

BIRLA ERICSSON OPTICAL LIMITED**CIN: L31300MP1992PLC007190**

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India
Telephone No. (07662) 400580 • Fax No. (07662) 400680
Email: headoffice@birlaericsson.com • Website: www.birlaericsson.com

**RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)
ANNOUNCED ON 5th August, 2014**

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 approval of the Members of the Company was sought by way of Postal Ballot for the following Special Resolutions:

1. To borrow money in excess of the aggregate of paid up share capital and free reserves of the Company, provided however that the total amount so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 700 Crores (Rupees Seven Hundred Crores only).
2. To create mortgage/hypothecation/pledge/charge or security in any form on the Company's assets, both present and future, upto Rs. 700 Crores (Rupees Seven Hundred Crores Only).

The last date for casting of vote through e-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members was 31st July, 2014 upto 5.30 p.m.

Shri Ashish C. Bhatt, Company Secretary in Practice, the Scrutinizer has submitted his Report dated 2nd August, 2014 on the Postal Ballot and e-voting and the following results have been announced on Tuesday, 5th August, 2014, at the Registered Office of the Company:

Resolution No. 1 of Postal Ballot Notice dated 21st June, 2014 :

| Particulars | No. of shares (through postal ballot) | No. of shares (through e-voting) | Total no. of shares | % of Total net valid votes (in percentage) |
|---|---|--|------------------------|--|
| Total no. of votes received | 17350189 | 2704700 | 20054889 | N.A. |
| Less : Total no. of invalid votes | 4903 | 0 | 4903 | N.A. |
| Net valid number of votes cast | 17345286* | 2704700 | 20049986 | 100.00 |
| Total no. of votes cast in favour of the Resolution | 17340325 | 2703000 | 20043325 | 99.97 |
| Total no. of votes cast against the Resolution | 3601 | 1700 | 5301 | 0.03 |

Note: * In Physical Voting 10 shareholders have cast 1360 Votes less than eligible votes.



Somesh Bhatnagar

Resolution No. 2 of Postal Ballot Notice dated 21st June, 2014 :

| Particulars | No. of shares (through postal ballot) | No. of shares (through e-voting) | Total no. of shares | % of Total net valid votes (in percentage) |
|---|---|--|------------------------|--|
| Total no. of votes received | 17349839 | 2704700 | 20054539 | N.A. |
| Less : Total no. of invalid votes | 4903 | - | 4903 | N.A. |
| Net valid number of votes cast | 17344936* | 2704700 | 20049636 | 100.00 |
| Total no. of votes cast in favour of the Resolution | 17340265 | 2703000 | 20043265 | 99.97 |
| Total no. of votes cast against the Resolution | 3361 | 1700 | 5061 | 0.03 |

Note: * In Physical Voting 9 shareholders have cast 1310 Votes less than eligible votes.

Pursuant to Clause 35A of the Listing Agreement; details regarding the results of Postal Ballot are as follows:

Resolution No. 1 of Postal Ballot Notice dated 21st June, 2014 :

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstand ing shares (3)=[(2)/ (1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled (6)=[(4)/ (2)]*100 | % of Votes against on votes polled (7)=[(5)/ (2)]*100 |
|--------------------------------|--------------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
| | (1) | (2) | | (4) | (5) | | (7) |
| Promoter and Promoter Group | 19905743 | 19833402 | 99.64 | 19833402 | 0 | 100 | 0 |
| Public - Institutional holders | 3120 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 10091137 | 216584* | 2.15 | 209923 | 5301 | 96.92 | 2.45 |
| Total | 30000000 | 20049986 | 66.83 | 20043325 | 5301 | 99.97 | 0.03 |

Note: * In Physical Voting 10 shareholders have cast 1360 Votes less than eligible votes.



Ramesh Chandra

Resolution No. 2 of Postal Ballot Notice dated 21st June, 2014 :

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstand ing shares (3)=[(2)/ (1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/ (2)]*100 | % of Votes against on votes polled (7)=[(5)/ (2)]*100 |
|--------------------------------------|-------------------------------------|--------------------------------------|--|---|---|---|---|
| Promoter and Promoter Group | 19905743 | 19833402 | 99.64 | 19833402 | 0 | 100 | 0 |
| Public - Institutional holders | 3120 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 10091137 | 216234* | 2.14 | 209863 | 5061 | 97.05 | 2.34 |
| Total | 30000000 | 20049636 | 66.83 | 20043265 | 5061 | 99.97 | 0.03 |

Note: * In Physical Voting 9 shareholders have cast 1310 Votes less than eligible votes.

Accordingly, the Special Resolutions as mentioned in the Postal Ballot Notice dated 21st June 2014 have been passed by the requisite majority.

As required under Rule 22(13) of the Companies (Management and Administration) Rules, 2014, enclosed copy of the Scrutinizer's Report along with the above results.

