

**REPORT OF SCRUTINIZER  
(POSTAL BALLOT PROCESS)**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

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

Dear Sir,

I, R.S.Bajaj, Practicing Company Secretary (C.P. No.7058) have been appointed by the Board of Directors of the Company as the scrutinizer to receive, process and scrutinize the postal ballot forms and e-voting for the purpose of postal ballot process carried out as per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules 2014 in respect of the Special Resolution contained in the Notice dated 10<sup>th</sup> November, 2014.

The Company had completed the dispatch/sending of e-mail of notice of postal ballot along with the postal ballot form and self addressed postage pre paid envelope on 8<sup>th</sup> December, 2014 to the members for seeking their consent. The members of the Company as on the "cut-off" date, i.e. 28<sup>th</sup> November, 2014 were entitled to vote on the resolution as set out in the Postal Ballot Notice.

In terms of Section 108 of the Companies Act, 2013 read along with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement the Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

As the Scrutinizer for the e-voting process, my role and responsibility are limited to make a Scrutinizer's report of the votes cast in "favour" or "against" in respect of the Resolution contained in the Notice of the Postal Ballot Process, based on the reports generated from the e-voting systems provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

I report that I have received the Postal Ballot forms from shareholders during the period starting from 9<sup>th</sup> December, 2014 (09.30 A.M.) and end on 7<sup>th</sup> January, 2015 (05.30 P.M.). All the Postal Ballot forms together with E-Voting received up to 05.30 P.M., Wednesday, 7<sup>th</sup> January, 2015, being the last date considered by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

On scrutiny, I report that out of total 461 shareholders (Total Number of Shares 20025038), 65(Sixty five) shareholders have exercised their votes through electronic means and 396 (Three Hundred Ninety Six) shareholders exercised their votes through Postal Ballot Forms as received. Envelopes containing postal ballot forms returned undelivered aggregated to 148 vide serial number 1 to 148. These envelopes were not opened and they are separately kept. There were no instances of defaced or mutilated Ballot Paper.

The details of the polling results (consolidated) for the Special Resolution placed for voting are as follows:

Authority to the Board of Directors to give Loan(s)/Guarantee(s) or provide securities in connection with loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

(i) Voted in favour of the resolution:

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
52	7553397	37.73%	320	12448339	62.19%

Summary:

Total no. of members voted in favour	372
Total no. of votes cast in favour	20001736
Total % of valid votes in favour	99.92%

(ii) Voted against the resolution:

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
13	10989	0.05%	31	5535	0.03%

Summary:

Total no. of members voted against	44
Total no. of votes cast against	16524
Total % of valid votes against	0.08%



(iii) **Invalid Votes (voted through Postal Ballot Form):**

Total number of members whose votes were declared invalid	Total number of votes cast by them
45	6778

**Note:** Ballots (physical and electronic both) comprising of 198 shares were voted short of their entitlements.

The percentage of votes cast in favour is 66.67% and against is 0.06% of the total paid-up capital of the Company. Since the number of votes cast in favour is more than the number of votes cast against, I report that the Special 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, as set out in the Notice dated 10<sup>th</sup> November, 2014 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.

The Postal Ballot forms and other related papers/ registers have been handed over to the Director/Company Secretary authorized by the Board to supervise the Postal Ballot process.

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

Thanking you,

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



(R. S. Bajaj)  
CP No.7085  
M.No.ACS-3370

Date : 12.01.2015

Place : Mumbai

