each ("Equity Share") to Microgreen Electronics Private Limited, a company promoted by Mr. Deepak Puri, promoter or any other entity promoted by him on a preferential basis at a price of ₹ 10 per Equity Share (aggregating to ₹ 22,00,00,000) determined in accordance with the provisions of Chapter VII of the ICDR Regulations at such time and on such terms and conditions and in such manner as may be decided by the Board in this connection".

RESOLVED FURTHER THAT the price of the Equity Shares shall be calculated in accordance with provisions of Chapter VII of the ICDR Regulations, and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is September 25, 2014, i.e., date of the amendment of Corporate Debt Restructuring Scheme".

RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects".

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares".

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company."

RESOLUTION NO. 3

AUTHORIZATION TO THE BOARD OF DIRECTORS TO CREATE MORTGAGE / CHARGE / HYPOTHECATE AS PER SECTION 180(1) (a) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extra-ordinary General Meeting of the shareholders of the Company held on August 29, 2003 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/charges/hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favor of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of ₹ 3,000 Crores (Rupees Three Thousand Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public."

RESOLUTION NO. 4

AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, LOANS AND GUARANTEE OR SECURITY

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provision, if any, of the Companies Act, 2013, ('the Act') and the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in Shares, Debentures and/or any other Securities of other body corporates, whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum amount of ₹ 1000 Crores (Rupees One Thousand Crores only), notwithstanding that investments along with Company's existing loans or guarantee/ security or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loan and investment including the timing, amount and other terms and conditions of such investment and varying the same through transfer, sale, disinvestments, conversion, modifying the terms or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such investment."

**By Order of the Board of Directors
for Moser Baer India Limited**

Place: New Delhi **Neeraj Parmar**
Date: February 21, 2015 **General Manager Legal & Company Secretary**

Notes:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on February 13, 2015.
3. 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.

4. Shareholders who have registered their e-Mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-Mail and to others are being sent by permitted mode along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-Mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website www.moserbaer.com, fill in the details and send the same to the Scrutinizer.
5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self addressed Business Reply Envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer by 6.00 p.m. on March 29, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-Voting module shall also be disabled by CDSL for voting thereafter.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-Voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). The Company has entered into an agreement with CDSL for facilitating e-Voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Forms, e-Voting is optional. Demat- Account/Folio Number of the Shareholders has been enrolled by the Company for participation in voting on resolutions placed by the company on e-Voting system.

Instructions for e-voting

- i. The voting period begins from 09.00 AM on February 27, 2015 and ends on 6.00 PM on March 29, 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) <ul style="list-style-type: none"> • 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 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.
7. In case, however the members do not want to avail the e-voting facility organized through CDSL, such member may send a request to the company on shares@moserbaer.in for obtaining the notice and postal ballot in the physical form. On the receipt of such requests, the company will dispatch the same in physical form.
8. The Chairman of the Board and in his absence, Company Secretary of the Company will announce the result of the Postal Ballot on or before March 30, 2015 at the Registered Office of the Company situated at 43B, Okhla Industrial Estate, Phase III, New Delhi – 110020 and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballot indicate that the requisite majority of the Shareholders had assented to the Resolution(s). The result of the Postal Ballot shall also be announced through a newspaper advertisement and displayed on the website of the Company www.moserbaer.com.
9. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. and 1.00 P.M. up to the date of declaration of the result of Postal Ballot. A copy of this notice has been placed on the website of the Company and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
10. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.
11. In cases where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.
12. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in

the records of the depositories, as applicable, as on February 13, 2015, and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 1

The resolution as provided in item no. 1, proposed to be passed by the members of Moser Baer India Limited (the "**Company**") by way of a special resolution by postal ballot, shall be deemed to be an authorization, confirmation and ratification by the members of the Company, in terms of Regulation 10 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the scheme of corporate debt restructuring set out in letter of approval and amendments thereof (the "**CDR LOA**"), issued by the Corporate Debt Restructuring Cell and the master restructuring agreement and amended thereof (the "**MRA**") and other documents as amended between the Company and the CDR Lenders and amendments made/to be made to the CDR scheme through decision and sanctions issued in pursuance to the terms of scheme from time to time by CDR –EG, CDR Lenders and MI.