Thanking you,



For Birla Ericsson Optical Limited

Somesh Laddha
(Somesh Laddha)

Sr. Manager(Finance) & Secretary

Encl: As above

Place : Rewa

Date : 5th August, 2014

SCRUTINIZER'S REPORT

To,
The Chairman,
Board of Directors,
Birla Ericsson Optical Limited,
Udyog Vihar, P.O.Chorhata,
Rewa-486 006,(M.P.)India.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on May 19, 2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1 The Company has completed on July 01, 2014 the dispatch/sending of e-mail of notice of postal ballot and forms along with postage prepaid business reply envelope to its Members whose name(s) appeared in the Register of Members/list of beneficiaries as on June 20, 2014. The company has also made arrangement for e-voting with CDSL.
 - 2.2 Particulars of all the postal ballot and e-voting forms received from the Members have been entered in a register separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under, my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot boxes were opened on 04/07/2014, 07/07/2014, 08/07/2014, 09/07/2014, 11/07/2014, 14/07/2014, 16/07/2014, 19/07/2014, 21/07/2014, 22/07/2014, 23/07/2014, 24/07/2014, 26/07/2014, 28/07/2014, 29/07/2014, 30/07/2014 and 31/07/2014 in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on June 20, 2014.
 - 2.6 All postal ballot forms received up to the close of working hours on July 31, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
 - 2.7 Envelopes containing postal ballot forms received after July 31, 2014 were not considered for my scrutiny.



2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 23 vide serial number 1 to 23. These envelopes were also not opened and they are separately kept.

2.9 I did not find any defaced or mutilated ballot paper.

3. A summary of the postal ballot forms received is given below:

Resolution 1:

Special Resolution under Section(s) 180(1)(c),180(2) of the Companies Act, 2013 for approving the borrowing limits by the Board of Directors of the Company up to Rs.700/- Crores.

| Sr. No. | Particulars | No. of ballot forms | No. of shares | % of total paid-up equity capital | % of total vote casted |
|---------|---|---------------------|-----------------|-----------------------------------|------------------------|
| (a) | Total postal ballot forms received | 453 | 17350189 | 57.83 | - |
| (b) | Total E-ballot forms received | 37 | 2704700 | 9.02 | - |
| (c) | Total ballots received | 490 | 20054889 | 66.85 | - |
| (d) | Less: Invalid postal ballot forms (as per register) | 34 | 4903 | 0.02 | - |
| (e) | Less: Invalid postal ballot forms (as per E - Voting) | 0 | 0 | 0 | - |
| (f) | Net invalid ballots | 34 | 4903 | 0.02 | - |
| (g) | Net Valid ballots | 456 | 20049986 | 66.83 | - |
| (h) | Net valid postal ballot forms(as per register) | *419 | *17345286 | 57.81 | - |
| (i) | Net valid E-ballot forms(as per register) | 37 | 2704700 | 9.02 | - |
| (j) | Total valid ballots | 456 | 20049986 | 66.83 | - |
| (k) | Postal ballot forms with assent for the resolution (as per register) | 393 | 17340325 | 57.80 | 86.49 |
| (l) | E- ballot forms with assent for the resolution (as per register) | 29 | 2703000 | 9.01 | 13.48 |
| (m) | Total ballots with assent for the resolution. | 422 | 20043325 | 66.81 | 99.97 |
| (n) | Postal ballot forms with dissent for the resolution (as per register) | 26 | 3601 | 0.01 | 0.02 |
| (o) | E-ballot forms with dissent for the resolution (as per register) | 8 | 1700 | 0.01 | 0.01 |
| (p) | Total ballot forms with dissent for the resolution | 34 | 5301 | 0.02 | 0.03 |

Note *In Physical Voting 10 shareholder have casted 1360 Votes less than eligible votes.



Resolution 2:

Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge etc in respect of borrowing limits up to Rs. 700/- Crores.

| Sr. No. | Particulars | No. of ballot forms | No. of shares | % of total paid-up equity capital | % of total vote casted |
|---------|---|---------------------|-----------------|-----------------------------------|------------------------|
| (a) | Total postal ballot forms received | *450 | 17349839 | 57.83 | - |
| (b) | Total E-ballot forms received | 37 | 2704700 | 9.02 | - |
| (c) | Total ballots received | 487 | 20054539 | 66.85 | - |
| (d) | Less: Invalid postal ballot forms (as per register) | 34 | 4903 | 0.02 | - |
| (e) | Less: Invalid postal ballot forms (as per E - Voting) | 0 | 0 | 0 | - |
| (f) | Net invalid ballots | 34 | 4903 | 0.02 | - |
| (g) | Net Valid ballots | 453 | 20049636 | 66.83 | - |
| (h) | Net valid postal ballot forms(as per register) | **416 | **17344936 | 57.81 | - |
| (i) | Net valid E-ballot forms(as per register) | 37 | 2704700 | 9.02 | - |
| (j) | Total valid ballots | 453 | 20049636 | 66.83 | - |
| (k) | Postal ballot forms with assent for the resolution (as per register) | 391 | 17340265 | 57.80 | 86.49 |
| (l) | E- ballot forms with assent for the resolution (as per register) | 29 | 2703000 | 9.01 | 13.48 |
| (m) | Total ballots with assent for the resolution. | 420 | 20043265 | 66.81 | 99.97 |
| (n) | Postal ballot forms with dissent for the resolution (as per register) | 25 | 3361 | 0.01 | 0.02 |
| (o) | E-ballot forms with dissent for the resolution (as per register) | 8 | 1700 | 0.01 | 0.01 |
| (p) | Total ballot forms with dissent for the resolution | 33 | 5061 | 0.02 | 0.03 |

Note *In Physical Voting 3 Shareholders have not casted vote for Resoluion 2 hence at (a) Total valid postal ballots are 450.

**In Physical Voting 9 shareholders have casted 1310 Votes less than eligible votes.



4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary/ Director authorised by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Bhatt A C

Ashish Bhatt
Scrutinizer

Place: Thane
Date: August 02, 2014

