

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

NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of Birla Ericsson Optical Limited will be held on Friday, August 19, 2016 at 10.00 A.M.at the Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa (M.P.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr.D.R.Bansal (DIN:00050612), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify 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 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:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that in supersession of the special resolution passed through Postal Ballot on January 14, 2015, save as respect things done or omitted to be done before such supersession, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors, subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, and all such other statutory approvals, if any, for:

- (i) giving any loan / revolving loans / advances / deposit to any person or other body corporate;
- (ii) giving any guarantee and/or providing any security (including by way of pledge of shares or other securities held by the Company in any other body corporate) in connection with a loan made by any other person to or to any other person by any body corporate, from time to time in connection with a loan made by any other body corporate or person and /or;
- (iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate;

upto an amount, the aggregate outstanding of which should not exceed at any given time Rs.2500 Crore (Rupees Two Thousand Five Hundred Crore only).

FURTHER RESOLVED that the aforesaid loans/advances/deposits/guarantees/securities etc. be made/given by the Company out of the share capital, internal accruals, loans raised or debentures issued and/or to be raised/issued by the Company and such other means.

FURTHER RESOLVED that for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised to negotiate and decide, settle any question, difficulty or doubt arising out of and incidental thereto, from time to time and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company and give such directions as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein, to any Committee of Directors or to any Director(s) or any officer(s) of the Company, that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the approval of the members of the Company be and is hereby accorded to keep, maintain and preserve Register of Members, Index of Members, Register of renewed and duplicate shares and/or any other Register required to be maintained under Section 88 of the Companies Act, 2013 and rules made thereunder, at the Office of the Registrar and Share Transfer Agent of the Company viz. Messrs Link Intime India Private Limited, presently situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078 or at any other place within the local limits of Mumbai (Maharashtra) under the custody of a person so authorised by the Board of Directors in this regard, instead of keeping, maintaining and preserving the said Registers/Index of Members at the Registered Office of the Company.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to sign and submit such documents or forms or intimation, etc. and to do all such acts, deeds, matters and things as it may, in its sole discretion deem necessary, proper, desirable to give effect to the above resolution.”

7. To approve the change of name of the Company from “Birla Ericsson Optical Limited” to “Birla Cable Limited” and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 4,13,14,15 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, stock exchanges where equity shares of the Company are listed and all other statutory/regulatory authorities, if any, as may be required for the purpose, consent of the members be and is hereby accorded for changing the name of the Company from “Birla Ericsson Optical Limited” to “Birla Cable Limited”.

FURTHER RESOLVED that any one of the Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

8. To alter the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 13 and other applicable provision(s), if any, of the Companies Act, 2013 and relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, stock exchanges where equity shares of the Company are listed and all other statutory/regulatory authorities, if so required, the consent of members be and is hereby accorded for following alteration(s) in the Memorandum of Association of the Company :

- (a) The existing Clause I of Memorandum of Association be deleted and in lieu thereof the following new Clause I. be substituted :
“The name of the Company is **BIRLA CABLE LIMITED**”.

- (b) The existing Clause III (B) (6) of the Memorandum of Association of the Company be deleted.

- (c) The existing Clause III (B)(17) of Memorandum of Association be deleted and in lieu thereof the following new III (B)(17) be substituted:

17. Subject to the provisions of Section 73 of the Companies Act, 2013 and other applicable provisions of the Act and directives of Reserve Bank of India to receive money on deposit or loan and borrow or raise or secure the payment of moneys in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's properties or assets, movable or immovable, both present and future including its uncalled capital and also by a similar mortgage or lien, to secure and guarantee the performance by the Company or any other person or Company, of any obligation undertaken by the Company as the case may be and to purchase or pay off any such securities.

- (d) The existing Clause III (B)(20) of Memorandum of Association be deleted and in lieu thereof the following new III (B)(20) be substituted:

20. Subject to the provisions of Section 40 of the Companies Act, 2013, to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

- (e) The existing Clause III (B)(35) of Memorandum of Association be deleted and in lieu thereof the following new III (B)(35) be substituted:

35. Subject to the provisions of the Section 52 of the Companies Act, 2013, to place to reserve, or to issue bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys belonging to the Company including those received by way

of premium on shares or debentures issued by the Company at a premium and moneys arising from the issue by the Company of forfeited shares.

- (f) The word “the Companies Act, 1956” appearing in the existing Clause V of the Memorandum of Association of the Company be substituted with the word “the Companies Act, 2013”.

FURTHER RESOLVED that any one of the Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

9. To adopt new set of Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 14 and other applicable provision(s), if any, of the Companies Act, 2013 and relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded for adoption of a new set of Articles of Association of the Company based on Table- F of Schedule I of the Companies Act, 2013 in place of the existing Articles of Association of the Company.

