# LIMITED

## AGENDA FOR THE BOARD MEETING

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|---|---|---|
| DATE | : | |
| TIME | : | 10.30 A.M. |
| DAY | : | MONDAY |
| PLACE | : | |

| S.NO. | ITEMS FOR CONSIDERATION |
|---|---|
| 1. | Granting Leave of Absence to Directors, if any |
| 2. | Confirmation of the minutes of the previous meeting of the Board of Directors |
| 3. | Taking note of the minutes of the Share Transfer Committee |
| 4. | Taking note of the minutes of the Audit Committee |
| 5. | Taking note of the minutes of the subsidiaries/JV's of the Company |
| 6. | Taking note of the following certifications :<br><br>a) Statutory Compliance Certificate(s)<br>b) Share capital report for the quarter ended on December 31, 2007 |
| 7. | Consideration and approval of Un-audited Financial Accounts for the quarter ended on December 31, 2007 |
| 8. | Review of performance for the 3rd Quarter ended on December 31st, 2007 – Division Wise |
| 9. | Status of FCCB<br>• Conversion into Equity Shares |
| 10. | Administrative Approval(s) |
| 11. | a. Details of legal cases & their status<br>b. Details of appointment of Senior Officers<br>c. Disclosure of Interest |
| 12. | Conversion of Shareholders' Loan into Equity |
| 13. | Any other matter with the permission of the Chair |

# LIMITED

**NOTES ON THE AGENDA POINTS FOR THE BOARD MEETING SCHEDULED TO BE HELD AT 10.30 A.M. ON MONDAY, JANUARY 28th, 2008 AT C-14 A & B, SECTOR-1, NOIDA**

1. **GRANTING LEAVE OF ABSENCE TO DIRECTOR, IF ANY**

The Board may grant leave of absence to those Directors who are unable to attend the meeting and have requested to grant them the same.

2. **CONFIRMATION OF THE MINUTES OF THE PREVIOUS MEETING(S) OF THE BOARD OF DIRECTORS**

The minutes of the meeting of the Board of Directors held on 25th October, 2007, 22nd December, 2007 & 14th January 2008 are enclosed as **Item No. 2.** The same may be confirmed by the Board.

3. **TAKING NOTE OF MINUTES OF SHARE TRANSFER COMMITTEE(S)**

The minutes of the meeting(s) of the last Share Transfer Committee are enclosed as **Item No. 3.** The Board is requested to take note of the same.

4. **TAKING NOTE OF THE MINUTES OF AUDIT COMMITTEE**

The minutes of the Audit Committee held on 25th October, 2007 are enclosed as **Item No. 4.** The Board is requested to take note of the same.

5. **TAKING NOTE OF THE MINUTES OF THE SUBSIDIARIES/ JV's OF THE COMPANY**

The minutes of the subsidiaries/ JV's of the Company shall be placed before the Board. The Board is requested to take note of the same.

6. **TAKING NOTE OF THE FOLLOWING CERTIFICATIONS**

a) **Statutory Compliance Certificate(s)**

The Statutory Compliance Certificate(s) for the month of November, 2007 to December, 2007 for the respective Division(s) shall be placed before the Board.

b) **Share capital report for the 3rd quarter ended on December 31st, 2007**

SEBI vide its circular has provided that all listed companies shall subject themselves to a secretarial audit every quarter for the purpose of reconciliation of the total admitted capital with NSDL and CDSL and the total issued and listed capital. The share capital report for the quarter ended on December 31st, 2007 shall be placed before the Board. The Board is requested to take note of the same.

7. **CONSIDERATION AND APPROVAL OF UN-AUDITED FINANCIAL ACCOUNTS FOR THE QUARTER ENDED ON DECEMBER 31$^{ST}$, 2007**

The Un-Audited Financial Results for the quarter ended on December 31, 2007 are placed before the Board. The Board is requested to consider and approve the same and authorize Mr. V.C. Sehgal and Mr. G.N. Gauba severally for publication of the results in the newspapers and for furnishing the same to the Stock Exchanges.

8. **REVIEW OF PERFORMANCE FOR THE QUARTER ENDED ON DECEMBER 31, 2007 – DIVISION WISE**

The performance review for the quarter and Half Year ended on December 31$^{st}$, 2007 - Division Wise shall be presented to the Board.

9. **STATUS OF FCCB (CONVERSION INTO EQUITY )**

The status of conversion of Zero Coupon Fully Convertible Bonds into Equity Shares shall be placed before the Board. The Board is requested to take note of the same.

10. **ADMINISTRATIVE APPROVALS**

Details of Administrative approvals is enclosed as **Item No. 10.**

11a. **DETAILS OF LEGAL CASES & THEIR STATUS**

The details of legal cases & their status are placed before the Board as **Item No. 11 a.** The Board is requested to take note of the same.

b. **DETAILS OF APPOINTMENT OF SENIOR OFFICERS**

The details of appointment of Senior Officers shall be placed before the Board. The Board is requested to take note of the same.

c. **DISCLOSURE OF INTEREST BY DIRECTORS**

As per the provisions of section 299 of the Companies Act, 1956 all Directors are required to give the particulars of the company / firms in which they are interested as a Director / Member in the beginning of the Financial Year and intimate changes, if any, whenever they occur. The changes, if any, conveyed by the Directors shall be placed and read before the Board. The Board is requested to take note of the same.

12. **CONVERSION OF LOAN INTO EQUITY :**

The Board of Balda Motherson has proposed that the shareholders' loan of both JV partners be converted into equity considering the present position of the JV company. The Board is requested to approve conversion of loan of Rs 143. 81 millions (out of an amount of Rs 147.12 millions) in the proportion of shareholding ration w.e.f. 1-7-2007.

13. **ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR**

**ITEM NO. 13**

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|---|---|
| 1 | Approval / status on acquisitions –<br>• Brief on the Project<br>• Proposed Funding<br>• Approval for setting of SPV and related approvals<br>• Constitution of a Committee of Board to facilitate acquisition activities<br>• Authorization to seek the approval of shareholders under section 293(1)(a) & 293(1) (d) of the Companies Act, 1956 for the proposed acquisition |
| 2 | Proposal / approval for sale of land |