

NOTICE OF THE 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BIRLA PRECISION TECHNOLOGIES LIMITED will be held on Wednesday 30th day of September, 2015 at 11.30 a.m., at the Registered Office of the Company at B-15/4, M.I.D.C., Waluj, Aurangabad - 431 133 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended as on that date together with the Report of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mrs. Avanti Birla (DIN: 00167903), who retires by rotation, and being eligible, offers herself for re-appointment.

3. Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 ("the said Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, (Registration no. 000038N), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the said Act and rule 4 of the said Rules, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of 5 consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the company schedule to be held in the year 2020 subject to the ratification of their appointment at every Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors of the Company and the Auditors, on yearly basis, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with audit of Accounts of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Shiv Charan Agarwal (DIN: 00956339) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shiv Charan Agarwal (DIN: 00956339) who was appointed as an Additional Director of the Company with effect from 19th May, 2015 pursuant to Section 161 of the Act, and who holds office up to the date of this Annual General Meeting, has submitted declaration that he is eligible for appointment and that he meets the criteria of independence as provided under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing form a member, pursuant to the provision of Section 160 of Company Act, 2013 proposing his candidature of the office of the Director, be and is hereby appointed as an Independent Director of the Company whose term shall not be subject to retired by rotations, to hold office for three consecutive years for a term upto the conclusive of the 31st Annual General Meeting in the Calender year 2018."

5. Appointment of Mr. Kasturirangan Narayanan (DIN 07246744) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kasturirangan Narayanan (DIN: 07246744) who was appointed as an Additional Director of the Company with effect from 27th July, 2015 pursuant to Section 161 of the Act, and who holds office up to the date of this Annual General Meeting has submitted declarations that he is eligible for appointment and that he meets the criteria of independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing form a member, pursuant to the provision of Section 160 of Company Act, 2013 proposing his candidature of the office of the Director, be and is hereby appointed as an Independent Director of the Company whose term shall not be subject to retired by rotations, to hold office for three consecutive years for a term up to the conclusive of the 31st Annual General Meeting in the Calender year 2018."



6. **Adoption of new set of Articles of Association**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the necessary approvals, permission and sanctions, if any, of the Registrar of Companies, Mumbai, the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the same be and is hereby approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and /or Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **Ratification of Remuneration to Cost Auditor**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of ₹ 1,50,000/- (Rupees One lakh Fifty Thousand Only) exclusive of service tax, travelling and out-of-pocket expenses payable to Mr. Jayant Galande, Cost Accountant appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorise to do all acts and take all such steps as me be necessary, proper or expedient to give effect to this resolution.”

8. **Approve related party transactions with M/s. Nirved Traders Private Limited**

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement entered into by the Company with BSE Limited and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and Rules made there under, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and any other approvals that may be required in this regard, consent, approval and authority of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorized and / or the Audit committee which the Board may have constituted to exercise its powers including the powers conferred by this resolution), to entered in to a contract(s) for Professional / Corporate advisory services of ₹ 1,77,72,377/- given during the year in one or more series of transactions directly / indirectly with M/s. Nirved Traders Private Limited, for the financial year 2014-15 on agreed terms and conditions and mutually acceptable as may be deemed necessary and/or expedient in its discretion for giving effect to the aforesaid transaction(s) in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and severally authorized to approve the aforesaid transaction(s) and to sign any instrument or document that may be required to give effect to the above resolution, to settle any question, difficulty or doubt that may arise and do all such acts, deeds, matters and things, as may be necessary to give effect to this resolution.”

9. **Approve related party transactions with M/s. Godavari Corporation Private Limited**

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement entered into by the Company with BSE Limited and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and Rules made there under, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and any other approvals that may be required in this regard, consent, approval and authority of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorized and / or the Audit committee which the Board may have constituted to exercise its powers including the powers conferred by this resolution), to entered in to a contract(s) for Reimbursement of Expenses of

₹ 5,90,467/- given during the year in one or more series of transactions directly / indirectly with M/s. Godavari Corporation Private Limited, for the financial year 2014-15 on agreed terms and conditions and mutually acceptable as may be deemed necessary and/or expedient in its discretion for giving effect to the aforesaid transaction(s) in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and severally authorized to approve the aforesaid transaction(s) and to sign any instrument or document that may be required to give effect to the above resolution, to settle any question, difficulty or doubt that may arise and do all such acts, deeds, matters and things, as may be necessary to give effect to this resolution.”