FURTHER RESOLVED that any one of the Directors and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the payment of remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) with applicable Service Tax plus reimbursement of out of pocket expenses at actual to Messrs D. Sabyasachi & Co., Cost Accountants who were appointed by the Board of Directors of the Company as “Cost Auditors” to conduct the audit of the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending March 31, 2017, be and is hereby ratified and approved.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

By order of the Board of Directors
for Birla Ericsson Optical Limited

July 14, 2016

(Somesh Laddha)
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The explanatory statements setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received in the enclosed Proxy Form of the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting, i.e. by 10.00 a.m. on August 17, 2016.

A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is annexed herewith.
3. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to attend Annual General Meeting through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP I.D. and client I.D. No.(s) for easier identification of attendance at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting (AGM).
5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, August 12, 2016 to Friday, August 19, 2016 (both days inclusive) for the purpose of determining the names of members eligible for final dividend on equity shares (if declared) and the Meeting.
6. The dividend on Equity Shares, if approved at the Annual General Meeting, will be credited / despatched between August 19, 2016 and September 17, 2016 to those members whose names shall appear on the Company's Register of Members on August 11, 2016. In respect of the shares held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

7. Messrs Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 continue to act in the capacity of Registrar and Share Transfer Agents for physical shares of the Company. Messrs Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar and Share Transfer Agents.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents.
9. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:
 - (i) the change in the residential status on return to India for permanent Settlement.
 - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
10. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE800A01015. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
12. This Notice of the Meeting (AGM) along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report & Accounts 2015-16 are being sent through electronic mode to all the members whose e-mail addresses (IDs) are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members who wish to update or register their e-mail addresses with the Company or with the Depositories, may use the Form for updation/registration. The Form can also be downloaded from the Company's website: www.birlaericsson.com under the section 'Investor Relation'.

13. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 in respect of the Director seeking re-appointment at the Meeting is furnished and forms a part of the Notice. The Director has furnished the requisite consent/declaration for his re-appointment.
14. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10(ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
15. Members who have so far not encashed their dividend warrants for the year ended March 31, 2014 onwards, are therefore requested immediately to write to the Company or Company's Registrar and Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed Dividend Warrant, if any.
16. The Company was not required to transfer the unclaimed dividends during the financial year 2015-16 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility of voting and remote e-voting on resolutions proposed to be considered at the Annual General Meeting. The facility of casting the votes by the Members using an electronic voting system for a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity share held by them as on August 11, 2016 (Record Date).
18. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on August 15, 2016 at 9.00 a.m. and ends on August 18, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) August 11, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

BIRLA ERICSSON OPTICAL LIMITED

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Birla Ericsson Optical Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Non – Individual Shareholders and Custodians
 - (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, i.e. 11th August, 2016.
20. The Company has appointed Mr. Rajesh Kumar Mishra, Practicing Company Secretary or failing him Mr. R.S.Bajaj, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
22. The results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The Results declared, alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.birlaericsson.com and on the website of CDSL within 48 (Forty Eight) Hours of passing of the resolutions and communicated to the Stock Exchanges where the equity shares of the Company are listed viz. BSE Ltd. and National Stock Exchange of India Ltd.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated July 14, 2016:

Item No.5

The members of the Company through postal ballot accorded its approval on January 14, 2015 by way of a special resolution under Section 186 of the Companies Act, 2013 to (a) give any loan to any person or other body corporate ; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto an amount not exceeding Rs.1500 Crores (Rupees One Thousand Five Hundred Crores only).

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the permission of members is sought under Section 186 of the Companies Act, 2013 to enhance the powers to the Board of Directors from Rs.1500 Crores (Rupees One Thousand Five Hundred Crores only) to Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores only) for giving any loan or guarantee or providing security in connection with a loan, to any person or other body corporate or to make investment securities of any other body corporate.

The Loan(s), advances, guarantee(s), securities and investment(s) as the case may be, will be made/given in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

The aforesaid loans/advances/guarantees/security(ies) etc. may be made/given by the Company out of the share capital, internal accruals, or borrowings or in such other manner and in such proportion as the Board thinks appropriate, in one or more tranches, provided that in case of loans or inter corporate deposits, the interest rate shall not be lower than the prevailing bank rate or such other rate as may be prescribed by relevant authorities from time to time.

The proposed Special Resolution as set out in Item No.5 of the Notice is enabling in nature for any further loan/investment/guarantee/ security, to be made or given to bodies corporate/to any Banks, Financial Institutions or any other person as per the provisions of the Companies Act, 2013 and the Board of Directors of the Company at the Board Meeting would take the appropriate decisions in this regard at the appropriate times.

