

Edgar Filing: INDIA FUND INC - Form N-PX

INDIA FUND INC
Form N-PX
August 18, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-PX
ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES

Investment Company Act file number 811-08266

The India Fund, Inc.

(Exact name of registrant as specified in charter)

200 Park Avenue
New York, NY 10166

(Address of principal executive offices) (Zip code)

Simpson Thacher Bartlett LLP
425 Lexington Avenue, 23rd Floor
New York, NY 10017

(Name and address of agent for service)

Registrant's telephone number, including area code: 212-667-4939

Date of fiscal year end: December 31

Date of reporting period: July 1, 2003 - June 30, 2004

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

PROXY VOTING RECORD
FOR PERIOD JULY 1, 2003 TO JUNE 30, 2004

The India Fund

Proxy Voting Compliance Sheet

From July 1 2003

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|--|--|
| Oriental Bank Of Commerce | 6121507 | 07/2/03 | New Delhi | Accept the Profit and Loss Account, Balance Sheet, and Report of Directors and the Auditors. | Management |
| | | | | To consider the return of capital of Rs. 50 crores to the central government for the fiscal year ended 2004. | Management |
| Associated Cement Companies Limited | 6155915 | 07/9/03 | Mumbai | Accept Balance Sheet, Profit and Loss Statement, and Report of the Directors and Auditors. | Management |
| | | | | Declare dividend. | Management |
| | | | | Appoint (or reappoint) a Director in place of NA Soonawala. | Management |
| | | | | Appoint (or reappoint) a Director in place of AL Kapur. | Management |
| | | | | Appoint (or reappoint) a Director in place of PK Sinor. | Management |
| | | | | Appointment and terms of remuneration of Managing Director ML Narula. | Management |
| | | | | Board may grant (to employees) up to 1.5mn shares during the fiscal year with each option convertible into one equity share. | Management |
| | | | | Extension of options scheme to employees of the company's subsidiaries. | Management |
| Reappointment of auditors | Management | | | | |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-----------------------------|---------------------|-------------------------------|---------------------------|--|--|
| Exide Industries Limited | 6143716 | 07/11/03 | Kolkata | Accept Profit and Loss Statement, Balance Sheet Report of the Directors and Auditors. | Management |
| | | | | Declare dividend. | Management |
| | | | | Appoint (or reappoint) a Director in place of SN Mookherjee. | Management |
| | | | | Appoint (or reappoint) a Director in place of B Mitter. | Management |
| | | | | Appoint (or reappoint) a Director in place of Vijay Aggarwal. | Management |
| | | | | Reappointment of auditors and fix their remuneration. | Management |
| | | | | Appoint SB Ganguly as Executive Chairman and CEO for 2 years. | Management |
| | | | | Appoint TV Ramanathan as Executive Director for 2 years. | Management |
| | | | | Amend Memorandum of Association to reflect change in share capital. | Management |
| | | | | Amend Articles of Association to reflect changes in share capital. | Management |
| Corporation Bank | 6100993 | 07/14/03 | Mangalore | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Consider valid nominations for Director due to the recent demise of a Ramamurthy. | Management |

| ISSUER | CUSIP | MEETING | LOCATION | SUBJECT | PROPOSED |
|--------|-------|---------|----------|---------|----------|
|--------|-------|---------|----------|---------|----------|

Edgar Filing: INDIA FUND INC - Form N-PX

| | / SEDOL | DATE (MM/DD/YY) | OF MEETING | OF VOTE DESCRIPTION | MANAGEMENT SHAREHOLDERS |
|---|------------|--------------------|---------------|--|----------------------------|
| Housing Development Corporation Limited | 6171900 | 07/18/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare dividend. | Management |
| | | | | Appoint (or reappoint) a Director in place of SB Patel. | Management |
| | | | | Appoint (or reappoint) a Director in place of BS Mehta. | Management |
| | | | | Appoint (or reappoint) a Director in place of SA Dave. | Management |
| | | | | Appoint (or reappoint) a Director attended in place of S Venkitaramanan. | Management |
| | | | | Reappointment of auditors and fix their remuneration. | Management |
| | | | | Appoint Pannell, Kerr and Foster as Branch auditors for the Dubai branch Office. | Management |
| Tata Engineering & Locomotive Company Limited | 6101509 | 07/21/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare dividend | Management |
| | | | | Appoint (or reappoint) a Director in place of NA Soonawala. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------------|-------------------------------|---------------------------|---|--|
| Tata Enginerring & Locomotive Company Limited (Cont.) | 6101509 | 07/21/03 | Mumbai | Appoint (or reappoint) a Director in place of JK Setna. | Management |
| | | | | Appoint (or reappoint) a Director in place of H Petri. | Management |
| | | | | Reappointment of auditors and fix their remuneration. | Management |
| | | | | Allow the company to issue and allot Partly/fully convertible and/or securities Linked to ordinary shares not to exceed Rs 500 crores. | Management |
| Indian Oil Corporation Limited | 6253767 | 07/14/03 | Mumbai | Give shareholders one new share for every two fully paid shares held. | Management |
| | | | | Give the board permission to settle any disputes about share allotment. | Management |
| | | | | Accept any changes or alterations made by Statutory authorities and which the Board thinks fit and proper. | Management |
| Canara Bank | 6580012 | 07/16/03 | Bangalore | Discuss the Balance Sheet as of 3/31/03 | Management |
| Wipro Limited | 6206051 | 07/17/03 | Bangalore | Accept Balance Sheet, Profit and Loss Statement, and the Reports of the Directors and Auditors. | Management |
| | | | | Declare final dividend on equity shares. | Management |
| | | | | Appoint (or reappoint) a Director. | Management |
| | | | | Appoint Auditors for a period of one year with set remuneration. | Management |

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|----------------------------------|---------------------|-------------------------------|---------------------------|---|--|
| Wipro Limited (Cont.) | 6206051 | 07/17/03 | Bangalore | Reappointment of Chairman and Managing Director until 12/31/04. Partially revise terms and conditions for CEO and Vice Chairman with respect to remuneration. | Management |
| | | | | Issue to one or all permanent employees ADR/GDR/Shares under terms of the Stock Ownership Plan. | Management |
| | | | | Issue to one or all permanent employees of subsidiaries in India and overseas ADR/GDR/Shares under terms of the Stock Ownership Plan. | Management |
| Digital GlobalSoft Limited | 6124885 | 07/21/03 | Bangalore | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare dividend on equity share capital for Fiscal year 2003. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Fredrik Bystand. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Hemant S. Sonawala. | Management |
| | | | | Appoint auditors for one year term under fixed remuneration. | Management |
| | | | | Appoint Mr. Kasper Rorstead as Director of the company. | Management |
| | | | | Appoint Mr. Craig D. Flower as Director of the company. | Management |
| Accord the Board to | Management | | | | |

Edgar Filing: INDIA FUND INC - Form N-PX

de-list the equity shares of the company from the Stock Exchange Ahmedabad and Cochin Stock Exchange Limited.

5

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|--|--|
| Digital GlobalSoft Limited (Cont.) | 6124885 | 07/21/03 | Bangalore | Accept changes in wording of Articles of Amendment. | Management |
| Godrej Consumer Products Limited | 6388539 | 07/22/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Decline dividend on equity shares. | Management |
| | | | | Appoint (or reappoint) a Director in Place of Mr. Bala Balachandaran. | Management |
| | | | | Appoint (or reappoint) a Director in place of Ms. Rama Bijapurkar. | Management |
| | | | | Appoint auditors for one year term under fixed remuneration. | Management |
| | | | | Reappoint current Chairman and Managing Director for a 3 year period. | Management |
| | | | | Reappoint current Executive Director and President for 3 year period. | Management |
| Ashok Leyland Limited | 6141679 | 07/22/03 | Chennai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare dividend. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. D. G. Hinduja. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

Appoint (or reappoint) a Director in place of Mr. S. R. Krishnaswamy.

Management

Appoint (or reappoint) a Director in place of Mr. E. A. Kshirsagar.

Management

6

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-----------------------------------|---------------|-------------------------|---------------------|--|----------------------------------|
| Ashok Leyland Limited (Cont.) | 6141679 | 07/22/03 | Chennai | Appoint (or reappoint) a Director in place of Mr. M. Bianchi. | Management |
| | | | | Appoint auditors for one year term under fixed remuneration. | Management |
| | | | | Approve voluntary delisting of the Company's equity shares from the Stock Exchanges in Kolkata and New Delhi. | Management |
| | | | | Authorize the board to mortgage and or charge properties of the company in favor of State Bank of India as Trustees for Debenture holders, HDFC Bank and Citibank N.A. | Management |
| Tata Iron & Steel Company Limited | 6101156 | 07/23/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare dividend. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. R. N. Tata. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Suresh Krishna. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Ishaat Hussain. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

Approve voluntary delisting of the Company's equity shares from the certain exchanges.

Managem

Appoint auditors for one year term under fixed remuneration.

Managem

Appoint branch auditors for one year term under fixed remuneration.

Managem

7

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-------------|---------------------|-------------------------------|---------------------------|---|--|
| ITC Limited | 6124614 | 07/25/03 | Kolkata | Accept Profit and Loss statement, Balance sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare dividend. | Managem |
| | | | | Elect Directors in place of those retiring by rotation. | Managem |
| | | | | Appoint auditors for one year term under fixed remuneration. | Managem |
| | | | | Reappoint as Director Dr. Basudeb Sen. | Managem |
| | | | | Reappoint as Director Shri Balakrishnan Vijayaraghaven. | Managem |
| | | | | Reappoint as Director Dr. Ram Tarneja. | Managem |
| | | | | Accord to modification in remuneration paid or payable to the Wholetime Directors of the company. | Managem |
| | | | | Reappoint as Director and Wholetime Director, Shri Anup Singh. | Managem |
| | | | | Resolve that all Directors of the Company (except | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

Wholetime Directors) be paid annually.

Delist ordinary shares of the company from stock exchanges in Ahmedabad, Bangalore, Chennai, Cochin, Delhi, Hydrobad, Kanpur and Pune.

Managem

8

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------------------------------|---------------------|-------------------------------|---------------------------|--|--|
| Satyam Computers Limited | 62418580 | 07/25/03 | Hyderabad | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare a final dividend on equity. | Managem |
| | | | | Appoint (or reappoint) a Director I in place of Mr. V. P. Rama Rao. | Managem |
| | | | | Appoint auditors for one year term under fixed remuneration. | Managem |
| | | | | Appoint from Additional Director to Director, Mr. Vinod K. Dham. | Managem |
| | | | | Earmark addition shares for Employee Stock Ownership Plan under established plan guidelines. | Managem |
| | | | | Consent to the payment of the Directors who are not under Wholetime employment, by way of commission as may be decided by the board. | Managem |
| State Bank of India | 6100799 | 7/24/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| Bajaj Auto | 6124142 | 07/26/03 | Pune | Accept Profit and Loss | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

Limited

Statement, Balance Sheet, Report of the Directors and Auditors.

Declare dividend.

Managem

Appoint (or reappoint) a Director in place of Mr. SH Kahn.

Managem

Appoint (or reappoint) a Director in place of Mr. DJ Rao.