10. Approve related party transactions with M/s. Birla Infrastructure Limited

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement entered into by the Company with BSE Limited and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and Rules made there under, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and any other approvals that may be required in this regard, consent, approval and authority of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorized and / or the Audit committee which the Board may have constituted to exercise its powers including the powers conferred by this resolution), to entered in to a contract(s) for Professional / Corporate advisory services of ₹ 1,62,92,200/- given during the year in one or more series of transactions directly / indirectly with M/s. Birla Infrastructure Limited, for the financial year 2014-15 on agreed terms and conditions and mutually acceptable as may be deemed necessary and/or expedient in its discretion for giving effect to the aforesaid transaction(s) in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and severally authorized to approve the aforesaid transaction(s) and to sign any instrument or document that may be required to give effect to the above resolution, to settle any question, difficulty or doubt that may arise and do all such acts, deeds, matters and things, as may be necessary to give effect to this resolution.”

11. Approve related party transactions with M/s. Birla Shloka Edutech Limited

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement entered into by the Company with BSE Limited and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and Rules made there under, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and any other approvals that may be required in this regard, consent, approval and authority of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorized and / or the Audit committee which the Board may have constituted to exercise its powers including the powers conferred by this resolution), to entered in to a contract(s) for Professional services of ₹ 5,00,000/- given during the year in one or more series of transactions directly / indirectly with M/s. Birla Shloka Edutech Limited, for the financial year 2014-15 on agreed terms and conditions and mutually acceptable as may be deemed necessary and/or expedient in its discretion for giving effect to the aforesaid transaction(s) in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and severally authorized to approve the aforesaid transaction(s) and to sign any instrument or document that may be required to give effect to the above resolution, to settle any question, difficulty or doubt that may arise and do all such acts, deeds, matters and things, as may be necessary to give effect to this resolution.”

By Order of Board of Directors
For **Birla Precision Technologies Limited**

Place: Mumbai
Date: 12th August, 2015

Rupa Khanna
Company Secretary



NOTES:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in the Notice is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE A VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members / Proxies are requested to bring their attendance slips duly filled in along with their copies of the Annual Report to the Meeting for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 28th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
7. Pursuant to the provisions of the Companies Act, 1956 dividend declared at the Annual General Meeting of the Company held on 18th September, 2008 and 30th September, 2009 if not claimed within seven years of such declaration respectively will be transferred to Investor Education and Protection Fund (IEPF). Members who have not encashed their dividend warrants for the aforesaid years are advised to send requests for issuance of duplicate dividend warrants (in case they have not received the Dividend Warrants) and / or revalidation of unencashed Dividend Warrants still held by them, to the Registrars and Transfer Agents of the Company under the heading "Dividend Revalidation". It may also be noted that once the unclaimed dividend is transferred to IEPF, as above, no claim shall lie in respect thereof.
8. Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the details of the Dividend paid by the Company and to be transferred to the Investor Education and Protection Fund (IEPF), if they remain unclaimed by the shareholders is given below:

Date of Declaration of Dividend	Dividend for the year	Due Date of Transfer
18 th September, 2008	2007-08	30 th October, 2015

9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).
M/s. Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad – 500 008 (A.P).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to M/s. Karvy Computershare Private Limited.
11. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Electronic copy of the Notice and Annual Report for the financial year 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) the financial year for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2014-15 is being sent in the permitted mode.

