



## BIRLA ERICSSON OPTICAL LTD.

CIN : L31300MP1992PLC007190

Regd. Office & Works : Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.) India.

Phone.: (07662) 400580 • Fax : (07662) 400680

E-Mail : headoffice@birlaericsson.com • Website : www.birlaericsson.com

BEOL/SL/15-16/

14 JAN 2016

The General Manager  
Corporate Relationship Department,  
BSE Ltd.  
14<sup>th</sup> Floor, P.J.Towers,  
Dalal Street, Fort,  
**MUMBAI – 400 001**

The Manager  
Listing Department  
National Stock Exchange of India Ltd.,  
Exchange Plaza', C-1, Block G  
Bandra Kurla Complex, Bandra (E)  
**MUMBAI – 400 051**

**Company's Scrip Code: 500060**

**Company's Scrip Code: BIRLAERIC EQ**

Dear Sirs,

**Sub: Disclosure pertaining to voting results of postal ballot and e-voting**

**Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to our letter No.BEOL/SH/15-16 dated 4<sup>th</sup> December, 2015 pertaining to the notice for postal ballot and e-voting dated 5<sup>th</sup> November, 2015, consent of the Members was sought on the resolution as mentioned in the said Notice. In this context, we enclose herewith details regarding the voting results of the Ordinary Resolution, in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the said resolution has been approved by the Members with requisite majority. We enclose herewith the Report dated 12<sup>th</sup> January, 2016 of Mr. R.S.Bajaj, Practicing Company Secretary, Scrutinizer appointed by the Company for conducting the postal ballot and e-voting process.

Please take the same on the records.

Thanking you,

Yours faithfully,  
for Birla Ericsson Optical Limited

  
(Somesh Laddha)  
Company Secretary



Encl: 1. Voting Results of postal ballot & e-voting  
2. Scrutinizer's Report

CC: Central Depository Services (India) Limited (CDSL)

IS / ISO 9001



IS / ISO 14001



**VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF BIRLA ERICSSON OPTICAL LIMITED**

Date of the AGM/EGM (Voting period for the resolution passed through postal ballot and e-voting)	From 9.00 A.M. on Monday, 7th December, 2015 till 5.30 P.M. on Wednesday, 6th January, 2016
The date of passing of resolution through postal ballot and e-voting	14th January, 2016
Total Number of shareholders on record date (i.e. 27th November, 2015)	27946
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group	Not Applicable
Public	1
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group	Not Applicable
Public	Ordinary
Resolution required: (Ordinary/Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No. All the related parties of the Company have been abstained from voting in the proposed postal ballot resolution.

**Ordinary Resolution under applicable provisions of the Companies Act, 2013 and applicable provisions of Listing Agreement/Regulations for authority to the Board of Directors to enter into contracts/arrangements/transactions with Birla Furukawa Fibre Optics Private Limited, a Related Party.**

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding 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
Promoter and Promoter Group	E-Voting	(1)	2003813	6.6794	2003813	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)	19905743	0	0.0000	0	0	0.0000	0.0000
	Total		2003813	6.6794	2003813	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	3120	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		114899	0.3830	108227	6672	94.1932	5.8068
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)	10091137	181670	0.6056	180893	777	99.5723	0.4277
	Total		296569	0.9886	289120	7449	97.4883	2.5117
<b>Total</b>		<b>30000000</b>	<b>2300382</b>	<b>7.6679</b>	<b>2292933</b>	<b>7449</b>	<b>99.6762</b>	<b>0.3238</b>

for Birla Ericsson Optical Limited

*(Signature)*

(Somesh Laddha)  
Company Secretary



**Report of Scrutinizer on Postal Ballot and e-voting  
[Pursuant to Section 110 of the Companies Act, 2013 and  
the Companies (Management and Administration) Rules, 2014]**

The Chairman  
Birla Ericsson Optical Limited  
Udyog Vihar, P.O. Chorhata  
**Rewa-486006 (M.P.)**

Dear Sir,

**RE: PASSING OF ORDINARY RESOLUTION  
THROUGH POSTAL BALLOT**

I, R. S. Bajaj, Practicing Company Secretary of Mumbai, appointed as Scrutinizer by M/s Birla Ericsson Optical Limited ("the Company") with respect to the **Ordinary Resolution** to be passed through postal ballot and e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to process and scrutinize postal ballot forms received from Members and to scrutinize votes cast electronically using e-voting system of **Central Depository Services (India) Limited** (CDSL) during the voting period as stated herein below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

- (1) The Company has sent postal ballot notice through email on 5<sup>th</sup> December, 2015 to the shareholders whose email are registered with the Company for voting through postal ballot & e-voting facility provided by CDSL. The postal ballot notice dated 5<sup>th</sup> November, 2015 together with postal ballot form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the shareholders through Speed Post.



