

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Company will be held on Thursday, 30th September, 2010 at 9.30 A.M. at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2010, Profit and Loss Account for the year ended on that date and the Auditors' Report thereon and the Directors' Report thereto.
2. To declare dividend on equity shares of the Company.
3. To appoint a Director in place of Mr. Ratul Puri, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Vinayshil Gautam, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 appoint M/s Price Waterhouse (FRN No. 012754N), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in place of retiring auditors M/s Price Waterhouse (FRN No. 007568S), Chartered Accountants who have not offered themselves for re-appointment as Auditors of the Company.

FURTHER RESOLVED THAT they may be paid the remuneration which may be decided by the Board of Directors/ a Committee of the Board of Directors of the Company."

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
- "RESOLVED THAT Mr. Rajesh Khanna, was appointed as Additional Director by the Board of Directors of the Company and ceases to hold office under Section 260 of the Companies Act, 1956 on the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice under Section 257 in writing proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.
7. 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 293 (1) (e) of the Companies Act, 1956 and other provisions, if any of the Companies Act, 1956 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, 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 and/or incur any expenditure on their behalf, upto an amount not exceeding Rs 8,310,000 for the financial year 2010-11, notwithstanding the fact that said amount may exceed Rs. 50,000 or 5% of the Company's average net profit as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three financial years immediately preceding the current Financial Year, which ever is greater."

8. 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 94 of the Companies Act, 1956 consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 2,150,000,000 (Rupees Two

Thousand One Hundred and Fifty Million) divided into 207,500,000 (Two Hundred Seven Million and Five Hundred Thousand) Equity Shares of Rs.10 each and 750,000 (Seven Hundred Fifty Thousand) Preference shares of Rs. 100/- each to Rs. 2,700,000,000 (Rupees Two Thousand Seven Hundred Million) divided into 262,500,000 (Two Hundred Sixty two Million and Five Hundred Thousand) Equity Shares of Rs.10 each and 750,000 (Seven Hundred Fifty Thousand) Preference shares of Rs. 100/- each.”

9. 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 16 read with Section 94 of the Companies Act, 1956 consent of the members be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following Clause:-

- V. Authorised Share Capital of the Company is Rs. 2,700,000,000 (Rupees Two Thousand Seven Hundred Million) divided into 262,500,000 (Two Hundred Sixty two Million and Five Hundred Thousand) Equity Shares of Rs.10 each and 750,000 (Seven Hundred Fifty Thousand) Preference shares of Rs. 100/- each.”

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions of Companies Act, 1956, existing Clause 5 of the Articles of Association of the Company be and is hereby altered by substituting the existing Clause with the following clause :

5. Authorised Share Capital of the Company is Rs. 2,700,000,000 (Rupees Two Thousand Seven Hundred Million) divided into 262,500,000 (Two Hundred Sixty two Million and Five Hundred Thousand) Equity Shares of Rs.10 each and 750,000 (Seven Hundred Fifty Thousand) Preference shares of Rs. 100/- each, capable of being increased or decreased, subdivided, consolidated in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf.

In respect of terms of issue of shares, Article 49, 50 and 51 shall apply.”

Regd. Office:
43-B, Okhla Indl. Estate,
New Delhi - 110 020

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

Date: 12.07.2010

Sd/-
Head 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 PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE OFFICE OF THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT- MCS 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.
2. The Explanatory Statement under Section 173(2) of the Companies Act, 1956 is annexed hereto.
3. M/s Price Waterhouse (FRN No. 007568S) Chartered Accountants, who are the Statutory Auditors of the Company, hold office, in accordance with the provisions of the Companies Act, 1956 (the Act), upto the conclusion of the forthcoming Annual General Meeting (AGM). They have not offered themselves for re-appointment as Auditors of the Company for the financial year 2010-11. Pursuant to Section 225 and other applicable provision of the Companies Act, 1956, a special notice has been received from a member proposing the appointment of M/s Price Waterhouse (FRN No. 012754N), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing AGM until the conclusion of the next AGM, in place of M/s Price Waterhouse (FRN No. 007568S), the retiring Auditors of the Company.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 29th September, 2010 (Wednesday) to 30th September, 2010 (Thursday) (both days inclusive).