13. The Annual Report for the financial year 2014-15 of the Company circulated to the Members of the Company, will be available on the website of the Company at www.birlaprecision.in.
14. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days, except Friday and Sunday between 11.00 a.m. to 05.00 p.m. upto and including the date of Annual General Meeting of the Company.
15. Members desire of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may send the same to the office of the Registrar and Transfer Agent of the Company.
16. Members are requested to:-
 - a. bring their copies of the Annual Report at the time of attending the Annual General Meeting.
 - b. complete the attendance slip and deliver the same at the entrance of the meeting hall.
 - c. send their questions atleast 10 days in advance before the Annual General Meeting about any further information on accounts or other related topics in the Annual Report so as to enable the Company to answer their question satisfactorily.
17. Members holding shares in physical form may be aware that trading of the Equity Shares of the Company has to be in demat form. In view of this and several other benefits of holding shares in demat mode, you are requested to have your shares dematerialized to avail the benefits of electronic form of trading.
18. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s. Karvy Computershare Private Limited -Registrar and Transfer Agents of the Company.
19. Voting through electronic means.
 - (1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as substituted vide Companies (Management & Administration) Rule, 2015, and clause 35B of the Listing Agreement, the Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at the 28th Annual General Meeting. The Company has engaged the services of M/s. Karvy Computershare Pvt. Ltd. ("Karvy") as agency to provide the E-voting facility to the member of the Company.
 - (2) The facility for voting through polling paper shall be made available at the Annual General Meeting (AGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper.
 - (3) The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password mentioned below). Your Folio No. / DP ID- Client Id will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.



- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., **Birla Precision Technologies Limited**.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut off Date under “**FOR/AGAINST**” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “**AGAINST**” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy of Board Resolution in PDF Format to the scrutinizer by email at cssmithasingh@gmail.com with a copy marked to evoting@karvy.com.

B. In case a Member receives physical copy of the AGM Notice [for members whose email IDs are not registered with the Company/ Depository Participants (s)].

- i. User Id and initial password as provided in the e-voting form.
- ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast vote.

C Other Instructions:

- (i) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 23rd September, 2015, may write to the Karvy on the email Id varghese1@karvy.com (or) contact Mr. P A Varghese on 040-33215424, at Karvy Computershare Private Limited, Unit – Birla Precision Technologies Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
- (ii) The e-voting period commences on 26th September, 2015 (9.00 AM IST) and ends on 29th September, 2015 (5.00PM IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by “Karvy” for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (ii) The Board of Directors has appointed Mrs. Smitha Singh, Practicing Company Secretary (Membership No. ACS 14288 as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in fair and transparent manner.
- (iv) The voting rights of the members/beneficial owner shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut-off date i.e.23rd September, 2015.
- (v) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23rd September, 2015, only shall be entitled to avail the facility of remote e-voting/voting at 28th AGM.
- (vi) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of atleast two witnesses not in the employment of the Company, and not later than 3rd October, 2015 a consolidated Scrutinizers report of the total votes cast in favour or against, if any, forthwith to the Director of the Company. The Director, or any other person authorised by the him, shall declare the result of the voting forthwith.

- (vii) The Results shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- (viii) The results declared along with the Scrutinizer's report shall be placed on the Company's Website: www.birlaprecision.in and on the website of the service provider (<http://evoting.karvy.com>) immediately after the result is declared and shall simultaneously also be communicated to BSE Limited.

By Order of the Board of Directors
For **Birla Precision Technologies Limited**

Place: Mumbai
Date: 12th August, 2015

Rupa Khanna
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

In terms of Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Shiv Charan Agarwal was appointed as an Additional Independent Director on the Board of Company on 19th May, 2015, based on the recommendation of the Nomination and Remuneration Committee at their meeting held on 19th May, 2015. He holds office as an Additional Director upto the date of the ensuing Annual General Meeting and being eligible, offers himself for appointment as a Director, not liable to retire by rotation. It is proposed to appoint Mr. Shiv Charan Agarwal as a Non-Executive Independent Director on the Board of the Company pursuant to the provision of Section 149 of the Act read with the relevant Rules and Clause 49 of the Listing Agreement.

The Company has received declaration from Mr. Shiv Charan Agarwal that he meets the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement(s) entered with the Stock Exchanges. A notice has been received from a member proposing Mr. Shiv Charan Agarwal as a candidate for the office of Director of the Company along with a requisite deposit of ₹ 1,00,000/-.

