



## 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/SH/15-16/

12 JAN 2016

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

Dear Sir,

**Sub: Compliance Report for the Quarter ended 31.12.2015  
on Corporate Governance**

**Company's Scrip Code: 500060**

With reference to the above, we are enclosing Quarterly Compliance Report in prescribed format on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2015 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We hope you will find the same in order.

Meanwhile, please acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Birla Ericsson Optical Limited



*Somesh Laddha*  
(Somesh Laddha)  
Company Secretary

*Encl: As above.*



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Birla Ericsson Optical Limited  
 (2) Quarter ending : 31.12.2015

(I) **Composition of Board of Directors**

Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harsh V Lodha	AASPH5152N & '00394094	Chairperson - Non-Executive	29.10.2007	-	5	-	2
Mr.	D.R.Bansal	ADOPB9671K & '00050612	Non-Executive	04.05.2012	-	2	2	-
Mr.	R.C.Tapuriah	ABKPT4204C & '00395997	Independent	12.08.2014	5 Years	4	4	4
Dr.	Aravind Srinivasan	AKYPS6834Q & '00088037	Independent	12.08.2014	5 Years	1	2	-
Mr.	Arun Kishore	AALPK4960C & '00177831	Independent	12.08.2014	5 Years	1	1	-
Mr.	K.Raghuraman	AAAPR2131D & '00320507	Independent	12.08.2014	5 Years	6	6	1
Mrs.	Archana Capoor	ABSPC4053C & '01204170	Independent	10.11.2014	5 Years	3	1	-



*Sanjay Kumar*

**(II) Composition of Committees**

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr.R.C.Tapuriah Dr.Aravind Srinivasan Mr.Arun Kishore Mr.K.Raghuraman	Chairperson - Independent Independent Independent Independent
2. Nomination & Remuneration Committee	Mr.R.C.Tapuriah Mr.D.R.Bansal Dr.Aravind Srinivasan	Chairperson - Independent Non-Executive Independent
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Mr.R.C.Tapuriah Mr.D.R.Bansal Dr.Aravind Srinivasan	Chairperson - Independent Non-Executive Independent

**(III) Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting(if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10.08.2015	05.11.2015	87

**(IV) Meeting of Committees**

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
05.11.2015	Yes	10.08.2015	87

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.


**(V) Related Party Transactions**

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

- (1) In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- (2) If status is "No" details of non-compliance may be given here.



(VI)	Affirmations
(1)	The composition of Board of Directors is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. : <b>YES</b>
(2)	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
	(a) Audit Committee : <b>YES</b>
	(b) Nomination & Remuneration Committee : <b>YES</b>
	(c) Stakeholders Relationship Committee : <b>YES</b>
	(d) Risk Management Committee (applicable to the top 100 listed entities) : <b>NA</b>
(3)	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015. : <b>YES</b>
(4)	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : <b>YES</b>
(5)	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. : <b>YES</b>
	Any comments/observations/advice of Board of Directors may be mentioned here. : <b>N.A.</b>
<b>Name &amp; Designation</b>	 (Somesh Laddha) Company Secretary 