5. The dividend for the year 2009-2010 as recommended by the Board of Directors and if declared at the Annual General Meeting will be paid on or before 29th October, 2010 (Friday) to those members whose names appear:
 - a) as beneficial owners as at the closure of business hours on 30th September, 2010 as per the list being furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - b) as members in the Register of Members of the Company as at the closure of business hours on 30th September, 2010
6. The SEBI vide Circular No. MRD/DoP/Cir-05/2009 dated May 20, 2009 has made it mandatory to furnish copy of PAN card to the Company/RTAs for registration of transfer of shares, for securities market transactions and off-market/private transactions involving transfer of shares in physical form. In this connection, the transferees of the Company's shares are requested to submit a copy of their PAN Card along with the Transfer Deed.
7. 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 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, if any, under their signatures and quoting respective folio number, latest by 28th September, 2010.
8. The Company will transfer the amount remaining unpaid in its dividend account for the year 2002-2003 to the Investor Education and Protection Fund by 24th December, 2010 (Friday). Those members who have not yet encashed their dividend warrants for the said year may refer the matter along with relevant details to the Company Secretary at the Registered Office of the Company located at 43-B, Okhla Industrial Estate, New Delhi-110020 latest by 26th day of November, 2010 (Friday) to claim their unpaid dividend.
9. 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.
10. Members / Proxies should bring the Attendance Slips duly filled - in for attending the meeting.
11. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
12. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
13. Particulars of Directors to be appointed / re-appointed at the 27th Annual General Meeting:

(I) Mr. Ratul Puri

Mr. Ratul Puri, aged 37 years, is Executive Director of the Company. He has a degree in Computer Engineering from Carnegie Mellon University, Pittsburg PA, USA and did his schooling from St. Columbus, New Delhi.

Mr. Ratul Puri was instrumental in setting up plants for manufacturing Compact Disc- Recordable, the first to come up in India. He has helped transforming the company from single business into a multi-technology organization, diversifying into exciting areas of Solar Energy, Entertainment and IT peripherals and Consumer Electronics. The information regarding his other Directorships and memberships of the Board Committee is as under:

Directorships

S. No. Name of the Company

1. Moser Baer Photo Voltaic Limited
2. Moser Baer SEZ Developer Limited

3. Moser Baer Investments Limited
4. Moser Baer Entertainment Limited
5. Moser Baer Solar Limited (formerly PV Technologies India Ltd.)
6. Moser Baer Infrastructure and Developers Limited
7. Induco Infradevelopers Limited
8. Moser Baer Projects Private Limited
9. MB Power (Madhya Pradesh) Limited
10. Pulsar Solar Power Pvt. Limited
11. Value Solar Energy Pvt. Limited
12. Pride Solar Systems Pvt Limited
13. Admire Energy Solutions Pvt. Limited
14. Arise Solar Energy Pvt. limited
15. Competent Solar Energy Pvt. Limited
16. Cobol Technologies Pvt. Limited
17. Sapphire Hydro Power Private Limited
18. Cobol Electronics & Solutions Private Limited
19. Emery Infrastructure & Developers Private Limited
20. Emery Electronics & Solutions Private Limited
21. Cobol Infrastructure & Developers Private Limited
22. Cobol Power & Technologies Private Limited
23. Swift Powertech Private Limited
24. Ellencon Power Project Pvt. Limited
25. Moser Baer Solar Limited (formerly Moser Baer Solar Plc, Isle of Man)
26. Photovoltaic Holdings Plc

B. Committee Membership

S. No.	Name of the Company	Name of the Committee	Chairman / Member
1	Moser Baer Solar Limited (formerly PV Technologies India Ltd.)	Audit Committee	Member
2	Moser Baer Entertainment Limited	Audit Committee	Member
3	Moser Baer Infrastructure and Developers Limited	Audit Committee	Member
4.	Moser Baer SEZ Developer Limited	Audit Committee	Member

Mr. Ratul Puri, Executive Director retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment.

Except for Mr. Deepak Puri, Mrs. Nita Puri and Mr. Ratul Puri, none of the other Directors are concerned or interested in this resolution.

Mr. Deepak Puri is the father of Mr. Ratul Puri and Mrs. Nita Puri is the mother of Mr. Ratul Puri.

(II) Dr. Vinayshil Gautam

Dr. Vinayshil Gautam, aged about 64 years, is Independent Director of the Company. He has done Ph.D., FRAS (London) and was the first Director of Indian Institute of Management (Khozikode) and the first Head of the Management Department of the Indian Institute of Technology (IIT), Delhi and also the Founder Coordinator of the Entrepreneurship Programme at IIT(D). He was the first Chair Professor of Comparative Management at IIT(D) and also the Founder Coordinator of Industry Sponsored Research Programme on Comparative Management Practices in Asia. He was the Team Leader of the Consulting team for setting up of the 7th IIM in Shillong.

He was a member of various significant committees of Government of India including the Ministries of Science and Technology; MHRD; Industries; Personnel and Administrative Reforms etc. He has earlier been a Visitor to University of Cambridge; Universities of Brunel; Manchester ;Hull; Imperial College; Duke; Penn State; School of Oriental & African Studies, London; Dominican University, Chicago; China campus of Victoria University, Switzerland. He does not hold any shares in the Company.

The information regarding his other directorships and memberships of the Board Committee is as under:

A. Directorships

S. No.	Name of the Company
1.	S. Kumars Nationwide Limited
2.	Shivam Autotech Limited
3.	GAIL (India) Limited
4.	Ginni International Limited
5.	Lake Palace Hotels & Motels Pvt. Limited

B. Committee Membership

S. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Shivam Autotech Limited	Audit Committee	Member
2.	Shivam Autotech Limited	Remuneration Committee	Chairman

He retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment. The Board of Directors recommends his reappointment. Except for Dr. Vinayshil Gautam himself, none of the other Director is concerned or interested in this resolution.

(III) Mr. Rajesh Khanna

Mr. Rajesh Khanna is establishing an independent private equity firm focused on investment opportunities in India. Until recently, Mr. Khanna was Managing Director, Warburg Pincus, a leading global private equity investing firm. He was responsible for overseeing the firm's investment activities in the country. Warburg Pincus has been investing in India for about 15 years and is amongst the largest international private equity investors in the country. Prior to working with Warburg Pincus, Mr. Khanna was with Citibank and Arthur Andersen & Co. Mr. Khanna is a Chartered Accountant and a PGDM (equivalent to an M.B.A.) from the Indian Institute of Management, Ahmedabad (IIMA). He does not hold any shares in the Company.

The information regarding his other directorships and memberships of the Board Committee is as under:

A. Directorships

S. No.	Name of the Company
1.	Max India Limited
2.	Spank Hotels Private Limited
3.	Surya Advisory Services Pvt. Limited
4.	Ashu Khanna Consultancy Pvt. Limited (formerly known as Ashu Khanna Image Consultancy Pvt. Ltd.)
5.	Krizm Hotels Private Limited

B. Committee Membership

S. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Max India Limited	Remuneration Committee	Chairman

14. Kindly bring your copies of the Annual Report to the meeting.
15. All the statutory records and registers required to be kept open for inspection in terms of the provisions of the Companies Act, 1956 and the rules made there under, are available for inspection by the members of the Company at its Registered Office between 11.00 A.M. and 1.00 P.M. on each working day upto the meeting date and also at the place of the meeting on the meeting day.
16. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the following address:

Moser Baer India Ltd
43-B, Okhla Industrial Estate, New Delhi -110020.

Tel. Nos. 011-40594444, 2691 1570-74

Fax Nos. 011-41635211, 26911860

Or e-mail their grievances / queries to the Company Secretary at the following e-mail address:

shares@moserbaer.net

Regd. Office:
43-B, Okhla Indl Estate,
New Delhi - 110 020.

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

Sd/-

Date: 12.07.2010

Head Legal & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6:

Mr. Rajesh Khanna was appointed as an Additional Director on the Board of the Company on 31st day of March 2010 by the Board of Directors of the Company. According to the provisions of Section 260 of the Companies Act, 1956, he hold office as director only upto the date of the ensuing Annual General Meeting. As required by Section 257 of the Act, a notice has been received from a member signifying his intention to propose appointment of Mr. Rajesh Khanna as the Director of the Company.

Thus, the Board of Directors proposes to appoint Mr. Rajesh Khanna as Director of the Company.

Except Mr. Rajesh Khanna, no other directors of the company are concerned or interested in the proposed resolution.

ITEM NO. 7:

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 upto Rs 8,310,000 for the financial year 2010-11, 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 the said amount may exceed Rs. 50,000 or 5% of the Company's average net profit as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three financial years immediately preceding the current Financial Year, whichever is greater.