Managem

9

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHO |
|----------------------------|---------------|-------------------------|---------------------|--|-----------------------------|
| Bajaj Auto Limited (Cont.) | 6124142 | 07/26/03 | Pune | Appoint auditors for 1 year term under fixed remuneration. | Managem |
| | | | | Appoint N Chandra as Director of the company. | Managem |
| | | | | Appoint N Pamnani as Director of the company. | Managem |
| | | | | Reappoint DS Mehta as whole-time Director for a 5 year term. | Managem |
| | | | | Amend Articles of Association. | Managem |
| | | | | Delisting from the Delhi Stock Exchange. | Managem |
| Keysoram Textiles Limited | 6100658 | 07/28/03 | Kolkata | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Shri Surendra Kumar Birla. | Managem |
| | | | | Appoint auditors for 1 year term under fixed remuneration. | Managem |
| | | | | Allow Directors to borrow | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

from the business for the business of the Company.

| | | | | | |
|-----------------------------|---------|----------|--------|---|------------|
| Mahindra & Mahindra Limited | 6100186 | 07/28/03 | Mumbai | Accept Profit and Loss Statement, Balance sheet Report of the Directors and Auditors. | Management |
| | | | | Declare a final dividend on equity. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Deepak S. Parekh. | Management |

10

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-------------------------------------|---------------|-------------------------|---------------------|--|----------------------------------|
| Mahindra & Mahindra Limited (Cont.) | 6100186 | 07/28/03 | Mumbai | Appoint (or reappoint) a Director in place of Mr. Naranyan Vaghul. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. K. J. Davasia. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. A.K. Nanda. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Bharat Doshi. | Management |
| | | | | Appoint auditors for one year term under fixed remuneration. | Management |
| | | | | Amend Clause 3 of the Memorandum of Association of the Company. | Management |
| | | | | Approve commencement of new business as provided in sub-clauses of Clause 3 of the Memorandum of Association of the company. | Management |
| | | | | Change the registrar of the company, thus having all records kept with new | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

registrar.

De-list ordinary shares of the company from the following stock exchanges: Delhi Stock Exchange Association, at

Managem

Hindustan
Lever
Limited

6261674 07/29/03

Mumbai

Transfer of Edible Oils and Fats Undertaking of the company engaged in the business of manufacture and sale of Vanaspati, refined oils, bakery fats, etc. to Bunge Agribusiness India Pvt. Limited or any other associate or affiliate of Bunge Group.

Managem

Bank of Baroda

6099778 07/29/03

Vadodara

Approve the balance sheet, profit and loss account, report of directors and the auditors' report.

Managem

11

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------------------------------|---------------------|-------------------------------|---------------------------|---|--|
| Bank of Baroda (Cont.) | 6099778 | 07/29/03 | Vadodara | To consider the return of capital of up to Rs 91.90 by reducing paid up capital of the bank. | Managem |
| Hindalco Industries Limited | 61001420 | 07/31/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. Declare a final dividend on equity. Appoint (or reappoint) a Director in place of Shri T.K. Sethi. Appoint (or reappoint) a Director in place of Smt. Rajashree Birla. Appoint (or reappoint) a Director in place of Shri C.M. Maniar. | Managem Managem Managem Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | |
|--|---------|
| Appoint Shri D. Batterchaya as Director from the position of Additional Director. | Managem |
| Appoint branch auditors for the Company. | Managem |
| Authorize the board to mortgage and or charge properties of the company in favor of State Bank of India as Trustees for Debenture holders. | Managem |
| Give consent of the company to the Board for mortgaging or changing on such condition with such ranking for priority as seen fit and needed. | Managem |
| Consent of the company be given to pay revised remuneration to Shri A. K. Agarwala and to revise said remuneration as the board sees fit. | Managem |
| De-list equity shares of the company from Madras, Delhi and Calcutta. | Managem |

12

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-----------------|---------------------|-------------------------------|---------------------------|---|--|
| Thermax Limited | 6121433 | 07/31/03 | Pune | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare a final dividend on equity. | Managem |
| | | | | Resolve that the vacancy of Director by Mr. Vallabh Bhanshali, not renewing not be filled by the company. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. Ravi Ventkatasan. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | |
|--|---------|
| Appoint auditors and fix remuneration. | Managem |
| Appoint Dr. Jaiam Varadaraj as Director from the position of Additional Director. | Managem |
| Pay a remuneration of commission to Directors of the company for a period of 5 years. | Managem |
| Authorize existing company shares to be reclassified and reassigned into equity shares and redeemable preference shares. | Managem |
| Alter articles of Association of the Company. | Managem |
| More alteration of Association of the Company. | Managem |
| More alteration of Association of the Company. | Managem |
| More alteration of Association of the Company. | Managem |

13

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------|-------------------------|---------------------|--|----------------------------------|
| Rashtriya Chemicals & Fertilizers Limited | 6101101 | 07/31/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Fix remuneration of auditors. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Shri US Jha. | Managem |
| | | | | Appoint Shri KP Fabian as | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|------------------------------|---------|----------|-------|--|---------|
| | | | | Director of the company. | |
| | | | | Appoint Pro Ashok Misra as Director of the company. | Managem |
| | | | | Appoint Dr. H Santhanam as Director of the company. | Managem |
| | | | | Appoint Sanjay Kaushik as Director of the company. | Managem |
| | | | | Appoint M Sundararaman as Director of the company. | Managem |
| | | | | Appoint Lt Gen (Ret) MS Bhullar as Director of the company. | Managem |
| | | | | Amend Articles of Association. | Managem |
| | | | | De-list from Calcutta, Delhi and Madras Stock exchanges. | Managem |
| Hero Honda Motors Limited | 6327327 | 08/01/03 | Delhi | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare a dividend on equity shares. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. N.N. Vohra. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. Pradeep Dinodia. | Managem |

14

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|--|--|
| Hero Honda Motors Limited (Cont.) | 6327327 | 08/01/03 | Delhi | Appoint (or reappoint) a Director in place of Mr. V.P. Malik. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. Brijmohan Lall Mungal. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|---------------------------|---------|----------|----------------|--|---------|
| | | | | Appoint Chartered accountants for 1 year term under fixed remuneration. | Managem |
| | | | | Appointment of Mr. Yukihiro shima as Director and Whole-Term Director. | Managem |
| | | | | Get the securities of the company delisted from the stock exchanges in Delhi, Calcutta, Ludhiana, and Ahmedated. | Managem |
| | | | | Increase salaries of Executive Directors for the remaining period of their respective tenure. | Managem |
| Grasim Industries Limited | 6099927 | 08/02/03 | Madhya Pradesh | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare a dividend on equity shares. | Managem |
| | | | | Appoint (or reappoint) a Director in Place of Mr. Rajeshree Birla. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. M.C. Bagrodia. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. R.C. Bhargava. | Managem |
| | | | | Appoint Chartered auditors for 1 year term under fixed remuneration. | Managem |
| | | | | Appoint Chartered accountants for 1 year term under fixed remuneration. | Managem |

15

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|--|---------|----------|----------------|---|---------|
| Grasim Industries Limited (Cont.) | 6099927 | 08/02/03 | Madhya Pradesh | Appoint branch auditors for 1 year term under fixed remuneration. | Managem |
| | | | | Revise salary for Mr. Shailendra K. Jain as per prior partial modification. | Managem |
| | | | | Give permission for the Board to mortgage out properties in the future. De-list shares of the company from all stock exchanges where they are listed. | Managem |
| Indian Rayon & Industries Limited | 6100421 | 08/1/03 | Gujarat | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare a dividend on equity shares. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. P Murari. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. BR Gupta. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. Kumar Birla. | Managem |
| | | | | Appoint Chartered auditors for 1 year term under fixed remuneration. | Managem |
| | | | | Appointment of branch auditors of the Company. | Managem |
| Delisting of share from Delhi and Calcutta Stock Exchange. | Managem | | | | |
| Indo Gulf Fertilizers Limited | 6100432 | 08/02/03 | Uttar Pradesh | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare a dividend on equity shares. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------------|-------------------------------|---------------------------|--|--|
| Indo Gulf Fertilizers Limited (Cont.) | 6100432 | 08/02/03 | Uttar Pradesh | Appoint (or reappoint) a Director in place of Mr. Kumar Managalam Birla. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Rajeshree Birla. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. M.C. Bagrodia. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. D. Bhattechaya. | Management |
| | | | | Appoint Mr. Sanjiv Nair to Director from Associate Director. | Management |
| | | | | Appoint Mr. V.T. Purswani to Director from Associate Director. | Management |
| | | | | Appoint Mr. V.N. Nadkarni to Director from Associate Director. | Management |
| | | | | Appoint Mr. D.C. Gami to Director from Associate Director. | Management |
| | | | | Appoint Mr. A.R. Ghandi to Director from Associate Director. | Management |
| | | | | Appoint Chartered auditors for 1 year term under fixed remuneration. | Management |
| Appointment and terms of new Managing Director, Mr. Bhattacharya. | Management | | | | |
| De-list company shares from all Stock exchanges where they are listed. | Management | | | | |
| Alter wording in Articles of Association. | Management | | | | |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------------|-------------------------------|---------------------------|---|--|
| Punjab National Bank | 6526759 | 08/04/03 | New Delhi | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Return a part of the part of the paid up capital of the Bank shares of nominal value as agreed upon by the Board. | Management |
| Tata Power Company Limited | 6124335 | 08/4/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare a dividend on equity shares. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. CP Mistry. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Syamal Gupta. | Management |
| | | | | Appoint Mr. FA Vandrevalla as Managing Director. | Management |
| | | | | Appoint Mr. PK Kukde as Director. | Management |
| | | | | Appoint Mr. PK Kukde as Executive Director. | Management |
| | | | | Remuneration to Directors | Management |
| | | | | Delisting of equity shares from Delhi, Pune and Ahmedabad. | Management |
| Appoint auditors until the conclusion of the next AGM. | Management | | | | |
| Appointment of branch auditors. | Management | | | | |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-------------------------------------|---------------------|-------------------------------|---------------------------|--|--|
| Bharat Petroleum Limited | 6099723 | 08/18/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare a dividend on equity shares. | Management |
| | | | | Appoint (or reappoint) a Director in place of Shri Ashok Sinha. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. S.A. Narayan. | Management |
| | | | | Appoint (or reappoint) a Director in place of Dr. B. Mohanty. | Management |
| | | | | Fix the remuneration of the Statutory Auditors. | Management |
| | | | | Appoint Shri M.S. Srinivasan as Director. | Management |
| | | | | Appoint Shri S. Radhakrishnan Director. | Management |
| Balaji Telefilms Limited | 6545538 | 08/21/03 | Mumbai | Appoint Shri M. Rohatgi as Director. | Management |
| | | | | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare a dividend on equity shares. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. Jeetendra Kapoor. | Management |
| | | | | Appoint Chartered auditors for 1 year term under fixed remuneration. | Management |
| Appoint Mr. Dhruv Kaji as Director. | Management | | | | |
| | | | | Approve increase in | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

remuneration for Managing Director / CEO.

19

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|---|--|
| Balaji Telefilms Limited (Cont.) | 6545538 | 08/21/03 | Mumbai | Approve increase in remuneration for Creative Director. | Management |
| | | | | Approve payment of commission to the Chairman and payable for .90% of net profit for next 5 years. | Management |
| | | | | Approve payment of commission to all Non Executive Directors. Payment shall not exceed 10% of net profits and shall be divided among them by the Board for 5 years. | Management |
| Larsen & Toubro Limited | 6100164 | 08/22/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare a dividend on equity shares. | Management |
| | | | | Appoint (or reappoint) a Director in place of BP Deshmukh. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. S Rajgopal. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. JP Nayak. | Management |
| | | | | Appoint (or reappoint) a Director in place of Mr. YM Deosthalee. | Management |
| Dr. A Armbruster who has | Management | | | | |

Edgar Filing: INDIA FUND INC - Form N-PX

not sought reappointment,
not be filled in at this
meeting.

Appoint a director in
place of Mr Kranti Sinha
who was appointed as an
additional Director and
holds office until the
ensuing AGM.