Due to the market imbalances and global economic slowdown in the past, the Company has been facing liquidity constraints, and has been working on various alternatives to align its debt obligations with the cash flows of the Company. The Company and two of its subsidiaries, namely Helios Photo Voltaic Limited ("**HPVL**") and Moser Baer Solar Limited ("**MBSL**") had applied to the Corporate Debt Restructuring ("**CDR**") cell during 2012 for restructuring their rupee denominated debts through CDR mechanism envisaged under the guidelines issued by the Reserve Bank of India (the "**RBI**"). The CDR Cell approved the debt restructuring of the Company and its above mentioned subsidiaries and are implemented.

The Company has also executed a Master Restructuring Agreement ("**MRA**") with the CDR Lenders in furtherance to the CDR package of the Company, besides various other related documents as envisaged under the MRA. The Broad terms of the Company's CDR scheme includes *inter alia*:

- a. Restructuring the existing debt facilities availed by the Company from the CDR Lenders including revision of the interest rates, principal payment schedule and grant of certain new facilities;
- b. Creating certain additional security for the facilities covered under the MRA by pledging the promoters' shareholding in the Company, personal guarantee, negative lien on certain properties held by a subsidiary, corporate guarantee by the subsidiary and pledge of shares of a subsidiary.
- c. The promoters of the Company have infused funds of ₹ 40 crore earlier and are further required to contribute/ infuse funds into the Company to the extent of ₹ 22 crore.

In addition to the above, the Company is also in the process of restructuring its outstanding Foreign Currency Convertible Bonds (the "**FCCBs**"), which is not part of the Company's CDR scheme.

The above proposal is in the interest of the Company and your Directors recommend the resolution in Item No. 1 as special resolution for your approval by way of postal ballot.

Except Mr. Deepak Puri, none of the Promoters, Directors, Key Managerial Personnel or their relatives are interested in the Resolution No. 1 of the accompanying Notice to the extent set out under Item No. 2 below

ITEM NO. 2

As mentioned in item no. 1 above, in terms of the amended CDR scheme, the promoters of the Company are further required to contribute/infuse funds into the company to the extent of ₹ 22 crore. In light of this requirement, Mr. Deepak Puri, promoter through M/s. Microgreen Electronics Private Limited or any other firm/company/person promoted by him has infused/agreed to infuse these funds into the Company by subscribing up to 2,20,00,000 equity shares of the Company of face value ₹ 10 each (the "**Equity Shares**") at a price of ₹10 per Equity Share in one or more tranches accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "**ICDR Regulations**").

The above investments would have resulted in Mr. Deepak Puri requiring to make a public announcement of an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"). However, Mr. Deepak Puri would be exempted from making a public announcement for an open offer under Regulation 10 (2) of the Takeover Regulations if the scheme of corporate debt restructuring as amended from time to time is approved by the special resolution proposed under item no 1.

The Equity Shares shall be listed at Bombay Stock Exchange Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**") and together with the BSE, the "**Indian Stock Exchanges**"). The consent of the shareholders is also being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 and the rules made there under and in terms of the provisions of the listing agreement executed by the Company with the Indian Stock Exchanges where the Equity Shares of the Company are listed.

Section 62 of the Companies Act, 2013, as amended from time to time, and the ruled made there under and the relevant clause of the listing agreement entered into with the Indian 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 of the Companies Act, 2013 unless the shareholders decide otherwise. Since the Special Resolution proposed in the business of the Notice results in the issue of Equity 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 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and the listing agreement entered into with the Indian Stock Exchanges.

Other terms applicable to the Equity Shares:

1. The aggregate consideration for subscriptions to the Equity Shares shall be paid by the proposed allottee(s) on or before the respective dates of allotment of the Equity Shares.
2. The Equity Shares shall rank pari-passu inter se and with the then existing equity shares of the Company in all respects.
3. The disclosures prescribed under Chapter VII of the ICDR Regulations are as follows:

a. Objects of the preferential issue:

To make allotment(s) to the promoter and promoter group of the Company, in accordance with the amended terms of the CDR scheme.

b. Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

Promoter and Promoter Group of the Company have conveyed their intention to subscribe to the Equity Shares being offered through one or more entities promoted by him.

c. Shareholding pattern before and after the preferential issue

Shareholding pattern as on February 13, 2015, being the latest practicable date on which shareholder data was available prior to the date of approval and issuance of notice to the members and post-allotments shareholding pattern of the Company is set out below:

Category of Shareholder	Pre-Issue		Post Issue	
	No. of Shares	%	No. of Shares	%
Promoter & Promoter Group	67420141	32.37	89420141	38.83
Bodies Corporate, Fis, Mutual Funds, Banks, Insurance Companies, Cooperative Societies Trusts, etc	18291325	8.78	18291325	7.94
Foreign Investment	13082524	6.28	13082524	5.68
Public	109512114	52.57	109512114	47.55
Total	208306104	100.00	230306104	100.00

* Notes to the above table:

- The above pre-issue shareholding pattern has been prepared on the basis of the shareholding of the Company as on February 13, 2015 and post issue pattern has been prepared considering all the Equity Shares have been allotted.
- The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee would have subscribed to and been allotted the Equity Shares of the Company. In the event for any reason, the proposed allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged and excludes possible conversion of stock options.

d. The time within which the preferential issue shall be completed:

The allotment of Equity Shares shall be made within the CDR framework specified by Reserve Bank of India.

e. The identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them and change in control, if any, of the issuer consequent to the preferential allotment:

Identity of the proposed allottee	Category	Pre Issue Shareholding		Allotment	Post Issue (after allotment of equity shares)	
		No. of Shares	%		No. of Shares	%
Microgreen Electronics Pvt Ltd	Promoter Group	0.00	0.00	22,000,000	22,000,000	9.55

*As the proposed allottee falls under the definition of the promoter group, the allotment of the Equity Shares will not result in any change of control of the

Company. Mr. Deepak Puri and Mrs. Neeta Puri, Directors of the Company each holds 50% shareholding in the proposed allottee.

f. Undertaking to recompute price and lock-in till the recomputed price is paid

This is not applicable to the present case.

g. Certificate from statutory auditors

A copy of the certificate of the Company's statutory auditor certifying that these issuances are in accordance with the provisions of the ICDR Regulations will be made available for inspection at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day up to the last date for voting under Postal Ballot.

h. Relevant date

The price at which the Equity Shares proposed to be issued has been determined in accordance with Chapter VII of the ICDR Regulations, based on the higher of: (a) the average of the weekly high and low of the volume weighted average prices of the Equity Shares quoted on a recognized stock exchange during the twenty six weeks preceding the relevant date or (b) the average of the weekly high and low of the volume weighted average prices of the Equity Shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date.

The "Relevant Date" for the purpose of calculating the price of the Equity Shares is September 25, 2014, i.e., date of the amendment to the Company's Corporate Debt Restructuring Scheme.

i. Lock-in

The Equity Shares allotted shall be locked-in as per the provisions of the ICDR Regulations.

Mr. Deepak Puri and Mrs. Nita Puri, directors of the Company, are deemed to be interested in the passing of this Resolution as set out in the accompanying Notice pursuant to Section 110 of the Companies Act, 2013 and the rules made thereunder, since they are directors and/or shareholders of the proposed allottee(s).

The Board believes that the issue and allotment of Equity Shares is in the interest of the Company and, therefore, recommends the resolution for your approval.

ITEM NO. 3

The members of the Company at their Extra-ordinary General Meeting held on August 29, 2003 had approved by way of an Ordinary Resolution under Section 293 (1)(a) of the Companies Act, 1956 for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favor of lenders up to a limit of ₹ 3,000 crores (Rupees Three thousand crores).

Section 180 (1)(a) of the Companies Act, 2013 requires that consent of the company accorded as a special resolution is required by way of Postal Ballot. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

ITEM NO. 4

The Company has made investments and loans from time to time. In this regard, it is proposed to authorise the Board of Directors of the Company to invest into securities of any body corporate and/or make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made upto ₹ 1000 crores (Rupees One thousand crores only). The investments of funds etc. may require restructuring/coverion with the changed business environment.

As per section 186 of the Companies Act, 2013, where a Company make investment in shares, debentures, securities of other body corporates and/or provide loan etc and such investments etc are in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company whichever is more as prescribed under Section 186 of the Companies Act, 2013 and the rules made thereunder, from time to time in one or more tranches, approval by way of Special Resolution of the shareholders is required. It is proposed to authorise upto a maximum amount of ₹ 1000 crores notwithstanding that investments along with company's existing loans or guarantee(s)/ security(ies) or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

**By Order of the Board of Directors
for Moser Baer India Limited**

**Place: New Delhi
Date: February 21, 2015**

**Neeraj Parmar
General Manager Legal & Company Secretary**