



BIRLA ERICSSON OPTICAL LIMITED

CIN: L31300MP1992PLC007190

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India

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**Gist of the Proceedings of the Annual General Meeting of Birla
Ericsson Optical Limited held on August 12, 2014**

The Twenty Second Annual General Meeting of the Members of the Company was held on Tuesday, August 12, 2014 at 4.30 P.M. at Udyog Vihar, P.O. Chorhata, Rewa-486006(M.P.).

Mr. R.C.Tapuriah, an Independent Director and also the Chairman of the Audit Committee of the Company and Mr. D.R.Bansal, Director was present at the Meeting.

Since the Chairman of the Board of Directors was not present, members of the Company elected Mr. R.C.Tapuriah, Director as Chairman of the Meeting to preside over the meeting in accordance with the Article 74 of the Articles of Association of the Company. Mr. D.R.Bansal, Director chaired the proceedings in respect of the Item No. 5 of business where Mr. R.C. Tapuriah was deemed to be interested.

Total 58 (fifty eight) Members (including proxies) attended the Meeting.

The Chairman of the Meeting gave an overview of the financial performance of the Company for the financial year ended March 31, 2014 and its near term outlook.

The Chairman of the Meeting informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 09.30 A.M. on August 06, 2014 and ended at 05.30 P.M. on August 07, 2014. Mr.Rajesh Kumar Mishra, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process and to submit his report on e-voting.



Rajesh Kumar Mishra

The Chairman of the Meeting informed the Members that the Company has arranged for a poll on all the 9 (Nine) resolutions to be passed at the Meeting. Thereafter, all the 9 (Nine) resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the Meeting, gave their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman.

Thereafter, the Chairman of the Meeting ordered for a poll to be taken at the meeting and appointed Mr.Rajesh Kumar Mishra, Practicing Company Secretary and Mr.HIS Aurora as the Scrutinizers for the poll process and requested them for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and the poll will be declared after the counting is over and on receipt of the Scrutinizers Report which shall also be put on the Company's website.

The resolutions passed by the Members, briefly, related to:

ORDINARY BUSINESSES

1. Approval and adoption of Audited Financial Statements of the Company and the Reports of the Board of Directors' and Auditors' Report for the year ended 31st March, 2014. (Ordinary Resolution)
2. Declaration of Dividend on Equity Shares for the year ended on 31st March, 2014. (Ordinary Resolution)
3. Non-filling up of vacancy caused by retirement of Mr.Mats O.Hansson, (DIN: 02632690) who retires by rotation and does not seek re-appointment. (Ordinary Resolution)
4. Appointment of Auditors and fixation of their remuneration. (Ordinary Resolution)

SPECIAL BUSINESSES

5. Appointment of Mr.R.C.Tapuriah (DIN : 00395997) as an Independent Director to hold office for 5 (Five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation (Ordinary Resolution).



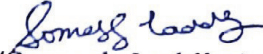
Suresh Kumar

6. Appointment of Dr.Aravind Srinivasan (DIN : 00088037) as an Independent Director to hold office for 5 (Five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation. (Ordinary Resolution)
7. Appointment of Mr.Arun Kishore (DIN: 00177831) as an Independent Director to hold office for 5 (Five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation. (Ordinary Resolution)
8. Appointment of Mr.K.Raghuraman (DIN: 00320507) as an Independent Director to hold office for 5 (Five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation. (Ordinary Resolution)
9. Ratification of Cost Auditors' Remuneration for the financial year 2014-15 (Ordinary Resolution).

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For **Birla Ericsson Optical Limited**




(Somesh Laddha)
Company Secretary