Managem

20

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------------|-------------------------------|---------------------------|---|--|
| Larsen & Toubro Limited (Cont.) | 6100164 | 08/22/03 | Mumbai | Delisting from Madras, Delhi, Calcutta, Mangalore, Bangalore, Pune, and Ahmedabad stock exchanges. | Managem |
| | | | | Board is authorized to create, issue, offer and allot at any time, for the benefit of such person or persons who are in the permanent employment of the company not exceeding 5% of share capital of the company. | Managem |
| | | | | Reappoint auditors and fix remuneration. | Managem |
| Industrial Development Bank of India | 6099552 | 08/22/03 | Mumbai | To discuss and adopt the Balance Sheet and the Profit and Loss Statement. | Managem |
| | | | | To discuss and adopt the report on the working of IDBI for the year ended 3/31/03. | Managem |
| | | | | To discuss and adopt the Auditors Report. | Managem |
| | | | | The discuss and adopt the personal Declaration of dividend for the year. | Managem |
| | | | | To elect two directors to fill up vacancies caused by the expiry of term of Dr K Parikh and | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | | |
|----------------------------------|---------|----------|-----------|--|--|---------|
| | | | | | resignation of Dr JJ Irani. | |
| | | | | | Appoint the auditors. | Managem |
| | | | | | Delisting of equity shares from the Delhi, Madras and Calcutta Stock Exchanges. | Managem |
| Dr. Reddy's Laboratories Limited | 6410959 | 08/25/03 | Hyderabad | | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | | Declare a dividend on equity shares. | Managem |

21

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------|-------------------------|---------------------|--|----------------------------------|
| Dr. Reddy's Laboratories Limited (Cont.) | 6410959 | 08/25/03 | Hyderabad | Appoint (or reappoint) a Director in place of Dr. Omkar Goswami. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Dr. V. Mohna. | Managem |
| | | | | Take note of retirement of Dr. A. Venkareswarlu as Director. | Managem |
| | | | | Appoint Statutory auditors for 1 year term under fixed remuneration. | Managem |
| | | | | De-list company shares from all Stock exchanges where they are listed. | Managem |
| | | | | Give The Board approval to dispose of Moveable and immovable properties of Company's formulations factory situated in Thiruvandarkoil, Mannvipet, and Pondicherry as the board sees fit. | Managem |
| ETC Networks Limited | 6326573 | 08/22/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | |
|---|---------|
| Declare a dividend on equity shares. | Managem |
| Appoint (or reappoint) a Director in place of Mr. Samesh R. Sathe. | Managem |
| Appoint (or reappoint) a Director in place of Mr. Samesh R. Sathe. | Managem |
| Appoint auditors and fix remuneration. | Managem |
| Appoint Mr. Surjiit Banga as Director from the position of Additional Director. | Managem |
| Appoint C.R. Mehta as Director from the position of Additional Director. | Managem |

22

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSE MANAGEM SHAREHO |
|------------------------------------|---------------------|-------------------------------|---------------------------|--|-------------------------------|
| ETC Networks Limited (Cont.) | 6326573 | 08/22/03 | Mumbai | Amend Articles of Association of the Company. | Managem |
| ICICI Bank Limited | 6100368 | 08/25/03 | Vadodra | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare a dividend on preference shares. | Managem |
| | | | | Declare a dividend on equity shares. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. Samesh R. Sathe. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. Anumpum Puri. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Prof. Marti G. Subrahmanyam. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | |
|---|---------|
| Appoint (or reappoint) a Director in place of Ms. Kaipona Morpana. | Managem |
| Appoint Statutory auditors for 1 year term under fixed remuneration. | Managem |
| Appoint branch auditors for 1 year term under fixed remuneration. | Managem |
| Appoint Mr. P.C. Ghohs as Director. | Managem |
| Appoint Mr. M.K. Sharma as Director. | Managem |
| Appoint Ms. Lalita Gupte as new joint Managing Director under new remuneration. | Managem |
| Delist company shares from all Stock exchanges where they are listed. | Managem |

23

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---------------|---------------------|-------------------------------|---------------------------|--|--|
| Trent Limited | 6261878 | 08/27/03 | Mumbai | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Managem |
| | | | | Declare a dividend on equity shares. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mrs. S.N. Tata. | Managem |
| | | | | Appoint (or reappoint) a Director in place of Mr. K.N. Suntook. | Managem |
| | | | | Increase share amounts by creation of unclassified shares. | Managem |
| | | | | Alter articles of Association of the | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------|-------------------------|---------------------|--|----------------------------------|
| | | | | Company. | |
| | | | | Appoint auditors and fix remuneration. | Management |
| Sun Pharmaceuticals Limited | 6582483 | 09/01/03 | Mumbai | Amend 4 articles in the articles of Association. | Management |
| Bongaigaon Refineries & Petrochemicals Limited | 6313939 | 09/10/03 | Assam | Accept Profit and Loss Statement, Balance Sheet, Report of the Directors and Auditors. | Management |
| | | | | Declare a dividend on equity shares. | Management |
| | | | | Appoint (or reappoint) a Director in place of Shri N.K. Singh. | Management |
| | | | | Appoint (or reappoint) a Director in place of Shri P.S. Rao. | Management |
| | | | | Appoint (or reappoint) a Director in place of Shri P.K. Atreya. | Management |
| | | | | Appoint (or reappoint) a Director in place of Shri P.K. Chakranbony. | Management |

24

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------|-------------------------|---------------------|---|----------------------------------|
| Bongaigaon Refineries & Petrochemicals Limited (Cont.) | 6313939 | 09/10/03 | Assam | Allow Board to donate money on behalf of the company to charities that are not directly related to the business or its employees. | Management |
| | | | | De-list company shares from exchanges in Delhi, Calcutta, and Madras. | Management |
| | | | | Amend the Articles of Association of the Company | Management |
| Jyoti | 6135650 | 09/05/03 | Mumbai | Accept Profit and Loss | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

Structures
Limited

Statement, Balance Sheet,
Report of the Directors
and Auditors.

Appoint (or reappoint) a
Director in place of Mr.
S.H. Mirchandani.

Managem

Appoint (or reappoint) a
Director in place of
Mr. K.R. Thakur.

Managem

Appoint auditors and fix
their remuneration.

Managem

Appoint Chartered
accountants for year and
fix remuneration.

Managem

Appoint branch auditors
and fix remuneration.

Managem

Appoint Shri S.D.
Kshirsagar to full term
Director.

Managem

Appoint Shri A.J. Khan to
full term Director.

Managem

Appoint Shri G.L. Valecha
to full term Director.

Managem

Accord the Board to offer,
issue and allot shares up
to 20,000 at face value
for cash.

Managem

25

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|---|--|
| Jyothi Structures Limited (Cont.) | 6135650 | 09/05/03 | Mumbai | Delist company shares from Delhi and Ahmedabad. | Managem |
| Matrix Laboratories Limited | 6652416 | 09/5/03 | Secunderabad | Receive and approve all financial statements. Declare dividend Reappoint Mr. M Velagapudi as Director who retires by rotation and offers | Managem Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

himself for reappointment.

Appoint auditors and fix their remuneration. Management

Appoint PV Indiresan as Director. Management

Alteration of Articles of Association. Management

Revision of remuneration for N Prakesh. Management

Revision of remuneration for N Prasad. Management

Revision of remuneration for C Satyanahayana. Management

Revision of remuneration for M Ravindar. Management

Revision of remuneration for P Mishoro. Management

Appointment and revision of remuneration for R. Sunders Rajon. Management

Appointment and Revision of remuneration for C Ramakrishna. Management

Enhancement of borrowing powers. Management

Authorization to mortgage properties of the company. Management

Payment of commission to non-executive Directors. Management

26

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|------------------------|---------------|-------------------------|---------------------|---|----------------------------------|
| SB&T Jewellers Limited | 6372576 | 09/12/03 | Mumbai | Receive and approve all financial statements. | Management |
| | | | | Declare dividend. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|------------------------------|---------|----------|--------|--|---------|
| | | | | Reappoint Mr. Vivek Tharaney as Director. | Managem |
| | | | | Reappoint Mr. Nalin Kumar Sethi as Director. | Managem |
| | | | | Appoint joint statutory auditors and fix their remuneration. | Managem |
| | | | | Appoint joint statutory auditors and fix their remuneration. | Managem |
| | | | | Appoint Mr. Surenda Kumar Sethi as a Joint Managing Director for 5 years. | Managem |
| | | | | Appoint Mr. Vanij Sethi as Managing Director for 5 years. | Managem |
| Electrosteel Casting Limited | 6314987 | 09/15/03 | Orissa | Receive and approve all financial statements. | Managem |
| | | | | Declare dividend. | Managem |
| | | | | Reappoint Mr. V.K. Lamba as Director. | Managem |
| | | | | Reappoint Mr. Binod Khaitan as Director. | Managem |
| | | | | Appoint auditors and fix their remuneration. | Managem |
| | | | | Elect Shri Udhav Kejriwal as Director from Additional Director. | Managem |
| | | | | Appoint Shri Uddhav Kejriwal as Whole Term Director for 5 years with fixed remuneration. | Managem |

27

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHO |
|--------|---------------|-------------------------|---------------------|-----------------------------|-----------------------------|
|--------|---------------|-------------------------|---------------------|-----------------------------|-----------------------------|

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|---|---------|----------|-----------|---|---------|
| Electrosteel Casting Limited (Cont.) | 6314987 | 09/15/03 | Orissa | Pay sum not exceeding 1% annual net profits to the Directors. | Managem |
| | | | | De-list equity shares from local exchanges. | Managem |
| ING Vysya Bank Limited | 6140137 | 09/15/03 | Bangalore | Receive and approve all financial statements. | Managem |
| | | | | Reappoint Mr. K. Balasubramanian as Director. | Managem |
| | | | | Appoint auditors and fix their remuneration. | Managem |
| | | | | Approve Mr. Bart Hellemans as Whole Term Director to Managing Director and CEO for 3 years with fixed remuneration. | Managem |
| | | | | Appoint Mr. K.R. Ramamoorthy as Director from Additional Director. | Managem |
| | | | | Elect Mr. K.R.V. Subrahmanian as Director. | Managem |
| | | | | Elect Mr. Joseph Kestemont as Director. | Managem |
| | | | | Appoint Mr. Ramsay Alexander as Director from Additional Director. | Managem |
| | | | | Appoint Mr. David Wood Hudson as Director from Additional Director. | Managem |
| | | | | Appoint Mr. Anand Suryadutt Bhatt as Director from Additional Director. | Managem |
| Appoint Mr. Ryan Andrew Padgett as Director from Additional Director. | Managem | | | | |
| Appoint Mr. Arun Thiagarajan as Director from Additional Director. | Managem | | | | |

