



**Birla Cable Limited**  
(Formerly Birla Ericsson Optical Limited)

**Regd. Office & Works:**  
Udyog Vihar, P.O. Chorhata, Rewa - 486 006 Madhya Pradesh, India  
Telephone: +91 7662 400580, Fax: +91 7662 400680  
Email: headoffice@birlacable.com; Website: www.birlacable.com  
PAN No. AABCB1380L CIN: L31300MP1992PLC007190

BCL/CS/20-21/

19 AUGUST 2020

BSE Limited  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J.Towers, Dalal Street, Fort,  
**MUMBAI-400 001**

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

**Company's Scrip Code: 500060**

**Company's Scrip Code: BIRLACABLE**

Dear Sir,

**Sub: Proceedings of 28<sup>th</sup> Annual General Meeting**

We would like to inform you that the 28<sup>th</sup> Annual General Meeting (AGM) of Members of Birla Cable Limited was held on 18<sup>th</sup> August, 2020 at 9.30 A.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.) along with the facility of Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In accordance with the Regulation 30 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 28<sup>th</sup> Annual General Meeting of the Company is enclosed herewith for your kind information.

Please find the same in order and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Birla Cable Limited

(Somesh Laddha)  
Company Secretary

Encl: As above



**BRIEF PROCEEDINGS OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF  
BIRLA CABLE LIMITED HELD ON 18<sup>TH</sup> AUGUST, 2020**

The 28<sup>th</sup> Annual General Meeting of the members of the Company was held on 18<sup>th</sup> August, 2020 at 9.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.) along with the facility of Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Shri Harsh V. Lodha, Chairman of the Board of Directors took the Chair and presided the Meeting in accordance with the Article 65 of the Articles of Association of the Company.

Shri R.C. Tapuriah, Director and Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Dr. Aravind Srinivasan, Shri Arun Kishore and Smt. Archana Capoor, Directors and Shri R. Sridharan, Manager & CEO of the Company were also present at the Meeting.

Shri Pramod Kumar Jain, representative of Statutory Auditors, Messrs Jain Pramod Jain & Co. and Shri Kishore Kumar Gupta representative of Messrs R.K. Mishra & Associates, Secretarial Auditor of the Company were present at the Meeting.

Fifty Four (54) Members were present in person including Nine (9) Body Corporate Members present through their authorised representatives and Six (06) Members were represented by their Proxies. Sixteen (16) Members attended the Meeting through VC/OAVM.

The quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, including the Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings (SS-2) issued under Section 118(10) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended including the SEBI Circular dated 12<sup>th</sup> May, 2020, with respect to calling, convening and conducting the Annual General Meeting. The Chairman also confirmed that all efforts feasible under the circumstances have indeed been made by the company to enable members to participate and vote on the items being considered in the meeting.

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Register of Proxies; Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020; Independent Auditors' Report on the audited Financial Statements of the Company; Secretarial Audit Report and Memorandum and Articles of Association of the Company were open for inspection

and accessible by the members having a right to attend the Meeting during the continuance of the Meeting electronically for members attending the AGM through VC/OAVM and physically for members/proxies attending the AGM physically.

The Chairman informed the members that pursuant to 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 has provided to its members the facility of remote e-voting to exercise their right to vote by electronic means in respect of the business to be transacted at the Twenty Eighth Annual General Meeting. The remote e-voting commenced on 14<sup>th</sup> August, 2020 (at 9:00 AM) and ended on 17<sup>th</sup> August, 2020 (at 5:00 PM). Only those shareholders, who were present in the AGM through VC/OAVM facility and had not cast their vote on the Resolutions through Remote e-Voting and were otherwise not barred from doing so, were eligible to vote through e-Voting system available during the AGM. Shri Rajesh Kumar Mishra, Practising Company Secretary or failing him Shri Hemant Singh, Practising Chartered Accountant, was appointed as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner. The facility for voting through Ballot process by distributing ballot/poll paper was also provided to put every Resolution to vote through a ballot process in respect of all items of the businesses to be transacted at the 28<sup>th</sup> Annual General Meeting of the Company as contained in Notice dated 1<sup>st</sup> June, 2020 read with Explanatory Statement annexed thereto and forming a part of said Notice for all those members/designated proxies who were physically present at the AGM but did not cast their votes by availing the remote e-voting facility. Shri Rajesh Kumar Mishra, Practising Company Secretary and Shri Hemant Singh, Practising Chartered Accountant, were appointed and acted as Scrutinizers to scrutinize the voting through ballot/poll process at the Meeting in fair and transparent manner. Shri Rajesh Kumar Mishra, Practising Company Secretary and Shri Hemant Singh, Practising Chartered Accountant, Scrutinizers were present at the Meeting.