The Directors recommend the resolution for approval of the shareholders as an Ordinary Resolution.

None of the Directors of the Company is deemed to be concerned or interested in the above said resolution.

ITEM NO. 8, 9 & 10:

Pursuant to a special resolution approved by postal ballot on 12th March, 2010, the shareholders of the Company have, inter alia, approved the issue of 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 financial instruments convertible into equity shares of the company, upto a limit of USD 165 million, in compliance with the applicable laws. In terms of the aforesaid special resolution, the Company is in the process of raising funds through one or more means mentioned therein to meet the long term business requirements of the Company, to fund the growth of the Company and also to improve the financial leveraging strength of the Company. In order to accommodate the number of equity shares required to be issued upon fresh issue of FCCB (upon their conversion into equity shares)/ ADR/ GDR or other financial instruments, it is proposed to increase the authorised share capital of the Company.

The present authorized share capital of the Company is Rs. 2,150,000,000 (Rupees Two Thousand One Hundred and Fifty Million) divided into 207,500,000 (Two Hundred Seven Million and Five Hundred Thousand) Equity Shares of Rs.10 each and 750,000 (Seven Hundred Fifty Thousand) Preference shares of Rs. 100/- each. It is proposed to increase the authorized Share Capital of the Company to Rs. 2,700,000,000 (Rupees Two Thousand Seven Hundred Million) divided into 262,500,000 (Two Hundred Sixty two Million and Five Hundred Thousand) Equity Shares of Rs.10 each and 750,000 (Seven Hundred Fifty Thousand) Preference shares of Rs. 100/- each.

As per the provisions of Section 94 of the Companies Act, 1956, the increase in Authorized Share Capital and consequent alterations in Memorandum of Association of the Company require prior consent of the shareholders.

As per the provisions of Section 31, the alteration of the existing Clause 5 of the Articles of Association of the Company pertaining to the share capital of the company also requires approval of the Shareholders of the company by way of Special resolution.

A draft copy of the duly altered Memorandum and Articles of Association of the Company as stated above is available for the inspection of the Members of the Company at the Registered Office of the Company during business hours on any working day till the date of the Annual General Meeting of the Company, and at the meeting.

The Directors recommend the resolution in Item No. 8 & 9 of the Notice for approval of the shareholders as an Ordinary Resolution.

The Directors recommend the resolution in Item No. 10 of the Notice for approval of the shareholders as a Special Resolution.

None of the Director of the Company is concerned or interested in this resolution.

Regd. Office:
43-B, Okhla Indl Estate,
New Delhi - 110 020.

Date: 12.07.2010

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

Sd/-
Head Legal & Company Secretary

moserbaer™

Moser Baer India Limited

Regd. Office : 43-B, Okhla Industrial Estate, New Delhi - 110 020.

ATTENDANCE SLIPDP Id _____ Folio No. _____
Client Id _____ No. of Shares held _____

I hereby record my presence at the 27th Annual General Meeting of the Company to be held at FICCI Golden Jubilee Auditorium, Federation House, Tanesn Marg, New Delhi - 110 001 on Thursday, 30th September, 2010 at 9.30 A.M. (All particulars should tally with the Company's records.)

Member's Name (Sole Applicant) _____
(1st Joint holder) _____
(2nd Joint holder) _____

Father's Name _____

Complete Address _____

Proxy's Name _____

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

NOTES :

- Attendance slip which is not complete in all respects shall not be accepted.
- Attendance slip shall be produced at the registration counter for verification.

Member's/Proxy's Signature

moserbaer™

Moser Baer India Limited

Regd. Office : 43-B, Okhla Industrial Estate, New Delhi - 110 020.

PROXY FORMDP Id _____ Folio No. _____
Client Id _____ No. of Shares held _____I/We _____
of _____being a Member/Members of Moser Baer India Limited hereby appoint Mr./Ms. _____
of _____or failing him/her _____
of _____or failing him/her _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi - 110001 on Thursday, 30th September, 2010 at 9.30 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2010.

Signature _____

Revenue Stamp

NOTE : THE FORM IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE OFFICE OF THE COMPANY'S REGISTRAR & SHARE TRANSFER AGENT - MCS LIMITED AT F-65, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI - 110 020 NOT LESS THAN 48 HOURS BEFORE THE MEETING.