Edgar Filing: INDIA FUND INC - Form N-PX

| | / SEDOL | DATE (MM/DD/YY) | OF MEETING | OF VOTE DESCRIPTION | MANAGEMENT SHAREHOLDERS |
|---|------------|--------------------|---------------|---|----------------------------|
| ING Vysya Bank Limited (Cont.) | 6140137 | 09/15/03 | Bangalore | Appoint Dr. Prakash G Apte as Director from Additional Director. | Management |
| | | | | Delist company shares on local exchanges | Management |
| Flat Products Equipments Limited | 6341952 | 09/16/03 | Mumbai | Receive and approve all financial statements. | Management |
| | | | | Declare dividend. | Management |
| | | | | Reappoint Mr. S. Ananthapadmanabhan as Director. | Management |
| | | | | Reappoint Mr. Durgadas Sengupta as Director. | Management |
| | | | | Appoint auditors and fix their remuneration. | Management |
| | | | | Appoint Mr. Krishnamurthi Tamamirthm as Director from Additional Director. | Management |
| | | | | Appoint Mr. Narayan Sitaram Dater as Director from Additional Director. | Management |
| | | | | Appoint Shri Tilak Raj Metha as Managing Director for 5 years. | Management |
| Niko Resources Limited (Postal) | 2639554 | 09/18/03 | Calgary | Fix number of Directors to be elected at 5. | Management |
| | | | | Elect nominees to Directors as mentioned in the Management Information Circular. | Management |
| | | | | Appoint Chartered Accountants. | Management |
| | | | | Approve new stock option plan of the Company and amend current stock plan. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------------|-------------------------------|---------------------------|---|--|
| Pritish Nandy Communications Limited (NOT VOTED IN TIME) | 6417994 | 09/19/03 | Mumbai | Receive and approve all financial statements. | Management |
| | | | | Declare dividend. | Management |
| | | | | Reappoint Mr. Palayb Bhattechaya as Director. | Management |
| | | | | Appoint auditors and fix their remuneration. | Management |
| | | | | Appoint Ms. Rina Pritish Nandy as Director and Executive Producer. | Management |
| Nicholas Piramal India Limited | 6135746 | 09/19/03 | Mumbai | Debiting to the share premium account the carrying costs of shares of Guarat Glass. | Management |
| | | | | Give Board of Directors discretionary action to act upon resolution. | Management |
| Godfrey Phillips India Limited | 6374803 | 09/26/03 | Mumbai | Receive and approve all financial statements. | Management |
| | | | | Declare dividend. | Management |
| | | | | Reappoint Mr. R.A. Shah as Director | Management |
| | | | | Reappoint Mr. S.V. Shanbhag as Director. | Management |
| | | | | Reappoint Mr. C.M. Maniar as Director. | Management |
| | | | | Appoint auditors and fix their remuneration. | Management |
| | | | | Approve the terms of reappointment and remuneration for Mr. K.K. Modi as Managing Director for 3 years. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|---|--|
| Godfrey Phillips Limited (Cont.) | 6374803 | 09/26/03 | Mumbai | De-list equity shares from local exchanges. | Management |
| | | | | Adjust remuneration paid to the Directors. | Management |
| Hughes Software Systems Limited | 6282868 | 09/29/03 | Delhi | Receive and approve all financial statements. | Management |
| | | | | Declare dividend. | Management |
| | | | | Reappoint Mr. Amal Ganghuli as Director. | Management |
| | | | | Reappoint Mr. Vijay Other as Director. | Management |
| | | | | Reappoint Mr. Jack Shaw as Director. | Management |
| | | | | Reappoint Mr. James Lucchesse as Director. | Management |
| | | | | Appoint auditors and fix their remuneration | Management |
| Container Corporation of India Limited | 6100982 | 09/29/03 | Delhi | De-list equity shares from local exchanges. | Management |
| | | | | Approve terms of reappointment of Mr Arun Kumar as President and Managing Director. | Management |
| | | | | Receive and approve all financial statements. | Management |
| | | | | Declare dividend. | Management |
| | | | | Reappoint Shri P.G. Thaygarajan as Director. | Management |
| | | | | Reappoint Shri Rakesh Mehrotra as Director. | Management |

31

| ISSUER | CUSIP / SEDOL | MEETING DATE | LOCATION OF | SUBJECT OF VOTE | PROPOSED MANAGEMENT |
|--------|---------------------|-----------------|----------------|--------------------|------------------------|
|--------|---------------------|-----------------|----------------|--------------------|------------------------|

Edgar Filing: INDIA FUND INC - Form N-PX

| | SEDOL | (MM/DD/YY) | MEETING | DESCRIPTION | SHAREHO |
|--|---------|------------|---------|--|---------|
| Container Corporation of India Limited (Cont.) | 6100982 | 09/29/03 | Delhi | Reappoint Shri S.C. Misra as Director. | Managem |
| | | | | Appoint auditors and fix their remuneration. | Managem |
| | | | | Approve terms and remuneration for Shri K.K. Agarwal as Part Time Chairman of the company. | Managem |
| | | | | Approve terms and remuneration for Shri R.K. Narang as Director of the company. | Managem |
| | | | | Approve terms and remuneration for Dr. P. S. Sama as Director of the company. | Managem |
| Hindustan Petroleum Limited | 6100476 | 09/24/03 | Mumbai | Receive and approve all financial statements. | Managem |
| | | | | Declare dividend. | Managem |
| | | | | Reappoint Shri S. Vijayaraghaven as Director. | Managem |
| | | | | Reappoint Dr. B. Mohanty as Director. | Managem |
| | | | | Reappoint Shri Rajesh V. Shah as Director. | Managem |
| | | | | Reappoint Shri N.K. Puri as Director. | Managem |
| | | | | Appoint auditors and fix their remuneration. | Managem |

32

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEM SHAREHO |
|--------|---------------|-------------------------|---------------------|-----------------------------|--------------------------|
|--------|---------------|-------------------------|---------------------|-----------------------------|--------------------------|

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|--|---------|----------|-----------|---|---------|
| Hindustan Petroleum Limited (Cont.) | 6100476 | 09/24/03 | Mumbai | Appoint Shri M.S. Srinivasan as Director from Additional Director. | Managem |
| | | | | Appoint Shri C. Ramula as Director from Additional Director. | Managem |
| | | | | Approve of company undertaking any activities in upstream segment of the energy sector as the board sees fit. | Managem |
| Bharat Electronics Limited | 6139715 | 09/22/03 | Bangalore | Receive and approve all financial statements. | Managem |
| | | | | Declare dividend. | Managem |
| | | | | Reappoint Mr. V. Ammineedu as Director. | Managem |
| | | | | Reappoint Mr. S.C, Khanna as Director. | Managem |
| | | | | Reappoint Mr. Abijit Basu as Director. | Managem |
| Zee Telefilms Limited | 6188535 | 09/26/03 | Mumbai | Reappoint Mr. N. Divicar as Director. | Managem |
| | | | | Appoint Mrs. Rita Memon as Director from Additional Director | Managem |
| | | | | Receive and approve all financial statements. | Managem |
| | | | | Declare dividend. | Managem |
| Zee Telefilms Limited | 6188535 | 09/26/03 | Mumbai | Reappoint Mr. Nemi Chan Jain as Director. | Managem |
| | | | | Reappoint Mr. B.K. Syngai as Director. | Managem |
| | | | | | |

33

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|------------------------|---------------|-------------------------|---------------------|--|----------------------------------|
| Zee Limited (Cont.) | 6188535 | 09/26/03 | Mumbai | Appoint auditors and fix their remuneration. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|--------------------------------------|---------|----------|--------|---|---------|
| | | | | Appoint Mr. Suban Chandra as Managing Director. | Managem |
| | | | | Reappoint Mr. Satya Pal Talwar as Director. | Managem |
| | | | | De-list equity shares on local exchanges. | Managem |
| Geodesic Information Systems Limited | 6701374 | 09/26/03 | Mumbai | Receive and approve all financial statements. | Managem |
| | | | | Declare dividend. | Managem |
| | | | | Appoint a director in place of Pankaj Kumar. | Managem |
| | | | | Appoint a director in place of Kiran Kulkarni. | Managem |
| | | | | Appoint the auditors of the company until the conclusion of the next AGM. | Managem |
| | | | | Mahesh Murphy appointed as director, liable to retire by rotation. | Managem |
| | | | | Shashikan Kelkar appointed as director, liable to retire by rotation. | Managem |
| | | | | Kiran Kulkarni redesignated as Managing Director. | Managem |
| | | | | Revise the Articles of Association. | Managem |
| Indian Oil Corporation Limited | 6253767 | 09/29/03 | Mumbai | Receive and approve all financial statements. | Managem |
| | | | | Declare dividend. | Managem |

34

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------|-------------------------|---------------------|--|----------------------------------|
| Indian Oil Corporation Limited (Cont.) | 6253767 | 09/29/03 | Mumbai | Appoint a director in place of SK Barua who retires by rotation. | Managem |
| | | | | Appoint a director in place of SV Nayyar who | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

retires by rotation.

Appoint a director in place of P Sugavanam who retires by rotation.

Managem

Appoint a director in place of AM Upienchwan who retires by rotation.

Managem

Appoint a director in place of PK Agarwal who retires by rotation.

Managem

Appoint Shri NK Nayyar as Director of the corporation.

Managem

Appoint MS Srinivasan as Director of the corporation.

Managem

Appoint NR Raje as Director of the corporation.

Managem

Appoint SJ Singh as Director of the corporation.

Managem

Appoint SP Das as Director of the corporation.

Managem

Appoint V Ranganathan as Director of the corporation.

Managem

Appoint Shri VK Agarwal as Director of the corporation.

Managem

Appoint Shri PM Sinha as Director of the corporation.

Managem

Delist shares from Delhi, Caluctta and Madras exchanges.

Managem

35

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|
| Shyam | 6230373 | 09/27/03 | Jaipur | Receive and approve all | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

Telecom
Limited

financial statements.

Appoint a director in place of Ajay Khanna who retires by rotation.

Managem

Appoint a director in place of Arun Khanna who retires by rotation.

Managem

Appoint a director in place of A Garg who retires by rotation.

Managem

Appoint the auditors of the company until the conclusion of the next AGM.

Managem

De-list shares from Delhi, Caluctta, Saurashtra and Ahmedabad exchanges.

Managem

Approve Rajiv Mehrotra as Managing Director.

Managem

Oil & Natural
Gas Corporation
Limited

6139362

09/29/03

New Delhi

Approve financial statements. Managem

Declare dividend.

Managem

Appoint a director in place of Shri JM Mauskar who retires by rotation and being eligible, offers reappointment.

Managem

Appoint a director in place of Shri RS Sharma who retires by rotation and being eligible, offers reappointment.

Managem

Appoint a director in place of Shri N Lal who retires by rotation and being eligible, offers reappointment.

Managem

Appoint a director in place of Shri Atul Chandra who retires by rotation and being eligible, offers reappointment.

Managem

36

ISSUER

CUSIP
/

MEETING
DATE

LOCATION
OF

SUBJECT
OF VOTE

PROPOSED
MANAGEMENT

Edgar Filing: INDIA FUND INC - Form N-PX

| | SEDOL | (MM/DD/YY) | MEETING | DESCRIPTION | SHAREHO |
|---|---------|------------|-----------|---|---------|
| Oil & Natural Gas Corporation Limited (Cont.) | 6139362 | 09/29/03 | New Delhi | Appoint a director in place of Shri NK Nayyar who retires by rotation and being eligible, offers reappointment. | Managem |
| | | | | Fix remuneration of the auditors. | Managem |
| Swaraj Engines Limited | 6140074 | 09/30/03 | Punjab | Approve financial statements. | Managem |
| | | | | Declare dividend. | Managem |
| | | | | Appoint a director in place of Shri SK Tuteja who retires by rotation and being eligible, offers reappointment. | Managem |
| | | | | Appoint a director in place of Shri Gautam Kulkarni who retires by rotation and being eligible, offers reappointment. | Managem |
| | | | | Appoint and fix remuneration of the auditors. | Managem |
| | | | | De-list shares from Delhi, Ludiana and Ahmedabad exchanges. | Managem |
| Vans Information Limited | 6258643 | 09/30/03 | Mumbai | Receive and approve financial statements. | Managem |
| | | | | Appoint a director in place of Clive Wing who retires by rotation. | Managem |
| | | | | Appoint a director in place of Dilip Muzumdar who retires by rotation. | Managem |
| | | | | Appoint the auditors of the company until the conclusion of the next AGM. | Managem |
| | | | | Reduce the share premium from Rs 1342.8 Lacs to 38.85 Lacs. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|---|--|
| Vans Information Limited (Cont.) | 6258643 | 09/30/03 | Mumbai | Authorize the company, in addition to amount already invested, to invest a sum not exceeding Rs 175 Lacs to acquire securities of indiancookery.com by subscription, purchase or otherwise. | Management |
| | | | | Reappoint Shr Anant Guwande as Managing Director for 5 years. | Management |
| | | | | Set remuneration of Managing Director. | Management |
| Bharat Heavy Electricals Limited | 6129523 | 09/30/03 | New Delhi | Approve financial statements. | Management |
| | | | | Declare dividend. | Management |
| | | | | Appoint a director in place of Shri AC Wadhawan who retires by rotation and being eligible, offers reappointment. | Management |
| | | | | Appoint a director in place of Shri Anand Patkar who retires by rotation and being eligible, offers reappointment. | Management |
| | | | | Appoint a director in place of Shri GP Gupta who retires by rotation and being eligible, offers reappointment fix remuneration of the auditors. | Management |
| | | | | Shri Ishan Shankar is appointed Director of the company. | Management |
| | | | | Shri A Didar Singh is appointed Director of the company. | Management |
| Sun Pharmaceuticals Limited | 6582483 | 09/30/03 | Vadodara | Approve financial statements. | Management |
| | | | | Declare a dividend on preference shares. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

Appoint a director in place of Dilip Shanghvi who retires by rotation and being eligible, offers reappointment.

