



BIRLA ERICSSON OPTICAL LTD.

CIN : L31300MP1992PLC007190

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

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BEOL/CS/16-17/

22 AUGUST 2016

BSE Limited
Corporate Relationship Department,
1st 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,
Bandra Kurla Complex, Bandra (E),
MUMBAI-400 051

Company's Scrip Code: 500060

Company's Scrip Code: BIRLAERIC EQ

Dear Sir,

Sub: Proceedings of 24th Annual General Meeting

We would like to inform you that the 24th Annual General Meeting (AGM) of Members of Birla Ericsson Optical Limited was held on 19th August, 2016 at 10.00 A.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.). The members of the Company have approved the ordinary as well as special businesses as set out in the Notice of AGM dated 14th July, 2016 with requisite majority.

The members of the Company have approved change of name of the Company from "Birla Ericsson Optical Limited" to "Birla Cable Limited" and has also approved alteration in Memorandum and Article of Association of the Company having regard to change of name of the Company and applicable provisions of Companies Act, 2013.

In accordance with the Regulation 30 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 24th 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 Ericsson Optical Limited



Somesh Laddha
(Somesh Laddha)
Company Secretary

Encl: As above



BRIEF PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF BIRLA ERICSSON OPTICAL LIMITED HELD ON 19TH AUGUST, 2016

The 24th Annual General Meeting of the members of the Company was held on 19th August, 2016 at 10.00 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.).

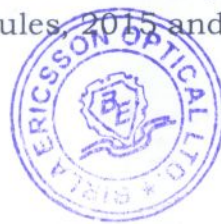
Mr. Harsh V.Lodha, Chairman of the Board of Directors took the Chair and presided the meeting in accordance with the Article 74 of the Articles of Association of the Company.

Sixty Six (66) Members were present in person including Sixteen (16) Body Corporate Members present through their authorised representatives and Seven (7) Members were represented by their Proxies.

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, applicable provisions of the Secretarial Standard on General Meeting (SS-2) issued under Section 118(10) of the Companies Act, 2013 with respect to calling, convening and conducting the Annual General Meeting.

The Register of Directors and Key Managerial Personnel 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 statement for the year ended 31st March, 2016; Independent Auditors' Report on the audited financial statements of the Company; Secretarial Audit Report; name Change availability approval letter dated 8th July, 2016 received from the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies from Birla Ericsson Optical Limited to Birla Cable Limited; In-principle approval of BSE Ltd. and National Stock Exchange of India Ltd. pursuant to Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company to Birla Cable Limited; Proposed draft of alteration in Memorandum and Association; Proposed draft of new set of Article of Association and Present Memorandum and Article of Association of the Company, are open and accessible during the continuance of the meeting to any member having a right to attend the Meeting.

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



Harsh Lodha

of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Fourth Annual General Meeting. The remote e-voting commenced on 15th August, 2016 (at 9:00 am) and ended on 18th August, 2016 (at 5:00 pm). He further stated that 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.

The Chairman apprised the members about the performance of the Company during the financial year 2015-16 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. There queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and Officers present in the Meeting.

The Chairman informed the members that the Company has arranged for poll for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility, on all the 10(ten) resolutions as mentioned in the Notice of the 24th Annual General Meeting to be passed in this Meeting. Thereafter, all the 10(ten) resolutions were proposed and seconded.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the 10(ten) resolutions as mentioned in the Notice of 24th Annual General Meeting and requested the Scrutinizers to conduct the poll process. Mr. Rajesh Kumar Mishra, Practicing Company Secretary and Mr. Hemant Singh, Chartered Accountant in Practice were appointed as Scrutinizers for conducting poll and were requested by the Chairman for orderly conduct of the voting.

After completion of the poll process, the Chairman informed that the combined results of remote e-voting and poll would be declared by Mr. Deepan Gupta, Member of the Company on 20th August, 2016 at 10.00 A.M. at the Registered Office of the Company.

On the basis of consolidated Scrutinizer's report on remote e-voting and poll dated 20th August, 2016, Mr. Deepan Gupta, Member announced the combined results of remote e-voting and poll on 20th August, 2016 at 10.00 A.M. at the Registered Office of the Company.



The resolutions passed by the members briefly related to the following:

ORDINARY BUSINESS:

1. Approval and adoption of Audited Financial Statements of the Company for the year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon **(Ordinary Resolution)**.
2. Declaration of Dividend for the year 2015-16 on Equity Shares **(Ordinary Resolution)**.
3. Re-appointment of Mr.D.R.Bansal (DIN:00050612) as a Director, who retires by rotation **(Ordinary Resolution)**.
4. Ratification of re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, as Auditors of the Company and fix their remuneration **(Ordinary Resolution)**.

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. **(Special Resolution)**.
6. Place of keeping register of members, index of members, etc. Pursuant to section 94 of the Companies Act, 2013 **(Special Resolution)**.
7. Approval for Change of name of the Company from "Birla Ericsson Optical Limited" to "Birla Cable Limited" **(Special Resolution)**.
8. Alteration in the Memorandum of Association of the Company **(Special Resolution)**.
9. Adoption of new set of Articles of Association of the Company based on Table-F of Schedule I of the Companies Act, 2013 **(Special Resolution)**.
10. Ratification of remuneration payable to Cost Auditors for the year ending March 31, 2017 **(Ordinary Resolution)**.

All the above ordinary as well as special resolution(s) were approved and passed by the members with requisite majority.

For Birla Ericsson Optical Limited



Somesh Laddha
(Somesh Laddha)
Company Secretary