The Chairman apprised the members about the financial performance of the Company during the financial year 2019-20 and the prevailing business condition in telecom cables industry in particular and also on infrastructure sector relevant to business and affairs of the Company.

The Chairman then invited the Members who were registered as Speakers to ask questions and offer their view/comments. The queries raised and suggestions made by Registered Speakers/Members in the Meeting were duly and satisfactorily replied by the Chairman and the Directors/Manager & CEO present in the Meeting.

The Chairman then proceeded with the business of the Meeting for the items of Ordinary and Special Businesses as per Notice of the 28<sup>th</sup> Annual General Meeting of the Company.

The image shows a handwritten signature in blue ink, which appears to be 'Rajesh Kumar Mishra', followed by a purple circular stamp. The stamp contains the text 'BISLA CABLE LTD.' around the perimeter and a central emblem.

All the 4 (Four) resolutions as stated below were moved for consideration and approval of the Members:

**ORDINARY BUSINESS:**

1. **Resolution No.1: Ordinary Resolution**

Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the reports of the Board of Directors and Auditors thereon.

2. **Resolution No.2: Ordinary Resolution**

Re-appointment of Shri D.R. Bansal (DIN: 00050612) as a Director, who retires by rotation and being eligible offered himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Resolution No.3: Ordinary Resolution**

Ratification of remuneration to be paid to Messers D. Sabyasachi & Co., Cost accountants, the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2021.

Being interested in the last resolution concerning payment of annual remuneration/compensation for the financial year 2020-21 to Shri Harsh V. Lodha as Non-Executive Chairman, which may exceed 50% of the total annual remuneration payable to all Non-Executive Directors of the Company, hence without prejudice to his voting rights on this resolution, he entrusted the conduct of the proceedings in respect of this item of Special Business to Shri R.C. Tapuriah, Director with the consent of Dr. Aravind Srinivasan, Shri Arun Kishore and Smt. Archana Capoor, Directors and all Members present in the Meeting.



Shri R.C. Tapuriah accordingly took the Chair and then moved the following resolution:

4. **Resolution No.4: Special Resolution**

Payment of annual remuneration/ compensation for the financial year 2020-21 to Shri Harsh V. Lodha (DIN: 00394094), Non-Executive Chairman of the Company, which may exceed Fifty Percent of the total annual remuneration/compensation payable to all Non-Executive Directors of the Company.

Shri R.C. Tapuriah then requested Shri Harsh V. Lodha, Chairman to resume the chair for rest of the proceedings of the Meeting. Accordingly, Shri Harsh V. Lodha took the Chair and presided over the meeting again.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the four (4) Resolutions for the Ordinary as well as Special Businesses as set out under Item

No(s). 1, 2, 3 and 4 of the Notice as aforesaid for all those members/designated proxies who were physically present at the AGM but did not cast their votes by availing the remote e-voting facility, but before commencement of polling, the Chairman requested the Scrutinizers to show the empty Ballot Box to the Members and then lock the Ballot box appropriately. The Chairman then requested the Members and Proxies present in the Meeting to cast their vote(s) and put the ballot papers in the Ballot Box, if they have not voted through remote e-voting facility made available by the Company.

The Chairman categorically informed the members present at the Meeting physically in person or through designated proxies or through VC/OAVM, that any member, who has already exercised his/her votes through Remote e-voting, is prohibited to vote during the AGM through e-voting/ ballot process (poll) at the Meeting, and his/her vote, if any, cast at the Meeting shall be treated as invalid.

The Chairman informed that based on consolidated Scrutinizer's Report, the combined results of remote e-voting, e-voting during the AGM and ballot process (poll) at the Meeting shall be declared on 19<sup>th</sup> August, 2020 at 2.30 p.m. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.)

For Birla Cable Limited



*Somesh Laddha*

(Somesh Laddha)  
Company Secretary