Managem

38

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHO |
|--|---------------------|-------------------------------|---------------------------|---|-----------------------------------|
| Sun Pharmaceuticals Limited (Cont.) | 6582483 | 09/30/03 | Vadodara | Appoint a director in place of HS Shah who retires by rotation and being eligible, offers reappointment. | Managem |
| | | | | Appoint and fix remuneration of the auditors. | Managem |
| | | | | Appoint Mr Keki Mistry as Director. | Managem |
| | | | | Appoint Mr Sudhir Valia as whole-time Director for 5 years. | Managem |
| | | | | Appoint Mr Sailesh Desai as whole-time Director for 5 years. | Managem |
| | | | | De-list shares from Vadadora Stock Exchange. | Managem |
| | | | | Consent for directors to contribute to charitable, social, benevolent, public or general or other funds not directly related to the business of the company. May not exceed Rs 50,000 or 5% of avg net profits. | Managem |
| Gujarat Ambuja Cements Limited | 6100119 | 10/06/03 | Gujarat | Receive and approve all financial statements. | Managem |
| | | | | Declare dividend. | Managem |
| | | | | Reappoint Mr. Suresh Neotia as Director. | Managem |
| | | | | Reappoint Mr Vinod Neotia as Director. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

Reappoint M.L. Bhakta as Director. Management

Reappoint Mr. M.T. Patel as Director. Management

Reappoint Mr. Rajendra Chitale as Director. Management

39

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------|-------------------------|---------------------|---|----------------------------------|
| Gujarat Ambuja Cements Limited (Cont.) | 6100119 | 10/06/03 | Gujarat | Appoint auditors and fix their remuneration. | Management |
| | | | | Appoint accountants and fix their remuneration. | Management |
| | | | | Create Stock Option plan for employees. | Management |
| | | | | Give company discretion to include previous and subsidiary employees in Stock plan. | Management |
| | | | | Approve reappointment and terms for Mr. Narotam Sekhsaria as Managing Director. | Management |
| Pfizer Limited | 6124960 | 10/24/03 | Mumbai | Delist equity shares from local exchanges. | Management |
| | | | | Receive and approve all financial statements. | Management |
| | | | | Reappoint Mr. R.A. Shah as Director. | Management |
| | | | | Appoint auditors and fix their remuneration. | Management |
| | | | | Decrease the sitting strength of the company from 11 to 6 to take effect immediately. | Management |
| Make a partial modification to the resolution involving | Management | | | | |

Edgar Filing: INDIA FUND INC - Form N-PX

remuneration for Managing Director as advised.

Approve appointment and terms of Mr. Kewal Handa to Executive Director. from 10/2002 to 02/2003.

Managem

Approve appointment and terms of Mr. Kewal Handa to Executive Director. from 02/2003 onward.

Managem

40

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-------------------------|---------------------|-------------------------------|---------------------------|---|--|
| Praj Industries Limited | 6100915 | 11/28/03 | Pune | Receive and adopt Balance Sheet as of 31st March, 2003 and Profit and Loss Account on that date. | Managem |
| | | | | To appoint a director in place of Mr. Berjis Desai, he being also eligible for reappointment. | Managem |
| | | | | To appoint auditors and fix their remuneration. | Managem |
| | | | | Appointment of Mr. Sivaramakrishnan S. Iyer as director. | Managem |
| | | | | To de-list company shares from Pune Stock Exchange and Ahmedabad Stock Exchange. | Managem |
| | | | | Approve commission payment to directors, who are neither in the wholetime employment nor the managing director. | Managem |
| | | | | To authorize Board of directors to borrow money from banks, institutions, or persons up to Rs. 50 Crores. | Managem |
| Lupin Limited | 6143761 | 12/05/03 | Mumbai | To appoint Dr. K. K. Sharma as Managing Director of company for 5 | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

years from Sept 29, 2003 and to fix his remuneration.

To increase salary of Dr. D B Gupta, Chairman, from Rs. 300,000 per month to Rs. 525,000 per month.

To amend Articles of Association.

To permit foreign institutional investment up to 33% of paid up equity share capital of Co.

Managem

Managem

Managem

41

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEM SHAREHO |
|--------------------------------------|---------------|-------------------------|---------------------|--|--------------------------|
| Lupin Limited (Cont.) | 6143761 | 12/05/03 | Mumbai | To approve terms and conditions of employees Stock Options Plan for eligible employees. | Managem |
| | | | | To de-list the shares of company from the Stock Exchanges at Ahmedabad, Delhi, Jaipur, and Kolkata. | Managem |
| Geodesic Information Systems Limited | 6701374 | 12/05/03 | Mumbai | To increase authorized capital of company from Rs. 10 crores to Rs. 20 crores and to amend company's Articles and Memorandum of Association to reflect this and to authorize board to execute necessary documents. | Managem |
| | | | | To approve issue of 149000 warrants to Girvan Holdings, LLC which are convertible into fully paid equity shares, on one equity share for one warrant basis within period of 18 months at a price of Rs. 218 per warrant. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|------------------------|---------|----------|--------|--|---------|
| | | | | To amend Articles 77 and 105 of Articles of Association of company. | Managem |
| Tata Chemicals Limited | 6101167 | 12/15/03 | Mumbai | Receive and adopt Balance Sheet as of 31st March 2003 and Profit and Loss Account, together with reports of the Board of Directors and Auditors. | Managem |
| | | | | To confirm payment of Interim dividend. | Managem |
| | | | | To appoint a director in place of Mr R N Tata, who retires by rotation and is eligible for reappointment. | Managem |
| | | | | To appoint a director in place of Mr Keshub Management Mahindra, who retires by rotation and is eligible for reappointment. | Managem |

42

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHO |
|--------------------------------|---------------|-------------------------|---------------------|---|-----------------------------|
| Tata Chemicals Limited (Cont.) | 6101167 | 12/15/03 | Mumbai | To appoint a director in place of Mr D M Ghia, who retires by rotation and is eligible for reappointment. | Managem |
| | | | | Reappointment of auditors up to the conclusion of the next AGM. | Managem |
| | | | | Payment and distribution of a sum not exceeding one percent per annum of the net profits of the company calculated in accordance with the provisions of the Companies Act of 1956, by way of commission to and amongst the directors of the company, who are neither in the the whole-time employment of the company nor managing /executive directors / in | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|--------------------------|---------|----------|---------|--|---|
| Omax Autos Limited | 6659075 | 12/26/03 | Haryana | <p>such amounts of proportions and in such a manner and in all respects as may be determined by the board of directors from time to time.</p> <p>Receive and adopt Balance Sheet as of 31st March, 2003 and Profit and Loss Account, together with Reports of the Board of Directors and Auditors.</p> <p>To declare a dividend for the year.</p> <p>To appoint a director in place of Dr Ramesh C. Vaish, who retires by rotation and is eligible for re-appointment.</p> <p>To appoint a director in place of Sh. Sali Bhandari, who retires by rotation and is eligible for reappointment.</p> <p>To appoint auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General meeting and to fix their remunerations.</p> | <p>Managem</p> <p>Managem</p> <p>Managem</p> <p>Managem</p> |
|--------------------------|---------|----------|---------|--|---|

43

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|----------------------------------|---------------------|-------------------------------|---------------------------|---|--|
| Omax Autos Limited (Cont.) | 6659075 | 12/26/03 | Haryana | <p>Mr Atul Raheja, who was appointed as an additional director of the company during the year and whose term of office will expire be and is hereby appointed as director of the company and be liable to retire by rotation.</p> <p>Authorize the board on behalf of the company to create, offer, issue and</p> | <p>Managem</p> <p>Managem</p> |

Edgar Filing: INDIA FUND INC - Form N-PX

allot to or for the benefit of such person or persons as are in the pertinent employment and the directors (including whole time directors) of the company from time to time 2,000,000 options in the aggregate under the employee stock option scheme of the company, each option shall be exercisable for one equity share of Rs. 10 each fully paid up of the company on payment of such price.

Authorize on behalf of the company to offer, issue and allot on rights basis, such number of equity shares of Rs. 10 each up to a value of Rs. 25 Crores and to issue and allot shares in the event of over subscription as may be permitted by the concerned authorities and in accordance with law, out of the unissued share capital of the company, at any price that is not in excess of Rs 90 per share to the existing equity shareholders of the company and such rights issues shall be made on such date as determined by the Board of Directors.

Managem

Approve sitting fees up to a maximum of Rs 20,000 to be paid for attending each meeting of the company to every non-executive director of the company on or after October 1, 2003.

Managem

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---------------------|---------------------|-------------------------------|---------------------------|---|--|
| Sterlite Industries | 6289494 | 01/20/04 | Aurangabad | Approve the company to acquire equity shares or | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

(India)
Limited

other securities in Bharat Aluminium Co. up to an amount not exceeding Rs 1200 crores.

Approve the Vendanta Resources Long Term Incentive Plan as amended by the India Sub Plan. Management

Change the authorized share capital in the Company from 8mn equity shares at Rs 5 to 12 mn equity shares at Rs 5. Management

Alter the Articles of Association. Management

Bonus issue of 1 share of Rs 5 for 1 share of Rs 5. Management

Siemens
Limited

6099659 01/21/04 Mumbai

Receive and adopt Balance Sheet as of 30st September, 2003 and Profit and Loss account on that date. Management

Confirm 35% dividend on equity shares. Management

Declare a final dividend on equity shares. Management

To appoint a director in place of Mr. H Singh, he being also eligible for reappointment. Management

To appoint a director in place of Mr. H Gelis, he being also eligible for reappointment. Management

To appoint a director in place of Mr. NJ Jhaveri, he being also eligible for reappointment. Management

To appoint auditors and fix their remuneration. Management

45

ISSUER

CUSIP / SEDOL MEETING DATE (MM/DD/YY) LOCATION OF MEETING

SUBJECT OF VOTE DESCRIPTION

PROPOSED MANAGEMENT SHAREHOLDERS

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|-----------------------------|---------|----------|----------------------------|---|---------|
| Siemens Limited (Cont.) | 6099659 | 01/21/04 | Mumbai | Reappointment of M Singh and payment of remuneration to him. | Managem |
| | | | | Reappointment of OP Narula and payment of remuneration to him. | Managem |
| | | | | Appointment of Mr Deepak S Parekh as a director. | Managem |
| | | | | Voluntary Delisting from Delhi, Calcutta and Madras Stock Exchange. | Managem |
| Matrix Laboratories Limited | 6652416 | 01/28/04 | Hyderabad/ Secunderabad | Authorize to allow foreign investment by FIIs that shall not exceed 49%. | Managem |
| | | | | Issuing 1,125,000 equity shares of Rs 10 to each Newbridge Capital and Temasek Holdings Limited aggregating in equity shares not exceeding 2,250,000 at Rs 10 each at a price of Rs 1500/share. | Managem |
| Monnet Ispat Limited | 6327372 | 01/27/04 | Raipur | Issue, offer and allot 3,527,373 equity shares of Rs 10/- each at a premium of Rs. 90 per share to CVC international (a division of Citigroup Global Investments). | Managem |
| | | | | Approve an amendment to the Articles of Association by way of special resolution. | Managem |
| Praj Industries Limited | 6100915 | 02/11/04 | Pune | Approve an alteration in the Articles of Association of the company to enable the Company to be involved with bio-products to develop, sell, licence and export technology designs. | Managem |

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|-------------------------|---------|----------|--------|--|---------|
| Larsen & Toubro Limited | 6100164 | 02/3/04 | Mumbai | Approve the scheme of arrangement between Ultra Tech Cem Co. and their respective shareholders and creditors and Grasim Industries. | Managem |
| | | | | Reduction in the share capital by Rs 2,238,656,318 by reducing the face value of equity shares from Rs 10 to Rs 1 per share. | Managem |
| Mercator Lines Limited | 6351371 | 02/14/04 | Mumbai | Alteration of the articles of association to enable company to issue warrants or other instruments. | Managem |
| | | | | Be accorded for foreign institutional investment in the equity share capital or any other securities of the company, by foreign direct investment, purchase or acquisition from the market under portfolio investment or any other scheme shall not exceed 40% of total paid-up value. | Managem |
| | | | | Accord the board to offer, issue and allot in one or more lots (not exceeding 5% of paid up capital of company) to promoters of the Company on private placement or preferential basis, not exceeding 820,000 shares at face value of Rs 10/- each with a premium but not less than Rs 275/- per share. | Managem |
| | | | | Authorize the board to offer, issue and allot in one or more lots on a private placement or preferential basis to promoters, basis to promoters, not exceeding 270,000 warrants carrying an option to subscribe to equivalent number of equity shares on a future date, not exceeding 18 months from the date of | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

issue of such warrants.

47

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|------------------------------------|---------------------|-------------------------------|---------------------------|---|--|
| Teledata Informatics Limited | 6722018 | 02/10/04 | Chennai | Increase share capital from 30mn share at Rs 10/- per share to 50mn shares at Rs 10/- per share. | Management |
| | | | | Amend Capital Clause of Memorandum of Association reflect change in share capital. | Management |
| | | | | Amend Articles of Association to reflect change in share capital. | Management |
| | | | | To consider issuing ADRs, GDRs, ECBs, FCCBs or SPN not exceeding \$50mn with a green shoe option of 15%. | Management |
| | | | | Increase FII limit in the paid up capital of the company to a max of 100%. | Management |
| Ashok Leyland Limited | 6141679 | 02/28/04 | Chennai | Issue through a public issue or private placement equity shares in the form of GDRs or securities convertible into equity shares total amount raised should not exceed \$100mn. | Management |
| | | | | Preferential allotment to promoters' LRLIK Limited as to enable them to maintain their percentage of equity holding at present levels held in the company. | Management |
| | | | | Reduce the face value of shares from Rs 10/- per share to Rs 1/- per share. | Management |
| | | | | Amend the Memorandum of Association to reflect the change in par value of shares. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|-------------------------|---------|------------------------|------------------|---|---------|
| | | | | Amend the Articles of Association to reflect the change in par value of shares. | Managem |
| Larsen & Toubro Limited | 6100164 | 02/25/04 (due date) | Postal Ballot | Proposal to sell/dispose of the glass container business undertaking. | Managem |

48

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|--|--|
| ICICI Bank Limited | 6100368 | 03/12/04 | Vadodara | Authorize the board to create, issue, offer and allot shares in the course of one or more offerings, equity share or securities convertible into equity shares up to 10% of the paid up capital of the Bank. | Managem |
| | | | | Remuneration of Directors. | Managem |
| GlaxoSmithKline Pharmaceuticals Limited | 6117982 | 03/10/04 | Mumbai | Receive and approve financial statements. | Managem |
| | | | | Declare a dividend on equity shares. | Managem |
| | | | | Appoint a director in place of SJ Scarff who retires by rotation and being eligible offers reappointment. | Managem |
| | | | | Appoint a director in place of MB Kapadia who retires by rotation and being eligible offers reappointment. | Managem |
| | | | | Appoint a director in place of a Banerjee who retires by rotation and being eligible offers reappointment. | Managem |
| | | | | Appoint the auditors of the company until the conclusion of the next | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

AGM.

Appoint PV Nayak as Director. Management

Appointment of A Banderjee as a whole-time director for a period of 5 years. Management

| | | | | | |
|-----------------------------|---------|----------|-----------|--|------------|
| Matrix Laboratories Limited | 6652416 | 03/26/04 | Hyderabad | Approve the board to offer, issue, allot and deliver on a private placement or preferential basis up to 2,250,000 shares of face value Rs 10/- each to India Newbridge Investments Limited and Maxwell Pte Limited, an investment vehicle of Temasek Holdings at a price of Rs 1500/- per share. | Management |
|-----------------------------|---------|----------|-----------|--|------------|

49

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---------------------|---------------------|-------------------------------|---------------------------|--|--|
| Tata Motors Limited | 6101509 | 04/8/04 | Mumbai | Approve the board to offer, issue, allot and deliver on a private placement or preferential basis, securities, secured or unsecured, not exceeding Rs 2250 crores or equivalent to US\$ 500mn. | Management |
| ABB Limited | 6124540 | 04/27/04 | Postal Ballot | Sale of control valve business. | Management |
| Wockhardt Limited | 6231600 | 04/22/04 | Mumbai | Receive and approve financial statements. Declare a dividend on equity shares. | Management Management |
| | | | | Appoint a director in place of Mr Bharat Patel who retires by rotation and being eligible offers reappointment. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

| | |
|---|---------|
| Appoint a director in place of Aman Mahta who retires by rotation and being eligible offers reappointment. | Managem |
| Appoint the auditors of the company until the conclusion of the next AGM. | Managem |
| De-list shares from Ahmedabad Stock Exchange. | Managem |
| Change par value of shares from 6mn shares at Rs 10/- to 12mn shares at Rs 5/- each. | Managem |
| Amend Articles of Association to reflect the change in par value of shares. | Managem |
| The board, may up to 50% of the paid up capital, capitalize out of the capital redemption reserve of the company and appropriate to members of the company in proportion to their held equity shares. | Managem |

50

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-----------------------------|---------------------|-------------------------------|---------------------------|--|--|
| Mahindra & Mahindra Limited | 6100186 | 04/29/04 | Mumbai | Authorize the board to issue/allot shares up to US \$100mn. | Managem |
| Pfizer Limited | 6124960 | 04/29/04 | Mumbai | Receive and approve financial statements. | Managem |
| | | | | Declare a dividend on equity shares. | Managem |
| | | | | Appoint a director in place of Mr Pradip Shah who retires by rotation and being eligible offers reappointment. | Managem |
| | | | | Appoint the auditors of | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | | |
|-------------|---------|----------|-----------|--|---|---------|
| | | | | | the company until the conclusion of the next AGM. | |
| | | | | | Authorize that the Register of Member, Index copies of all annual returns be kept at office of Tata Consultancy Services. | Managem |
| | | | | | Fix remuneration of non-executive Directors. | Managem |
| ABB Limited | 6124540 | 04/27/04 | Bangalore | | Receive and approve financial statements. | Managem |
| | | | | | Declare a dividend on equity shares. | Managem |
| | | | | | Appoint a director in place of Mr Peter Smits who retires by rotation and being eligible offers re-appointment. | Managem |
| | | | | | Appoint a director in place of Mr Nasswe Munjee who retires by rotation and being eligible offers reappointment. | Managem |
| | | | | | Appoint the auditors of the company until the conclusion of the next AGM. | Managem |

51

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHO |
|----------------------------|---------------|-------------------------|---------------------|--|-----------------------------|
| ABB Limited (POSTAL) | 6124540 | 04/27/04 | Bangalore | Appoint Mr RN Bhardwaj as director due to the demise of Mr. A Ramamurthy. | Managem |
| | | | | Authorize sale of company's control valve business for no less than Rs 85mn. | Managem |
| Sun Pharmaceutical Limited | 6582483 | 05/06/04 | Mumbai | Subject to all regulatory approvals, to authorize the Board of Directors to issue convertible bonds or | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

equity shares or foreign currency convertible bonds or global depository receipts or American depository receipts or financial derivatives or any combination of above for an aggregate amount not exceeding USD 350 million.

To authorize the board to borrow from time to time the sums of monies exceed the aggregate paid up capital of company but not exceeding Rs.30,000 million.

Managem

To authorize the board to make investments in securities of other corporate bodies in excess of 60% of paid up capital and free reserves or 100% of free reserves, whichever is more, up to maximum of Rs.25,750 million.

Managem

Subject to all regulatory approvals, To approve the scheme of amalgamation/

Managem

Merger of Hindustan Antibiotics Limited.

Subject to all regulatory approvals, to authorize the board to issue one equity share of Rs.5 each of the company to the shareholders of HAL in exchange of all shares held by them in HAL in proportion to be decided by Board of Industrial and financial Reconstruction/National Company Law Tribunal.

Managem

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|--|---------|----------|--------------|---|---------|
| Sun Pharmaceutical Limited (Cont.) | 6582483 | 05/06/04 | Mumbai | To appoint Mr. Ashwin Dani as director of the company. | Managem |
| Bharti Tele-Ventures Limited | 6442327 | 05/08/04 | New Delhi | Raising of funds through issue of Foreign Currency Convertible Bonds. To invest in equity shares of Hexacom India Limited. To issue convertible securities of the Company to the existing shareholders of Hexacom India Limited. | Managem |
| Welspun India India Limited | 6948104 | 04/30/04 | Valsad | To authorize the board to issue and allot equity shares and warrants carrying option to subscribe for equity shares at a later date as per suggested scheme. To authorize to secure loan of the sum not exceeding Rs.1000 crores. To authorize the board to make borrowals in excess of Paid up capital and free reserves up to maximum of Rs.1000 crores. To delist the shares of company from Ammedabad stock exchange and The Delhi Stock Exchange Association. | Managem |
| Matrix Laboratoires Limited | 6652416 | 05/15/04 | Secunderabad | Issue further equity shares on a preferential basis up to 1,125,000 shares to India Newbridge Limited up to 1,125,000 shares to Maxwell Limited. Amend the Articles of Association of the Company. | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

| | / SEDOL | DATE (MM/DD/YY) | OF MEETING | OF VOTE DESCRIPTION | MANAGEMENT SHAREHOLDERS |
|------------------------|------------|--------------------|---------------|---|----------------------------|
| Mphasis BFL Limited | 6151593 | 05/12/04 | Bangalore | <p>Increase the authorized share capital of the company.</p> <p>Approve allotment of shares partly for consideration towards acquisition by the company of the minority interest of Msource Corp. USA.</p> <p>Issue under an employee stock option plan 593,126 equity shares to the option holders of MsourceE Corp.</p> <p>Equity share holding of an FII not to exceed 10%.</p> <p>Company will contribute a corpus of Rs 70mn into a pension fund/plan from which Chairman and Managing Director</p> <p>Authorize issue of ADRs or GDRs.</p> <p>Issue under an employee stock option plan 1,169,389 equity shares to the option holders of Kshema Technologies.</p> <p>Issuance of bonus shares of Rs 10/- each to holders of existing equity shares.</p> | Management |
| HDFC Bank Limited | 6100131 | 05/26/04 | Mumbai | <p>Receive and approve financial statements.</p> <p>Declare dividend.</p> <p>To reappoint Dr VR Gadwal as director.</p> <p>To reappoint Renu Kamad as director.</p> <p>Appoint the auditors of the company until the conclusion of the next AGM.</p> <p>Appoint Bobby Parikh as Director of the Bank.</p> | Management |

