



BIRLA ERICSSON OPTICAL LIMITED

CIN: L31300MP1992PLC007190

Registered Office:

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Gist of the Proceedings of the Annual General Meeting of Birla Ericsson Optical Limited held on July 23, 2015

The Twenty Third Annual General Meeting of the Members of the Company was held on Thursday, July 23, 2015 at 12.30 P.M. to 01.45 P.M. at Staff Club Building, Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.).

Mr. Harsh V. Lodha, Chairman of the Board was present at the Meeting and in accordance with the Article 74 of the Articles of Association of the Company, Mr. Harsh V. Lodha, Chairman of the Board took the chair and presided over the meeting. Mr. R. Sridharan, Manager & Chief Executive Officer (also, as the Authorised Representative of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) was also present in the Meeting.

Total 57 Members (including proxies) attended the Meeting.

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company has extended to its members facility to exercise their right to vote by electronic means in respect of the business to be transacted at the Twenty Third Annual General Meeting. The remote e-voting commenced on 19th July, 2015 (9:00 am) and ended on 22nd July, 2015 (5:00 pm). Mr. Rajesh Kumar Mishra, Practicing Company Secretary or failing him Mr. R.S.Bajaj, Practicing Company Secretary was appointed as Scrutinizer for the remote e-voting process.

In order to provide facility to the Members present at the Meeting who had not cast their vote through remote e-voting, the Company has arranged for a poll on each of items of business to be transacted at the Twenty Third Annual General Meeting. Mr. Rajesh Kumar Mishra (DP & Client ID : 1203350001150341), Practicing Company Secretary and Mr. Rakesh Kumar Shahi (DP & Client ID : IN30021411077195), Member were appointed as Scrutinizers for conducting poll at the Meeting.

The Chairman apprised the members about the performance of the Company for the financial year 2014-15 and the prevailing business condition in telecom cables Industry. The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their view/comments. The queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and Manager & Chief Executive Officer of the Company present in the Meeting.

The Chairman then proceeded with the business of the Meeting for the items of Ordinary and Special Business as per Notice of the Twenty Third Annual General Meeting. Thereafter, all the Seven (7) resolutions were proposed and seconded.



Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the Seven (7) Resolutions for the Ordinary as well as Special Business as set out under Item No(s). 1, 2, 3, 4, 5, 6 and 7 of the Notice. The Scrutinizers inspected and locked the empty Ballot boxes in the presence of Members and proxies present in the Meeting. The Chairman then requested the Members and proxies present in the Meeting to cast their vote and put the poll papers in the Ballot boxes if they have not exercised remote e-voting facility made available by the Company. After ensuring that all the Members and proxies participated in the poll and had cast their votes, the Scrutinizers took the custody of Ballot boxes.

The Chairman informed that after conclusion of voting at the meeting, the Scrutinizers shall submit the Scrutinizer's Report to Chairman. The Chairman authorized Mr. R. Sridharan, Manager and Chief Executive Officer of the Company to declare the combined result of remote e-voting and poll on 25th July, 2015 at 1.00 p.m. at the Registered Office of the Company.

Based on the Reports furnished by the Scrutinizers to the Chairman and Counter signed by the Manager and Chief Executive Officer, the results of voting by remote e-voting and Poll on the Ordinary as well as Special Business transacted at the Meeting was declared by Mr. R. Sridharan, Manager and Chief Executive Officer on 25th July, 2015 at 1.00 p.m.

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

Ordinary Business:

- (a) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
- (b) Declare dividend on equity shares.
- (c) Re-appointment of Mr. Harsh V. Lodha (holding DIN: 00394094) as a Director, who retired by rotation at this Annual General Meeting.
- (d) Ratification of appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants (Registration No. 109208W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be decided by the Board of Directors of the Company from time to time.

Special Business:

- (e) Appointment of Mrs. Archana Kapoor (DIN: 01204170) as a Director, who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 10th November, 2014 and also to appoint her as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 10th November, 2014, not liable to retire by rotation.
- (f) Ratification of Remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2016.



- (g) Re-appointment of Mr.R.Sridharan as the Manager & Chief Executive Officer of the Company for a further period of 5 (Five) years effective from 4th May, 2015 to 3rd May, 2020, upon the terms and conditions including remuneration, perquisites and benefits, etc. as set out in the draft Agreement submitted for approval of the members in the Annual General Meeting of the Company.

The combined result of remote e-voting and Poll was 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
(Somesh Laddha)
Company Secretary