On 7<sup>th</sup> December, 2015, the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Ordinary Resolution for authority to the Board of Directors to enter into contracts/arrangements/ transactions with M/s Birla Furukawa Fibre Optics Private Limited, a Related Party.

- (2) The voting through Postal Ballot form / e-voting commenced at 9.00 a.m. on 7<sup>th</sup> December, 2015 and ended at 5.30 p.m. on 6<sup>th</sup> January, 2016 (voting period).
- (3) The postal ballot forms received during the voting period were kept in my custody and were opened by me in the presence of two witnesses, viz., Mr. Sharad Patkar and Ms Sharmila Amin . The e-voting results/ List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5.41 p.m. on 6<sup>th</sup> January, 2016 in the presence of two witnesses, viz., Mr. Sharad Patkar & Ms Sharmila Amin.
- (4) All postal ballot forms including e- voting received up to 5.30 p m. on 6<sup>th</sup> January, 2016 i.e. the last date and time fixed by the Company for receipt of the postal ballot forms and for casting the vote online, were considered for my scrutiny.
- (5) The postal ballot forms received and e -voting details downloaded from CDSL website were scrutinized and the signatures on the postal ballot forms were verified by me. Thereafter the shareholding was matched/ confirmed with the register of members of the Company as on 27<sup>th</sup> November, 2015. In case of voting by Companies, Institutions, Trusts, Societies, etc, I have verified the requisite documents authorizing the person to vote, which were downloaded from the website of CDSL or received physically.
- (6) I did not find any defaced or mutilated postal ballot form. However, some postal ballot forms/invalid applications were treated as invalid, on account of signature mismatch, missing authorization documents, etc. None of the Related Parties have voted in the proposed ordinary resolution.



- (7) The summary of the voting results of postal ballot including e-voting is as under:

Sr. No.	Particulars	To approve Ordinary Resolution under applicable provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
		No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	583	23,02,734
2	Less: Invalid postal ballot forms/votes (including e-votes) received	15	2,352
3	Net valid postal ballot forms/votes (including e-voting) received	568	23,00,382
4	Valid votes (including e-voting) cast in favour of the resolution & its %	554	22,92,933 (99.68%)
5	Valid votes cast (including e-voting) against the resolution and its %	14	7,449 (0.32%)

- (8) Since the number of votes cast in favour is more than the number of votes cast against, I report that the Ordinary Resolution passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as set out in the Notice dated 5<sup>th</sup> November, 2015 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of result.

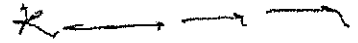


- (9) The postal ballot forms received and e-voting results/ list downloaded from the website of CDSL and other related papers/registers documents shall be handed over to the Company Secretary, authorized by the Board to conduct the postal ballot and e-voting process.

The result of voting of Postal Ballot may be declared accordingly.

Thanking you,

Yours faithfully,  
For R.S. Bajaj & Co.,  
Company Secretaries



Date : 12.01.2016  
Place : Mumbai



(R.S. Bajaj)  
CP No.7058  
M.No.ACS-3370


Declaration by witness for Postal Ballot and e-voting


We, the undersigned witnesseth that:

1. The Postal Ballot Forms of Eisa Ericsson Optical Limited received were opened in our presence.
2. The e-voting results/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 5.41 p.m. on 6<sup>th</sup> January, 2016

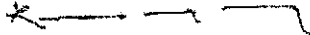
Witness 1

Witness 2:

  
.....  
Mr. Sharad Parkar  
Link Intime India Pvt. Limited  
C-13, Pannalal Silk Mills Compound  
LBS Marg, Bhandup (West)  
Mumbai - 400 078

  
.....  
Ms. Sharmila Amin  
Link Intime India Pvt. Limited  
C-13, Pannalal Silk Mills Compound  
LBS Marg, Bhandup (West)  
Mumbai - 400 078

COUNTERSIGNED BY ME  
For R.S. Bajaj & Co.,  
Company Secretaries



(R.S. Bajaj)  
CP No. 7058  
M.No.ACS-3370

Date : 12.01.2016  
Place : Mumbai

