



To,
Department of Corporate Services,
BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai-400 001

Date: 10th September, 2022

Scrip Code: 522105

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Master Circular on Scheme of Arrangement by Listed Entities SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 November 23, 2021 for the proposed Scheme of Arrangement between Birla Precision Technologies Limited ("the Demerged Company" or "BPT Limited ") and Birla Accucast Private Limited ("the Resulting Company" or "BAPL") and their respective shareholders ("the Scheme")

This is in continuation to our intimation dated 29th August, 2022 informing you that the Board of Directors of the Company have approved the draft Scheme of Arrangement between between Birla Precision Technologies Limited ("the Demerged Company" or "BPTL") and Birla Accucast Private Limited ("the Resulting Company" or "BAPL") and their respective shareholders ("the Scheme") in their Board Meeting held on Monday, 29th August, 2022.

We are enclosing herewith the draft Scheme for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") read with SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 (" Master Circular").

We hereby furnish the following documents as per the BSE checklist:

Sr. No.	Documents submitted along with application under Regulation 37 of the LODR Regulations	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme.	1-3
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	4-43



Birla Precision Technologies Limited

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Tel. No.: +91 22-23825060

E-mail : info@birlaprecision.com Website :www.birlaprecision.com
An ISO 9001:2015 & ISO 14001:2004 Company CIN: L29220MH1986PLC041214

3.	<p>Valuation report from Registered Valuer, as applicable, as per Para (A)(4) of Part I of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 [“SEBI Master Circular”]. The valuation report shall be as per the format given in Annexure I.</p> <p>Confirmation from the listed entity signed by Company Secretary & Compliance Officer stating that:</p> <ol style="list-style-type: none"> a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation. b) Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme 	44
4.	<p>Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above. As per Para (A)(2)(c) of Part I of SEBI Master Circular. The Audit Committee report shall also comment on the following:</p> <ul style="list-style-type: none"> • Need for the merger/ demerger/ amalgamation/ arrangement • Rationale of the scheme • Synergies of business of the entities involved in the scheme • Impact of the scheme on the shareholders. • Cost benefit analysis of the scheme. 	45-47
5.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the LODR Regulations,	48-54
6.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement in Word Format as given in Annexure II	55-58
7.	Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies in the format as provided in Annexure III	59
8.	<p>Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old of unlisted company) as per Annexure IV.</p> <p>Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.</p>	60-273



9.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (A)(5) of Part I of SEBI Master Circular, as per the format given in Annexure I of said SEBI Master circular. Format given in Annexure V.	274
10.	Detailed Compliance Report as per the format specified in Annexure III of SEBI Master Circular duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(h) of Part I of SEBI Master Circular (format attached as Annexure VI).	275
11.	Report from the Committee of Independent Directors recommending the draft scheme taking into consideration, inter alia, that the scheme is not detrimental to the shareholders of the listed entity, as per Para (A)(2)(i) of Part I of SEBI Master Circular	276-279
12.	Complaint report as per Annexure II of SEBI Master Circular (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure VII)	-
13.	If as per the company, approval from the Public shareholders through e-voting, as required under Para (A)(10)(a) of Part I of SEBI Master Circular, is not applicable then as required under Part I (A) (10)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 10(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	N.A Evoting will be available
14.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor / Practicing CA / Practicing CS of the listed company as per Provisions of SEBI (ICDR) Regulations is to be provided. [Kindly refer Reg.158 of SEBI (ICDR) Regulations. The relevant date for determining the price shall be the date of approval of the scheme by the BOD of the company.]	N.A
15.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Listed only on BSE
16.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VIII .	280-286
17.	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format enclosed at Annexure IX	287-288



18.	Net-worth certificate from Auditor / PCA/ PCS (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	-
19.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure X .	289-290
20.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI .	291-292
21.	Annual Reports of all the listed demerged companies involved and audited financial of all the unlisted resulting companies for the financial year ended 2021-2022.	Refer Point No. 9
22.	<p>a) Processing fee (non-refundable) will be payable to BSE as below, through Online Payment Gateway (via Net Banking Facility) in Listing Centre portal- Details given in Annexure XII</p> <p>Rs.4,00,000/- plus GST as applicable for Main Board Companies. Rs.2,00,000/- plus GST as applicable for SME Companies.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure XII or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai'</p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>	293
24.	In case of scheme of demerger, additional documents as per Annexure XIII are to be submitted	294
25.	In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in Annexure XIV confirming compliance with the requirements Para (A)(12)(A) of Part I of SEBI Master Circular.	N.A
26.	In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the Proviso to Para (A)(1)(b) of Part II of SEBI Mater Circular by CS/MD and statutory auditor of the company.	N.A The resulting company will be a unlisted company



27.	<p>If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a 'Report on the Unpaid Dues' which shall contain the details of such unpaid dues in the format given in Annexure IV of SEBI Master circular which is also attached as Annexure XV</p> <p>[Note: In case there are no pending dues as mentioned above, please confirm the same]</p>	295
28.	<p>No objection certificate (NOC) from lending scheduled commercial banks/ financial institutions/ debenture trustees</p> <p>OR</p> <p>An undertaking from the listed entity signed by Company Secretary stating that:</p> <p>We hereby confirm that we have initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees as required under Para A (2) (k) of Part I of SEBI Master Circular dated November 23, 2021 and we shall submit the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	Attached Undertaking signed by the Company Secretary
29.	<p>Name & Designation of the Contact Person</p> <p>Telephone Nos. (landline & mobile)</p> <p>Email ID.</p>	<p>Mr. Parth Matolia</p> <p>+91-9833186025</p> <p>cs@birlaprecision.com</p>

Hope the above documents are as per the requirement.

If any further information is required, please let us know:

Details of Authorized Person:	
Mr. Parth Matolia	Contact No.+91-9833186025
Designation: Company Secretary	Email ID: cs@birlaprecision.com

Please consider the above facts and grant us No objection letter.

Thanking you,
Yours Sincerely,



Parth Matolia
Company Secretary & Compliance Officer

