

March 30, 2015

Singapore Exchange Securities Trading Limited
2 Shenton Way,
19-00 SGX Centre 1,
Singapore 068804

Subject: Postal Ballot Results

Dear Sir,

Pursuant to Section 110 of Companies Act, 2013 along with rules made thereunder and as per the Listing Agreement, the approval of shareholders was sought by postal ballot for following resolutions:

Sl. No.	Type of resolution	Particulars
1	Special Resolution	Approve and confirm the Corporate Debt Restructuring scheme in relation to the Company's Debt
2	Special Resolution	Issue of Equity Shares on Preferential Basis to the promoters
3	Special Resolution	Authorization to the Board of Directors to create Mortgage / Charge / Hypothecate as per Section 180 (1)(a) of the Companies Act, 2013
4	Special Resolution	Authorisation to the Board of Directors to make investments, Loans and Guarantee or Security

The last date of e-voting and receipt of Postal Ballot forms duly completed by the shareholders was March 29, 2015.

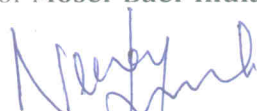
The Scrutinizer appointed by the Board of Directors has submitted his report on the postal ballot as enclosed at **Annexure - I** and the results were announced to the shareholders on March 30, 2015 at the registered office of the Company as enclosed at **Annexure - II**.

As per the results, all the special resolutions indicated above have been passed by the requisite majority.

You are requested to take information on records.

Thanking You

Yours Faithfully
For **Moser Baer India Limited**


Company Secretary
Enclosed: a/a



E-mail Id: shares@moserbaer.in CIN No.: L51909DL1983PLC015418

MOSER BAER INDIA LIMITED

Details of Voting Results of the Postal Ballot pursuant to Clause 35A of the Listing Agreement

Resolution No.: 1

Approve and confirm the Corporate Debt Restructuring scheme in relation to the Company's Debt

Type of Resolution:

Special Resolution

Mode of Voting:

Postal Ballot Paper and E-voting

Promoter / Public	No. of Shares held	No. of Voted Polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes Against	% of Votes in favour on voted Polled	% of votes against on voted polled
Promoter and Promoter Group	1	2	3=(2/1*100)	4	5	6	7
Public Institutional Holders	67420141	67420141	100	67420141	0	100	0
Public / Others	9492	0	0	0	0	0	0
Total	140876471	149195	0.11	145497	3698	97.52	2.48
	208306104	67569336	32.44	67565638	3698	99.99	0.01

Resolution No.: 2

Issue of Equity Shares on Preferential Basis to the promoters

Type of Resolution:

Special Resolution

Mode of Voting:

Postal Ballot Paper and E-voting

Promoter / Public	No. of Shares held	No. of Voted Polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes Against	% of Votes in favour on voted Polled	% of votes against on voted polled
Promoter and Promoter Group	1	2	3=(2/1*100)	4	5	6	7
Public Institutional Holders	67420141	67420141	100.00	67420141	0	100.00	0.00
Public / Others	9492	0	0.00	0	0	0.00	0.00
Total	140876471	149195	0.11	124992	24203	83.78	16.22
	208306104	67569336	32.44	67545133	24203	99.96	0.04



Handwritten signature

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
Special Resolution

Type of Resolution:

Mode of Voting:

Postal Ballot Paper and E-voting

Promoter / Public	No. of Shares held	No. of Voted Polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes Against	% of Votes in favour on voted Polled	% of votes against on voted polled
	1	2	$3=(2/1*100)$	4	5	6	7
Promoter and Promoter Group	67420141	67420141	100.00	67420141	0	100.00	0.00
Public Institutional Holders	9492	0	0.00	0	0	0.00	0.00
Public / Others	140876471	149195	0.11	132922	16273	89.09	10.91
Total	208306104	67569336	32.44	67553063	16273	99.98	0.02

Resolution No.: 4

Authorisation to the Board of Directors to make investments, Loans and Guarantee or Security

Type of Resolution:

Special Resolution

Mode of Voting:

Postal Ballot Paper and E-voting

Promoter / Public	No. of Shares held	No. of Voted Polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes Against	% of Votes in favour on voted Polled	% of votes against on voted polled
	1	2	$3=(2/1*100)$	4	5	6	7
Promoter and Promoter Group	67420141	67420141	100.00	67420141	0	100.00	0.00
Public Institutional Holders	9492	0	0.00	0	0	0.00	0.00
Public / Others	140876471	148895	0.11	135096	13799	90.73	9.27
Total	208306104	67569036	32.44	67555237	13799	99.98	0.02