None of the Directors/Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of the accompanying Notice.

The Board commends the Special Resolution set out at Item no. 5 of the Notice for approval by the members.

Item No. 6

As per the provisions of Section 94 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the Register of Members and Index of Members, etc .are required to be maintained at the registered office of the Company unless a Special Resolution is passed in a general

Meeting authorising the keeping of the Registers and Index at any other place in India in which more than one-tenth of the total members entered in the Register of Members reside and the Registrar of Companies has been given a copy of the proposed Special Resolution in advance to this effect.

Based on the geographic spread of the present shareholders base of the Company, it is ascertained that more than one-tenth of the total number of members entered in the Register of Members of the Company reside or having registered addresses at Mumbai thereby providing an option to the Company to keep the Register of Members, Index of Members and all other Registers pursuant to Section 88 at Mumbai instead of the Registered Office of the Company. In view of the above, as a measure of prompt service and facilitation of convenience to the Members of the Company, it is considered desirable to keep, maintain and preserve Register of Members and Index of Members, etc. at office of Registrar and Share Transfer Agent of the Company viz. Messrs Link Intime India Private Limited, presently situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078 or at any other place within the local limits of Mumbai (Maharashtra). A copy of the proposed Special Resolution as set out at Item No.6 is being forwarded in advance to the Registrar of Companies, Madhya Pradesh, Gwalior.

None of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 6 of the accompanying Notice.

The Board therefore commends the Special Resolution set out at Item no. 6 of the accompanying Notice for approval of the Members of the Company.

Item No. 7, 8 and 9

Birla Ericsson Optical Limited ('BEOL') was incorporated on 30th June, 1992 as a joint venture Company in pursuance to Joint Venture Agreement ('JVA') dated 27th May, 1992, entered into amongst Ericsson Cables AB (now known as Ericsson Network Technologies AB, Sweden) ('ENT') on one part and Universal Cables Limited ('UCL') and Vindhya Telelinks Limited ('VTL') on the other part (collectively referred as Indian Venturers). ENT with a view to exit from non-core manufacturing activities of Cables as a measure of overall corporate restructuring being implemented in Ericsson Group globally has executed a Share Purchase Agreement ('SPA') for transfer/sale of its entire shareholding in the Company i.e. 82,50,000 fully paid-up equity shares of Rs. 10/- each (comprising 27.50% of total shareholding of the Company) by way of inter se transfer to the Indian Venturers and/ or other Promoters / Promoter group persons/ entities of the Company as designated by the Indian Venturers. Subject to consummation of all conditions stipulated in the SPA, the JVA and other related agreements shall stand dissolved/rescinded and ENT shall cease to have any rights, duties, obligations or liabilities under the said agreements, either as a Promoter/Shareholder/Technical Collaborator of the Company.

Consequent to aforesaid, the approval of members is sought by way of a Special Resolution to alter the Memorandum of Association of the Company by (i) changing the name of the Company in Clause I from "Birla Ericsson Optical Limited" to "Birla Cable Limited"; (ii) to delete the exiting Clause III (B) (6) and (iii) to substitute the existing Clause III (B)(17) with new Clause III (B)(17); (iv) to substitute the existing Clause III (B)(20) with new Clause III (B)(20); (v) to substitute the existing Clause III (B)(35) with new Clause III (B)(35) and (vi) to substitute the word "the Companies Act, 1956" with "the Companies Act, 2013" in Clause V of the Memorandum of Association. The existing Articles of Association the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. The approval of members is sought by way of a Special Resolution to adopt a new set of Articles of Association of the Company based on Table 'F' of Schedule I of the Companies Act, 2013 in place of the existing Articles of Association of the Company.

The proposed draft of the 'Memorandum of Association' and 'Articles of Association' are being uploaded on the Company's website i.e. www.birlaericsson.com for perusal by the Members and is available for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and Public Holidays) from 11:00 A.M. to 1:00 P.M. including and upto the date of the meeting.

None of the Directors/Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution(s) set out at Item no. 7, 8 and 9 of the accompanying Notice.

The Board commends the Special Resolution(s) set out at Item no. 7, 8 and 9 of the Notice for approval by the members.

Item No. 10

Messrs D. Sabyasachi & Co., Cost Accountants, were appointed as Cost Auditors for the year ending March 31, 2017 by the Board of Directors on the recommendation of the Audit Committee at a remuneration of Rs.50,000/-plus Service Tax as applicable thereon and reimbursement of travelling and other incidental expenses that may be incurred for the purpose to audit the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, as amended.