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|---|--|
| HDFC Bank Limited (Cont.) | 6100131 | 05/26/04 | Mumbai | Appoint Ranjan Kapur as Director of the Bank. | Management |
| | | | | Reappoint Jagdish Capoor as part-time Chairman of the Bank. | Management |
| | | | | Reappointment of Aditya Puri as Managing director of the Bank. | Management |
| | | | | De-list shares from Ahmedabad exchange. | Management |
| | | | | Authorize the bank to borrow in excess of aggregate of the paid up capital of the bank and its free reserves - not exceeding 5,000 crores over and above the aggregate. | Management |
| GlaxoSmithKline Pharmaceuticals Limited | 6117982 | 06/10/04 | Mumbai | To approve proposed scheme of amalgamation of Burroughs Wellcome (India) Limited with GlaxoSmithKline Pharmaceuticals Limited. | Management |
| Infosys Technologies Limited | 6205122 | 06/12/04 | Bangalore | Receive, approve and adopt the Balance Sheet as at 31 MAR 2004 and the Profit and Loss account as per the Indian GAAP for the YE on that date and the report of the Directors and the Auditors thereon. | Management |
| | | | | Declare a final dividend and a special one-time dividend. | Management |
| | | | | Re-elect Mr. Deepak M. Satwalekar as a Director, who retires by rotation. | Management |
| | | | | Re-elect Professor Marti G. Subrahmanyam as a Director, who retires by rotation. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

Re-elect Mr. S Gopalakrishnan as a Director, who retires by rotation.

Managem

Re-elect Mr. S. D. Shibulal as a Director, who retires by rotation.

Managem

55

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------------------------------------|---------------------|-------------------------------|---------------------------|--|--|
| Infosys Technologies Limited (Cont.) | 6205122 | 06/12/04 | Bangalore | Re-elect Mr. T. V. Mohandas Pai as a Director, who retires by rotation. | Managem |
| | | | | Appoint Bharat S. Raut & Company, Chartered Accountants, as the Auditors of the Company for the YE 31 MAR 2005, at a fee to be determined by the Board of Directors in consultation with the Auditors which fee may be paid on a progressive billing basis to be agreed between the Auditors and the Board of Directors or such employee of the Company as approved by the Board. | Managem |
| | | | | Approve, pursuant to the applicable provisions of the Securities and Exchange Board of India Delisting of Securities Guidelines 2003 and subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation), Act, 1956 and the Rules framed there under, Listing Agreement and all other applicable rules, regulations and guidelines and subject to the approval of stock exchanges where the shares of the Company are listed | Managem |

and any other appropriate authority, institutions or regulators as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, to de-list the equity shares of the Company from the Bangalore Stock Exchange Limited BGSE at such time as the Board may decide; and authorize, for the purpose of giving effect to this resolution, the Board or any Committee thereof on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|---|--|
| Infosys Technologies Limited (Cont.) | 6205122 | 06/12/04 | Bangalore | <p>questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.</p> <p>Approve to pay and distribute, pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, a sum not exceeding 0.5% per annum of the net profits of the Company calculated in accordance with the</p> | Management |

provisions of Sections 198, 349 and 350 of the Companies Act, 1956, amongst the Directors of the Company or some or any of them other than the Managing Director and the Executive Directors in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors till 31 MAR 2008 and such payments shall be made out of the profits of the Company for each corresponding year.

Approve, pursuant to the provisions of Sections 198; 269, 309, 310 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, the revision in the terms of remuneration payable to Mr. S. Gopalakrishnan, Mr. T.V. Mohandas Pai, Mr. Srinath Batni and Mr. S.D. Shibulal hereinafter collectively referred to as Executive Directors to the effect that the Executive Directors shall be paid with effect from 01 JUL 2003, till the expiry of their present term of office, remuneration by way of salary, perquisites etc.

Managem

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|--|--|
| Infosys Technologies Limited (Cont.) | 6205122 | 06/12/04 | Bangalore | Approve, pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, read | Managem |

with Schedule XIII of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, for the time being in force, the revision in the terms of remuneration payable to Mr. N.R. Narayana Murthy, Mr. Nandan M. Nilekani, Mr. S. Gopalakrishnan, Mr. K. Dinesh, Mr. T.V. Mohandas Pai, Mr. Srinath Batni and Mr. S.D. Shibulal hereinafter collectively referred to as Executive Directors to the effect that the Executive Directors shall be paid with effect from 01 APR 2004, till the expiry of their present term of office, remuneration by way of salary, perquisites, etc.

Approve that, in accordance with the provisions of Sections 198, 269, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. S. Gopalakrishnan be reappointed as the Deputy Managing Director and Chief Operating Officer for a further period of 5 years with effect from 17 OCT 2004, on the terms and conditions as set out in the draft agreement to be executed by Mr. S. Gopalakrishnan, including the remuneration to be paid in the event of loss or inadequacy of profits in any FY during the aforesaid period, submitted to this meeting and for identification initialed by the Company Secretary, with liberty to the Board of Directors, to alter, vary and modify the terms of the said reappointment/remuneration including salary, performance bonus, allowances and perquisites in such a manner as may be

Managemen

Edgar Filing: INDIA FUND INC - Form N-PX

agreed to between the Board of Directors and Mr. S. Gopalakrishnan within and in

58

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|--|--|
| Infosys Technologies Limited (Cont.) | 6205122 | 06/12/04 | Bangalore | <p>accordance with and subject to the limits prescribed in Schedule XIII to the Companies Act, 1956, or any amendment or any statutory modification thereto and conditions, if any, as may be stipulated by the Central Government and as may be agreed to accordingly between the Board of Directors and Mr. S. Gopalakrishnan; and that, notwithstanding anything herein above stated where in any FY closing on and after 31 MAR 2005, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. S. Gopalakrishnan remuneration by way of salary performance bonus and other allowances not exceeding a sum of INR 24,00,000 per annum or INR 2,00,000 per month and in addition thereto the perquisites not exceeding the limits specified under Paragraph 2 of Section 11, Part II of Schedule XIII to the Companies Act, 1956, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.</p> | Managem |
| | | | | <p>Approve to increase the authorized share capital of the Company from INR 50,00,00,000 divided into 10,00,00,000 equity shares</p> | |

Edgar Filing: INDIA FUND INC - Form N-PX

of INR 5 each to INR 150,00,00,000 divided into 30,00,00,000 equity shares of INR 5 each and consequently the existing Clause V of the Memorandum of Association of the company be altered by deleting the same and substituting in place and instead thereof a new Clause V.

Amend the Articles of Association of the Company by deleting the existing Article 3 and substituting in place and instead thereof a new Article 3.

Managem

59

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------------------------------------|---------------------|-------------------------------|---------------------------|---|--|
| Infosys Technologies Limited (Cont.) | 6205122 | 06/12/04 | Bangalore | Approve that, in accordance with the relevant provisions of the Articles of Association of the Company and recommendation of the Board of Directors and subject to the guide lines issued by the Securities and Exchange Board of India and such approvals as may be required in this regard, consent of the members be and is hereby accorded to the Board of Directors of the Company herein after referred to as the Board, which expression shall be deemed to include a Committee of Directors duly authorized in this behalf, for capitalization of such of the general reserves of the Company as may be considered necessary by the Board for the purpose of issue of bonus shares of INR 5 each, credited as fully paid up shares to | Managem |

the holders of the existing equity shares of the Company whose names appear in the Register of Members on such date as may be fixed in this regard, in the proportion of three equity shares for every one existing equity share held by them; consequent to the issue of bonus shares, herein before resolved, in accordance with the relevant provisions of the Articles of Association of the Company and subject to any registration statement to be filed with the Securities and Exchange Commission, USA and any other requirement under any law, consent of the shareholders be accorded to the Board of Directors of the Company hereinafter referred to as the Board, which expression shall be deemed to include a Committee of Directors duly authorized in this behalf for the purpose of issue of.

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|--|--|
| Infosys Technologies Limited (Cont.) | 6205122 | 06/12/04 | Bangalore | stock dividend Bonus, credited as fully paid up to the holders of the existing American Depository Shares of the Company whose names appear on such date as may be fixed in this regard, in the proportion of one American Depository Share for every one existing American Depository Share held by them; consequent to the issue of bonus shares and stock dividend in respect of the equity | |

shares and American Depositary Shares, the ratio of the equity shares to American Depositary Shares be in the proportion of one American Depositary Share for every one equity share; no allotment letters shall be issued to the allottees of the bonus shares and that the certificates in respect of bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except in respect of those allottees who opt for issue of shares in dematerialized form; the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians NRIs, Persons of Indian Origin PIO / Overseas Corporate Bodies OCBs and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India RBI, as may be necessary; for the purposes of giving effect to the bonus issue of Equity Shares and American Depositary Shares resolved hereinbefore, the issuance of equity shares and / or American Depositary Shares or instruments or securities representing the same, the Board and other designated Officers of the Company be authorized on behalf of the Company to do all such acts, deeds,

61

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|

Edgar Filing: INDIA FUND INC - Form N-PX

Infosys
Technologies
Limited
(Cont.)

6205122 06/12/04 Bangalore

matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any and other documents with the Securities and Exchange Commission, USA and / or the Securities and Exchange Board of India, listing the additional Equity Shares and/or American Depositary Shares on the Bangalore Stock Exchange, the Stock Exchange, Mumbai, National Stock Exchange of India and the NASDAQ National Market, as the case may be, amending, if necessary the relevant sections of the Agreement entered into between the Company, Bankers Trust Company, New York the Depository to the Company's ADSs and the American Depositary Receipt Holders the Depository Agreement in connection with the Company's ADS offering and listing on the NASDAQ and the entering into of any depository arrangements in regard to any such bonus as it may in its absolute discretion deem fit; and that the Board be authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.

Authorize the Trustees of the Infosys Technologies Employees Welfare Trust the Trust to form a new trust for the benefit and welfare of the employees and to transfer or in any other manner convey to such newly created trust, the equity shares which

Managem

Edgar Filing: INDIA FUND INC - Form N-PX

have been returned to the Trust or are remaining unutilized with the Trust, pursuant to the Company's 1994 Employee Stock Offer Plan or to

62

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|---|--|
| Infosys Technologies Bangalore (Cont.) | 6205122 | 06/12/04 | Limited | convey the proceeds from any sale of such equity shares to create the corpus for the trust so established; and to determine all other terms and conditions of the formation and operation of the new charitable trust. | |
| Wipro Limited | 6206051 | 06/11/04 | Bangalore | <p>Receive and approve financial statements.</p> <p>Declare a dividend on equity shares.</p> <p>Appoint a director in place of Mr BC Prabhakar who retires by rotation and being eligible offers re-appointment.</p> <p>Appoint a director in place of N Vaghul who retires by rotation and being eligible offers re-appointment.</p> <p>Appoint the auditors of the company until the conclusion of the next AGM.</p> <p>Reappoint Vivek Paul as whole-time Director designated as vice chairman.</p> <p>Change authorized share capital of the Company by issuing 750mn shares.</p> <p>The change in par value of shares.</p> | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

Bonus issue of 2:1 ratio
The board, may up to 50%
of the paid up capital,
capitalize out of the
capital redemption reserve
of the company and
appropriate to members of
the company in proportion
to their held equity
shares.