Wafay
Place: New Delhi



SCRUTINIZER'S REPORT

To

The Chairman,
M/s Moser Baer India Limited
43 B, Okhla Industrial Estate
New Delhi- 110020

SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR 4 BELOW-MENTIONED RESOLUTIONS:

- To Approve and confirm the Corporate Debt Restructuring scheme in relation to the Company's Debt
- To Issue of Equity Shares on Preferential Basis to the promoters
- For Authorization to the Board of Directors to create Mortgage / Charge / Hypothecate as per Section 180 (1)(a) of the Companies Act, 2013
- For Authorisation to the Board of Directors to make investments, Loans and Guarantee or Security.

Dear Sir,

1. I have been appointed as a SCRUTINIZER vide Resolution passed by the Board of Directors of **Moser Baer India Limited** (the Company) on February 21, 2015 for conducting the Postal Ballot process in connection with the above referred matter.
2. I submit my report as under:
 - The Company sent Notice of Postal Ballot along with the Postal Ballot forms and Self addressed stamped envelopes as per permitted mode to the members whose name appeared on the Registers of Members/List of Beneficiaries as on February 13, 2015.
 - The Sealed Postal Ballot forms received from the members were kept the safe custody of the Company i.e. Moser Baer India Limited at 43B, Okhla Industrial Estate, Phase – III, New Delhi – 110020.
 - All the Postal Ballot forms received up to the close of working hours on March 29, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot forms were considered for my scrutiny.
 - Envelopes containing Postal Ballot forms received after 18:00 hours on March 29, 2015 were not considered for my scrutiny.
 - The Postal Ballot Envelopes were opened on March 30, 2015 after 10:00 hours in the presence of my authorized representatives namely Mr. Shantanu Singh and Ms. Kanika Garg who are not in the employment of the Company.
 - At the end of the voting period on March 29, 2014, the votes cast through e-voting facility were duly unblocked in the presence of Mr. Shantanu Singh and Ms. Kanika Garg, who are not in the employment of the Company.

- Particulars of all the Postal Ballot forms received from the members and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
 - Envelopes containing Postal Ballot forms which were returned undelivered were also not opened.
 - I have not found any defaced/mutilated Postal Ballot form.
 - I have also received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited (Agency) for providing and supervising electronic platform on March 29, 2015 which was closed by CDSL on March 29, 2015 at 18:00 hours.
 - I am obligated under Section 110 of the Companies Act, 2013 and Rules framed there under to retain the Postal Ballot forms till the time the minutes or proceedings are signed by you and till then, the Postal Ballot forms are under my custody. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.
3. In accordance with the Basis of Acceptance (as per Annexure-I) and basis of rejection (as per Annexure-II), and on proper scrutiny of all the Postal Ballot papers, I report the results of the Postal Ballot and E voting as under:

RESOLUTION NO. 1:

Resolution to approve and confirm the Corporate Debt Restructuring Scheme in Relation to the Company's Debt

a) Details of Postal Ballot forms received:

Particulars	Number of forms	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Postal Ballot forms received	36	5786
<u>Less:</u> Total Number of Invalid Postal Ballot forms for this Resolution	0	0
Total Number of valid Postal Ballot forms for this Resolution	36	5786
No. of votes assenting the resolution	33	4685
No. of votes dissenting the resolution	3	1101

b) Details of Voting by electronic mode received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Votes received in electronic mode	74	67563550
<u>Less:</u> Total Number of Invalid Votes	0	0
Total Number of valid Votes	74	67563550
No. of votes assenting the resolution	66	67560953
No. of votes dissenting the resolution	8	2597

RESOLUTION NO. 2:**Resolution for Issue of Equity Shares on Preferential Basis to the promoter:**

a) Details of Postal Ballot forms received:

Particulars	Number of forms	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Postal Ballot forms received	36	5786
<u>Less:</u> Total Number of Invalid Postal Ballot forms for this Resolution	0	0
Total Number of valid Postal Ballot forms for this Resolution	36	5786
No. of votes assenting the resolution	33	4685
No. of votes dissenting the resolution	3	1101

b) Details of Voting by electronic mode received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Votes received in electronic mode	74	67563550
<u>Less:</u> Total Number of Invalid Votes	0	0
Total Number of valid Votes	74	67563550
No. of votes assenting the resolution	47	67540448
No. of votes dissenting the resolution	27	23102

