

MORGAN STANLEY DEAN WITTER INDIA INVESTMENT
Form POS AMI
August 28, 2003

As filed with the Securities and Exchange Commission on August 28, 2003

Securities Act File No. 33-73368
Investment Company Act File No. 811-8238

=====

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form N-2

Registration Statement under the Securities Act of 1933	_
Pre-Effective Amendment No.	_
Post Effective Amendment No.	_
and/or	
Registration Statement under the Investment Company Act of 1940	X
Amendment No. 5	X

(check appropriate box or boxes)

Morgan Stanley India Investment Fund, Inc.
(Exact Name of Registrant as Specified in Charter)

1221 Avenue of the Americas
New York, New York 10020

(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: (212) 762-7500

RONALD E. ROBISON
Morgan Stanley India Investment Fund, Inc
c/o Morgan Stanley Investment Management Inc.
1221 Avenue of the Americas
New York, New York 10020

(Name and Address of Agent for Service)

With copies to:

LEONARD B. MACKEY, JR., ESQ.
Clifford Chance US LLP
200 Park Avenue
New York, New York 10166
(212) 878-8000

=====

EXPLANATORY NOTE

This filing is made solely for the purpose of filing as an Exhibit the Amended and Restated By-Laws of Morgan Stanley India Investment Fund, Inc.

2

PART C -- OTHER INFORMATION

Item 24. Financial Statements and Exhibits

(1) Financial Statements (Not applicable)

(2) Exhibits

- (a) (1) -- Articles of Incorporation*
-- Articles of Amendment*
- (2)
- (b) Amended and Restated By-Laws**
- (c) -- Not applicable
- (d) -- Specimen certificate for Common Stock, par value \$.01 per share***
- (e) -- Dividend Reinvestment and Cash Purchase Plan***
- (f) -- Not applicable
- (g) -- Form of Investment Advisory and Management Agreement with the Investment Manager***
- (h) (1) -- Form of Retail Underwriting Agreement***
-- Form of Institutional Underwriting Agreement***
- (2) -- Form of Master Agreement Among Underwriters***
- (3) -- Form of Master Selected Dealer Agreement***
- (4)
- (i) -- Not applicable
- (j) (1) -- Form of International Custodian Agreement***
(2) -- Form of U.S. Custodian Agreement***
- (k) (1) -- Form of Agreement for Stock Transfer Services***
-- Form of Administration Agreement***
- (2)
- (l) (1) -- Opinion and Consent of Rogers & Wells***
-- Opinion and Consent of Piper & Marbury***
- (2)
- (3) -- Opinion and Consent of Little & Co.***
- (m) -- Not applicable
- (n) -- Consent of Independent Accountants***
- (o) -- Not applicable
- (p) -- Form of Investment Letter***
- (q) -- Not applicable

* Previously filed.

** Filed herewith.

*** Previously filed as an Exhibit to Pre-Effective Amendment No.3 to the Fund's Registration Statement on Form N-2 (File Nos. 33-73368; 811-8238).

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, as amended, the Registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 28th day of August, 2003.

MORGAN STANLEY INDIA INVESTMENT FUND, INC.

By: /s/ Stefanie V. Chang

Stefanie V. Chang
Vice President

EXHIBIT INDEX

Exhibit Number	Exhibit	Sequentially Numbered Page
-----	-----	-----
2 (b)	Amended and Restated By-Laws	