De-list shares from
Ahmedabad, Cochin, Delhi,
Calcutta and Bangalore
Stock Exchange.

63

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-----------------------------|---------------------|-------------------------------|---------------------------|--|--|
| Wipro Limited (Cont.) | 6206051 | 06/11/04 | Bangalore | To issue, allot or offer shares of stock options convertible into shares linked up to 2mn shares of Rs 2/- each To issue, allot or offer shares of restricted stock units convertible into shares linked up to 2mn shares of Rs 2/- each | |
| Corporation Bank | 6100993 | 06/25/04 | Mangalore | Approve the balance sheet of the Bank as at 31 MAR 2004, Profit and Loss Accounts of the Bank for the YE 31 MAR 2004, the report of the Board of Directors on the working and activities of the Bank for the period covered by the accounts and the Auditors report on the balance sheet and the accounts. Approve the valid nominations received from the shareholders of the Bank and elect one Director representing the shareholders of the Bank other than the Central | Managem |

Edgar Filing: INDIA FUND INC - Form N-PX

Government, in the vacancy caused by the resignation of Shri S.B. Mathur, Chairman of Life Insurance Corporation of India, to hold office from the date of assumption of such office till 24 JUL 2005, in terms of Clause 11B of the Nationalized Banks Management and Miscellaneous Provisions Scheme, 1980 read with the Banking Regulation Act, 1949, the Banking Companies Acquisition and Transfer of Undertakings Act, 1980 and Corporation Bank share and meetings Regulations, 1998.

Ranbaxy
Laboratories
Limited

6101071 06/25/04 Punjab

Receive, consider and adopt the Profit and Loss account for the YE 31 DEC 2003 and the balance sheet as at that date and the Reports of the Directors and the Auditors thereon.

Managem

Declare a dividend on equity shares.

64

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHO |
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|-----------------------------------|
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|-----------------------------------|

Ranbaxy
Laboratories
Limited
(Cont.)

6101071 06/25/04 Punjab

Reappoint Mr. Tejendra Khanna as a Director.

Reappoint Mr. Vivek Bharat Ram as a Director.

Reappoint Mr. Vivek Mehra as a Director.

Reappoint M/s. Walker, Chandiook & Co, as the Auditors of the Company until the conclusion of the next AGM and fix their remuneration.

Appoint Mr. Gurucharan Das

Edgar Filing: INDIA FUND INC - Form N-PX

as a Director of the Company.

Appoint Mr. Malvinder Mohan Singh as a Director of the Company.

Approve to appoint, pursuant to the Sections 198, 269 and 309 read with Schedule XIII of the Companies, Act, 1956 and other applicable provisions, Mr. Malvinder Mohan Singh as President-Pharmaceuticals and Whole-time Director of the Company for a period of 5 years effective 01 JAN 2004, at a specified remuneration and authorize the Board of Directors to take such steps as the Board may consider necessary or expedient to give effect to the resolution.

Approve that subject to requisite approvals, the Directors of the Company other than the Managing and Whole-time Directors may be paid remuneration, by way of commission annually for each of the 5 FY of the Company commencing from 01 JAN 2004 as may be determined by the Board of Directors or a Committee thereof from time to time not exceeding 1% of the net profit of the Company in aggregate for all the Non-Executive Directors in a FY as provided under Section 309(4) of the Companies Act, 1956 or any amendment or modification

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|
|--------|---------------------|-------------------------------|---------------------------|-----------------------------------|--|

Edgar Filing: INDIA FUND INC - Form N-PX

| | | | | | |
|---|----------------|-----------------|---------------|---|--|
| <p>Ranbaxy Laboratories Limited (Cont.)</p> | <p>6101071</p> | <p>06/25/04</p> | <p>Punjab</p> | <p>thereof and computed in the manner referred to in Section 198(1) of the Companies Act, 1956 or an amendment or modification thereof and further that such payment in the above manner to be in addition to the fees for attending meetings of the Board and Committee(s) thereof which each such Director may be entitled to receive under the Articles of Association of the Company and authorize the Board of Directors to take such steps as the Board may consider necessary or expedient to give effect to the resolution.</p> | |
| <p>Reliance Industries Limited</p> | <p>6099626</p> | <p>06/24/04</p> | <p>Mumbai</p> | <p>Approve and adopt the audited Balance Sheet as at 31 MAR 2004, Profit and Loss account for the YE on that date and the reports of Board of Directors and the Auditors thereon. Declare a dividend on Equity Shares. Re-appoint Shri M. L. Bhakta as a Director, who retires by rotation.</p> <p>Re-appoint Dr. D.V. Kapur as a Director, who retires by rotation.</p> <p>Re-appoint Shri M.P. Modi as a Director, who retires by rotation.</p> <p>Appoint Messrs Chaturvedi & Shah, Chartered Accountants, and Messrs Rajendra & Co., Chartered Accountants, the retiring Auditors of the Company, as Joint Auditors, who hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration.</p> | <p>Managem Managem Managem Managem</p> |

Edgar Filing: INDIA FUND INC - Form N-PX

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------------|-------------------------------|---------------------------|---|--|
| Indian Petrochemicals Corporation Limited | 6099585 | 06/12/04 | Vadadora | <p>Receive and approve financial statements.</p> <p>Declare a dividend on equity shares.</p> <p>Appoint a director in place of Mr SK Nanavaty who retires by rotation and being eligible offers re-appointment.</p> <p>Appoint a director in place of SL Bhasin who retires by rotation and being eligible offers re-appointment.</p> <p>Appoint a director in place of SS Haribhakti who retires by rotation and being eligible offers re-appointment.</p> <p>Appoint the auditors of the company until the conclusion of the next AGM.</p> <p>Reappoint DS Sandhu as Director of the company.</p> | Managem |
| Finolex Industries Limited | 6139867 | 06/15/04 | Pune | <p>Receive and approve financial statements.</p> <p>Declare a dividend on equity shares.</p> <p>Appoint a director in place of Mr SS Marathe who retires by rotation and being eligible offers re-appointment.</p> <p>Appoint a director in place of Prakash Chhabria who retires by rotation and being eligible offers re-appointment.</p> <p>Appoint a director in place of JS Arora who retires by rotation and being eligible offers re-appointment.</p> | Managem |

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|---|---------------------|-------------------------------|---------------------------|---|--|
| Finolex Industries Limited (Cont.) | 6139867 | 06/15/04 | Pune | <p>Appoint the auditors of the company until the conclusion of the next AGM.</p> <p>Authorize the board to Mortgage or Charge any part of immovable or movable properties of the company - up to 1000 crores.</p> <p>Authorize the board to borrow money up to 1000 crores.</p> <p>De-list from Delhi, Bangalore, and Pune Stock Exchanges.</p> | |
| Vijaya Bank | 6701686 | 06/16/04 | Bangalore | <p>To discuss and adopt the audited Profit and Loss Account and the Balance Sheet for the financial year ended March 31 2004.</p> <p>To discuss and adopt the report on the board of directors on the workings and activities of the Bank.</p> <p>To discuss and adopt the auditors report on the Balance Sheet and Accounts.</p> | Management |
| The Jammu & Kashmir Bank Limited | 6142917 | 06/12/04 | Srinagar | <p>Receive and approve financial statements.</p> <p>Declare a dividend on equity shares.</p> <p>Appoint a director in place of Mr AM Matto who retires by rotation and being eligible offers re-appointment.</p> <p>Appoint a director in</p> | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

place of GO Allaqaband who retires by rotation and being eligible offers re-appointment.

Fix remuneration of the auditors of the company.

Alteration of the Memorandum of Association.

68

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|--|---------------------|-------------------------------|---------------------------|---|--|
| The Jammu & Kashmir Bank Limited (Cont.) | 6142917 | 06/12/04 | Srinagar | Amendment of the Articles of Association. Exemption from Branch Audit. | |
| Welspun India Limited | 6948104 | 06/26/04 | Gujarat | Approve amendments to the articles of association. | Management |
| Sakthi Sugars | 6778613 | 06/24/04 | Coimbatore | Board is authorized to offer, issue Limited and allot up to 3,641,000 equity shares of face value of Rs 10/- each at a premium of Rs 40/- per share. Enhance foreign investment limit to 50% of Paid up capital of the company. | Management |
| Reliance Industries Limited | 6099626 | 06/24/04 | Mumbai | Approve and adopt the audited balance sheet as at 31 MAR 2004, profit and loss account for the YE on that date and the reports of Board of Directors and the Auditors thereon. Declare a dividend on Equity Shares. Reappoint Shri M. L. Bhakta as a Director, who retires by rotation. Reappoint Dr. D.V. Kapur as a Director, who retires by rotation. | Management Management Management |

Edgar Filing: INDIA FUND INC - Form N-PX

Re-appoint Shri M.P. Modi as a Director, who retires by rotation. Management

Appoint Messrs Chaturvedi & Shah, Chartered Accountants, and Messrs Rajendra & Co., Chartered Accountants, the retiring Auditors of the Company, as Joint Auditors, who hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration. Management

69

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-------------------------|---------------|-------------------------|---------------------|---|----------------------------------|
| Hindustan Lever Limited | 6261674 | 06/29/04 | Mumbai | Receive and approve financial statements. | Management |
| | | | | Declare a dividend on equity shares. | Management |
| | | | | Elect directors. | Management |
| | | | | Reappoint auditors. | Management |
| | | | | Appoint Arun Adhikari as managing Director. | Management |
| | | | | Appoint S Ravindranath as managing Director. | Management |
| Tata Power Limited | 6124335 | 06/29/04 | Mumbai | Approve board remuneration. | Management |
| | | | | Approve share option plan. | Management |
| | | | | To receive, consider and adopt the audited Profit and Loss account for the year ended 31st March 2004 and the Balance Sheet as at that date together with Report of the Directors and Auditors thereon. | Management |
| | | | | To declare dividend on equity shares. | Management |

Edgar Filing: INDIA FUND INC - Form N-PX

To appoint a director in place of Dr. H. S. Vachha who retires by rotation and is eligible for reappointment. Management

To appoint a director in place of Mr. R. N. Tata who retires by rotation and is eligible for reappointment. Management

Appointment of Mr. R. K. Misra as Director. Management

Appointment of Mr. A. J. Engineer as Director. Management

70

| ISSUER | CUSIP / SEDOL | MEETING DATE (MM/DD/YY) | LOCATION OF MEETING | SUBJECT OF VOTE DESCRIPTION | PROPOSED MANAGEMENT SHAREHOLDERS |
|-------------------------------|---------------------|-------------------------------|---------------------------|--|--|
| Tata Power Limited (Cont.) | 6124335 | 06/29/04 | Mumbai | To cancel 7,100,000 Cumulative Redeemable Preference shares of Rs.100 each of the company and to alter Clause VI of Memorandum of Association accordingly. to increase the equityshare capital of company from Rs.2,290,000,000 to Rs.3,000,000,000 and to alter Clause VI of Memorandum of Association accordingly. | Management |
| | | | | To amend Memorandum of Association for above. | Management |
| | | | | To authorize Board of Directors to raise additional amount not exceeding US \$500 million in the future and to authorize the board to determine the form, terms and timing. | Management |
| | | | | To appoint auditors. | Management |
| | | | | To appoint branch auditors. | Management |

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant The India Fund, Inc.

By (Signature and Title)* /s/ Bryan McKigney

 Bryan McKigney, Director, President and Chairman
 (Principal Executive Officer)

Date August 16, 2004

*Print the name and title of each signing officer under his or her signature.