RESOLUTION NO. 3:**Resolution for authorization to the Board of Directors to create Mortgage / Charge / Hypothecate as per Section 180 (1)(a) of the Companies Act, 2013**

a) Details of Postal Ballot forms received:

Particulars	Number of forms	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Postal Ballot forms received	36	5786
<u>Less:</u> Total Number of Invalid Postal Ballot forms for this Resolution	0	0
Total Number of valid Postal Ballot forms for this Resolution	36	5786
No. of votes assenting the resolution	30	3935
No. of votes dissenting the resolution	6	1851

b) Details of Voting by electronic mode received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Votes received in electronic mode	74	67563550
<u>Less: Total Number of Invalid Votes</u>	0	0
Total Number of valid Votes	74	67563550
No. of votes asenting the resolution	53	67549128
No. of votes dissenting the resolution	21	14422

RESOLUTION NO. 4:

Resolution for authorisation to the Board of Directors to make investments, Loans and Guarantee or Security:

- a) Details of Postal Ballot forms received:

Particulars	Number of forms	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Postal Ballot forms received	35	5486
<u>Less: Total Number of Invalid Postal Ballot forms for this Resolution</u>	0	0
Total Number of valid Postal Ballot forms for this Resolution	35	5486
No. of votes asenting the resolution	31	4085
No. of votes dissenting the resolution	4	1401

- b) Details of Voting by electronic mode received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Votes received in electronic mode	74	67563550
<u>Less: Total Number of Invalid Votes</u>	0	0
Total Number of valid Votes	74	67563550
No. of votes asenting the resolution	53	67551152
No. of votes dissenting the resolution	21	12398

4. You may accordingly declare the result of Voting by Postal Ballot.

Place: New Delhi
Date: 30.03.2015

For Kundan Agrawal & Associates
Company Secretaries

Kundan Agrawal
Company Secretary
C.P. No. 8325

"ANNEXURE-1"
BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM

1. Postal Ballot Form is complete in all respects.
2. Assent or dissent has been given by any other mark for a special resolution, the voting has been considered.
3. Joint members has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.
4. Members have assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Members have voted for less number of shares than their actual shareholding, the number of shares/votes cast has been considered.
6. Members have voted for more than their actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MODE:

7. Members have voted only through e-Voting i.e. Electronic Mode.

Place: New Delhi

Date: 30.03.2015

For Kundan Agrawal & Associates
Company Secretaries



Kundan Agrawal
Company Secretary
C.P. No. 8325

'Annexure-II'
Basis of Rejection

A. PHYSICAL BALLOT FORMS:

1. Member has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the postal Ballot form.
4. Specimen signature of the member is not available at the time of the scrutiny of the postal Ballot form with the Registrar and Share Transfer Agent and consequently there is no way to verify the signature.
5. Member has put tick mark in both the column of assent and dissent without indicating number of shares.
6. Member has sent a photocopy of postal Ballot form.
7. In case where a postal ballot form has been signed by the Authorised Signatory/Power holder and the certified true copy of the Board Resolution / Power of Attorney/ Authority Holder together with the attested Specimen signature of the duly Authorised Signatory with postal Ballot form.
8. Member has signed postal Ballot form in pencil.
9. Signature not visible.
10. Member has signed in the column for the purpose of Assent/Dissent.
11. Member has sent Scanned copy of postal ballot form via E -mail.
12. Postal Ballot form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of Votes.
13. Board Resolution / Power of Attorney/ Authority Letter etc. Does not grant power in favour of the person who has exercised voting right.

B. VOTING THROUGH ELECTRONIC MODE:

- 14.** Member has voted by Physical Ballot form and e- voting both, then voting done through e-voting has been considered and Physical Ballot form has been treated as invalid.
- 15.** Board Resolution / Power of Attorney/ Authority Letter etc. Does not grant power in favour of the person who has exercised voting right.

Place: New Delhi

Date: 30.03.2015

**For Kundan Agrawal & Associates
Company Secretaries**



**Kundan Agrawal
Company Secretary
C.P. No. 8325**