

MINUTES OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF BIRLA ERICSSON OPTICAL LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT UDYOG VIHAR, P.O.CHORHATA, REWA(M.P.) ON TUESDAY, THE 9TH JULY, 2013 AT 5.00 P.M.

PRESENT :

Mr.R.C.Tapuriah Director in the Chair

AND Thirty Five (35) Members present in person including Four(4) body corporate members present through their authorized representatives;

AND Twenty (20) Members present by Proxy.

1. Mr.R.C.Tapuriah who is Chairman of the Audit Committee of the Board was present in the Meeting.
2. Since the Chairman of the Board of Directors was not present till 5.15 P.M., Mr.Deepan Gupta proposed the following resolution which was seconded by Mr.Gyan Prakash Mishra.

"RESOLVED that Mr.R.C.Tapuriah, a Director of the Company be appointed as Chairman of this Annual General Meeting pursuant to Article 74 of the Articles of Association of the Company."

The above resolution was put to vote by way of show of hands and was carried unanimously.

Consequently, Mr.R.C.Tapuriah took the Chair and presided the meeting.

3. The Chairman welcomed the Members and declared that the requisite quorum was present and called the Meeting to order.
4. Pursuant to Section 307(7) of the Companies Act, 1956 the Register of Directors' shareholding maintained under Section 307 of the Companies Act, 1956 was produced at the commencement of the meeting and remained open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting.
5. With the unanimous consent of all Members present in the Meeting, the Notice convening the Annual General Meeting of the Company and Directors' Report to the members having already been circulated were taken as read.
6. The Chairman laid before the Meeting for its consideration the Audited Balance Sheet of the Company as at 31st March, 2013, the Audited Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Directors' Report thereon alongwith Management Discussion and Analysis and Report on Corporate Governance pursuant to Code of Corporate Governance as contained in Clause 49 of the Listing Agreement(s) with Stock Exchanges. The Auditors' Report was read out by the Chairman and the same was kept open for inspection and remained accessible to any member present at the Meeting. The following resolution was then duly moved:

BIRLA ERICSSON OPTICAL LTD.



RESOLUTION NO.1 (AS ORDINARY RESOLUTION)

Proposed by : Mr.Deepan Gupta

Seconded by : Mr.Pawan Kumar Shrivastava

"RESOLVED that the Audited Balance Sheet of the Company as at 31st March, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Directors' Report (including the Annexures attached thereto) and Auditors' Report thereon, be and the same are hereby received, approved and adopted."

The Chairman invited the members to ask questions, if any, and/or otherwise offer their comments. While delivering appropriate replies to the queries raised in the Meeting, the Chairman also informed the members that the Company has received a letter from the Committee of Administrators Pendente Lite (APL) appointed over the Estate of Smt.Priyamvada Devi Birla by the Hon'ble High Court at Calcutta and placed the gist of the letter. In the said letter, APL have, interalia, referred to the orders passed by the Hon'ble Division Bench of the Calcutta High Court in pursuance to which 72241 (Seventy Two Thousand Two Hundred Forty One) Equity Shares of the Company held by Smt.Priyamvada Devi Birla have been registered by way of transmission jointly in the names of three Administrators with the designation "Representatives of the estate of the deceased Priyamvada Devi Birla in the capacity of Administrators Pendente Lite". The said letter was kept open for perusal of Members present in the Meeting.

The above resolution have been duly passed by the requisite majority by show of hands.

7. The remaining Ordinary Business of the Meeting, as per Notice dated 21st May, 2013, was thereafter taken up item-wise and further resolutions as mentioned below were duly moved:

(a) RESOLUTION NO.2 (AS ORDINARY RESOLUTION)

Proposed by : Mr.Jagdish Kumar Mahajan

Seconded by : Mr.Sunil Dewan

"RESOLVED that Mr.Magnus Kreuger, Director of the Company, who retires by rotation at this Meeting and who has offered himself for re-appointment and he being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

The above resolution have been duly passed by the requisite majority by show of hands.

(b) RESOLUTION NO.3 (AS ORDINARY RESOLUTION)

Proposed by : Mr.Mahesh Kumar Jhanwar

Seconded by : Mr.Nandlal Rathi

CHAIRMAN'S
INITIALS



"RESOLVED that Dr.Aravind Srinivasan, Director of the Company, who retires by rotation at this Meeting and who has offered himself for re-appointment and he being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

The above resolution have been duly passed by the requisite majority by show of hands.

(c) RESOLUTION NO.4 (AS ORDINARY RESOLUTION)

Proposed by : Mr.Rakesh Kumar Shahi

Seconded by : Mr.Reeshi Kumar Mundra

"RESOLVED that Mr.Arun Kishore, Director of the Company, who retires by rotation at this Meeting and who has offered himself for re-appointment and he being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

The above resolution have been duly passed by the requisite majority by show of hands.

(d) RESOLUTION NO.5 (AS ORDINARY RESOLUTION)

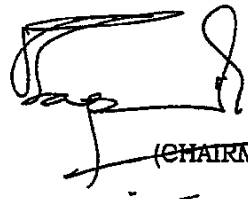
Proposed by : Mr.Dhrub Charan Das

Seconded by : Mr.Ratnesh Kumar Shrivastava

"RESOLVED that pursuant to the provisions of Section 224(1), (1B), (2) and other applicable provisions, if any, of the Companies Act, 1956, Messrs V.Sankar Aiyer & Co., Chartered Accountants, having Firm Registration Number 109208W with ICAI, the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold Office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration and reimbursement of out-of pocket expenses as the Board may decide, based on the recommendation of the Audit Committee."

The above resolution have been duly passed by the requisite majority by show of hands.

There being no other business, the Meeting terminated with a vote of thanks to the Chair.


(CHAIRMAN)

CHAIRMAN'S INITIALS