As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as approved by the Board is required to be ratified subsequently by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No.10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 10 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item no.10 of the Notice for approval by the members.

BIRLA ERICSSON OPTICAL LIMITED**Details of Director seeking re-appointment in the ensuing Annual General Meeting scheduled to be held on August 19, 2016:-**

Name of Director	Mr.D.R.Bansal
Date of Birth	01.08.1939
Age	77 Years
Date of Appointment	04.05.2012
Qualification & Experience	Mr.D.R.Bansalis a Post Graduate from Birla Institute of Technology and Science (BITS), Pilani. He possesses rich and varied experience of over 53 years in various facets of cable and other industries including in the field of administration, production and marketing. His strength also includes strong relationship management, international alliances/tie ups and business development. He is actively associated with various cable industry forums in India and abroad and also served at the helm of all renowned power & telecommunication cables industry association(s) in India for several years.
Number of Shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Number of Board meeting attended during the financial year 2015-16	3
List of outside Directorships held*	Hindustan Gum and Chemicals Ltd. Vindhya Telelinks Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Member – Stakeholders Relationship Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	Member – Stakeholders Relationship Committee of Vindhya Telelinks Ltd.

BIRLA ERICSSON OPTICAL LIMITED

* Number of other Directorships held by the Director, as mentioned above, excludes Directorships in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers and are based on the latest declarations received from the Director. The details of Committee Membership/Chairmanship is in accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and reflect the Membership/Chairmanship of the Audit Committee and Stakeholder Relationships Committee alone of all other public limited companies.

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

By order of the Board of Directors
for Birla Ericsson Optical Limited

July 14, 2016

(Somesh Laddha)
CompanySecretary

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No/DP Id/Client Id	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ Address: _____ E-mail
Id: _____ Signature: _____, or failing him;
2. Name: _____ Address: _____ E-mail
Id: _____ Signature: _____, or failing him;
3. Name: _____ Address: _____ E-mail
Id: _____ Signature: _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company, to be held on Friday, August 19, 2016 at 10.00 a.m. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486 006(M.P.), India and at any adjournment thereof in respect of the following resolutions:

Ordinary Business		*For	*Against
1.	Adoption of audited Financial Statements of the Company for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Mr.D.R.Bansal as a Director, who retires by rotation.		
4.	Ratify re-appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants as Auditors and fix their remuneration.		
Special Business			
5.	Authority to the Board of Directors pursuant to Section 186 of the Companies Act, 2013 for making/giving Loan/Guarantees or providing securities and /or making investments.		
6.	Place of keeping Register of Members, Index of Members, etc. pursuant to Section 94 of the Companies Act, 2013.		
7.	Approval for change of name of the Company from "Birla Ericsson Optical Limited" to "Birla Cable Limited".		
8.	Alteration in the Memorandum of Association of the Company.		
9.	Adoption of new set of Articles of Association of the Company based on Table-F of Schedule I of the Companies Act, 2013.		
10.	Ratification of Remuneration payable to Cost Auditors for the year ending March 31, 2017.		

Signed this _____ day of _____ 2016

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

NOTE(S):

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006(M.P.), India, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Fourth Annual General Meeting.
- *3 It is optional to put a '✓' in the appropriate column against the resolutions indicated above. If you leave 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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

ATTENDANCE SLIP

TWENTY FOURTH ANNUAL GENERAL MEETING

Date of Meeting - August 19, 2016

Folio No. /DP Id./Client Id.	
Name and Address of the Shareholder/Proxy/Authorised Representative	
No. of Shares held	

I certify that I am Member/Proxy for the Member(s) of the Company.

I hereby record my presence at TWENTY FOURTH ANNUAL GENERAL MEETING of Birla Ericsson Optical Limited being held on Friday, August 19, 2016 at 10.00 a.m. at Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.).

Signature of the Shareholder/Proxy/Authorised Representative present

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NOTE(S):

- (1) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover it at the entrance duly signed.
- (2) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.
- (3) Only Shareholders of the Company and/or their proxy will be allowed to attend the meeting.

Note:PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

✂.....

REMOTE ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN/Sequence No.
	*

* Only Members who have not updated their PAN with Company / Depository Participant shall use default PAN (10 digit sequence number) which is printed on the address sticker at TOP RIGHT SIDE IN BOLD.

NOTE: For remote e-voting, please read the instructions printed under the Note No.18 to the Notice dated July 14, 2016 of the Twenty Fourth Annual General Meeting. The Voting period for remote e-voting begins on August 15, 2016 at 9.00 a.m. and ends on August 18, 2016 at 5.00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter.