

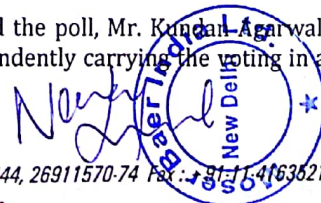
September 28, 2017

Singapore Exchange Securities Trading India Limi  
2 Shenton Way,  
#19-00 SGX Centre 1  
Singapore 068804

**SUBJECT :** Proceedings of the 34<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 28<sup>th</sup>, 2017 at 9.30 a.m. at New Delhi YMCA Tourist Hostel Auditorium, 1, Jaisingh Road, New Delhi 110001

**REFERENCE :** Regulation 30 read with Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

1. Mr. Sanjay Jain, Director was appointed to Chair the meeting. He then welcomed the members to the 34<sup>th</sup> Annual General Meeting of the Company
2. Mr. Sanjay Jain then asked the Company Secretary to ascertain the quorum. After ascertaining of the same by the Company Secretary, he called the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum as per Companies Act, 2013, was fulfilled.
3. The Shareholding registers, Proxy registers and inspection documents were available during the meeting for inspection of the Members.
4. With the concurrence of the Members, the Notice of 34<sup>th</sup> Annual General Meeting together with the Financial Statement, Directors' Report was taken as read. The Company Secretary read the Auditor's Report.
5. The Chairman's message to the shareholders about the Company's performance during the financial year and future plans, prospects and outlook of the Company in the year to come was taken as read. The queries of the members were responded by the Directors / Management.
6. The Company Secretary apprised the shareholders about the procedures of the Companies Act, 2013 for the e-voting, poll etc.
7. Mr. Neeraj Parmar, Company Secretary stated that the Company had provided electronic voting facility to the members entitled to cast their vote at the Annual General Meeting as per the Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) (as amended) Rules, 2014. He stated that Poll will be taken for the voting on all the resolutions of ordinary and special businesses as set out in Items 1 to 6 of the Notice of the 34<sup>th</sup> Annual General Meeting.
8. He stated that the results of Voting on each resolution shall be determined by adding the votes of the poll in favor or against a resolution with the electronic votes in favor or against the same resolution. He stated that on receipt of Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared on or before September 30, 2017 at the registered office of the Company. and shall also be uploaded on the Company's Website [www.moserbaer.com](http://www.moserbaer.com) and shall be available at the registered office of the Company.
9. He further stated that the Scrutinizer for the electronic voting and the poll, Mr. Kundal Agarwal, FCS, Practicing Company Secretary, had been appointed for independently carrying the voting in a fair and transparent manner.



10. The Chairman thereafter ordered the Poll on the resolutions as set out in the Notice i.e. resolutions 1 to 6. All shareholders and proxy holders present and entitled to vote were requested to participate in the Poll.
11. Mr. Kundan Agarwal, Scrutinizer conducted the Poll, showing empty polling box to the members, locking and sealing of empty polling box in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll at around 10.00 a.m. The Scrutinizer then took the custody of polling box.
12. The Scrutinizers immediately after the conclusion of voting at the Annual General Meeting, first counted the votes at the meeting, thereafter unblocked the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company.
13. The Chairman/ Company Secretary shall announce the results of voting on or before September 30, 2017 in respect of following item transacted as per the notice of 34<sup>th</sup> Annual General Meeting.

Ordinary Business	
1	Adoption of audited standalone and consolidated financial statements and the Reports of the Board of Directors and Auditors thereon for the financial year ended on March 31, 2017
2	Appoint a Director in place of Mr. Deepak Puri, who retires by rotation and being eligible offers himself for re-appointment
3	Ratify the appointment of Auditors and fixation of their remuneration
Special Business	
4	Appointment of Mr. Deepak Puri as Managing Director and fixation of his remuneration for a period of three years w.e.f. September 01, 2017
5	Appointment of Mrs. Nita Puri as Whole Time Director and fixation of her remuneration for a period of three years w.e.f. December 01, 2017
6	Issue/ Restructure/ Allotment of ADR / GDR / FCCB etc .for a value up to USD 125 Million

For MOSER BAER INDIA LTD

COMPANY SECRETARY