Mr. Shiv Charan Agarwal is a B. Tech. in Electrical Engineering from IIT Kanpur in the year 1972 and M. Tech. in Industrial Management from IIT Madras in the 1974. He has 31 years of Experience in General Management with particular emphasis on strategic management. For Last 4 + Years advising clients on strategy implementation. He has worked in various industries like Machine Tools, Diesel Engine, Casting, Textile, Consumer Photography and HSS Cutting Tools in various capacities like Profit Centre Head of Sewing Thread business and software business, function head of Systems, Corporate Planning, Costing, Internal Audit, Project Management, HR and Materials Management. In his last role as Chief Executive Officer of Indian Tools Manufactures (a division of Zenith Ltd.) and CEO of Dagger Forst Tools Limited(DFTL), has played significant role in turn around Indian Tools Manufacturers and sale of DFTL Business.

Except Mr. Shiv Charan Agarwal, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

ITEM NO 5

In terms of Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Kasturirangan Narayanan was appointed as an Additional Independent Director on the Board of Company on 27th July, 2015, based on the recommendation of the Nomination and Remuneration Committee at their meeting held on 27th July, 2015. He holds office as an Additional Director upto the date of the ensuing Annual General Meeting and being eligible, offers himself for appointment as a Director, not liable to retire by rotation. It is proposed to appoint Mr. Kasturirangan Narayanan as a Non-Executive Independent Director on the Board of the Company pursuant to the provision of Section 149 of the Act, read with the relevant Rules and Clause 49 of the Listing Agreement.

The Company has received declaration from Mr. Kasturirangan Narayanan that he meets the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement(s) entered with the Stock Exchanges. A notice has been received from a member proposing Mr. Kasturirangan Narayanan as a candidate for the office of Director of the Company along with a requisite deposit of ₹ 1,00,000/- .



Mr. Kasturirangan Narayanan is a Merit rank holder in the Higher Secondary Examination in 1964, awarded “ National Science Talent Scholarship” in 1964 Merit scholar & ranked fourth in Bachelor of Technology (Mech. Engg) from IIT, Madras, 1969. He is a Senior engineering professional with over four decades of experience in the process plant industry with contacts, able to work on own initiative widely travelled, international exposure. Proven leadership skills involving developing motivating and managing teams to achieve their objectives. First class analytical design and multi-skilled in problem solving. He was a head of Engineering for Nuclear Power, Defense and Space Business guiding a team of engineers. Managed Project engineering teams in the 1990's for offshore oil & gas well-head platforms gas processing, compressor platform, modules including submarine pipelines. Prototype development of Defense equipment. Engineered Petrochemical plant equipment for PVC/VCM/HDFE. Took initiative in the nurturing the skill –set of a team of engineers/draftsmen and upgrading them for the developing field of computer Aided Design & drafting (CADD) in the 1980's. Recognized as an expert on Dairy and food processing equipment. Instrumental in design of road/ rail mail tanks and other dairy equipment under “Milk revolution – Operation Flood” project in the seventies undertaken by National Dairy Development Board, India.

Except Mr. Kasturirangan Narayanan, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The existing Articles of Association has been in force since the incorporation of the Company under the Companies Act, 1956 subject to necessary alterations from time to time. With the enforcement of the Companies Act, 2013 introducing several new provisions, the reference to the existing Articles of Association have been rendered ineffective to the extent they are inconsistent with the Companies Act, 2013.

It is, therefore, considered expedient to replace, substitute or alter the existing Articles of Association so as to align with Table F of Schedule I to the Companies Act, 2013, which sets out the model articles of association with the new Articles of Association.

In terms of Section 5 and 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, consent of the Members of the Company by way of special resolution is sought to adopt the new set of Companies (Incorporation) Rules, 2014 in complete substitution to the existing Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection by the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 5.00 p.m., except Friday, Sunday and public holiday, upto date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said Resolution.

The Board of Directors recommend the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

In accordance with the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013(Act) and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the Cost records of Company.

On recommendation of the Audit Committee held on 29th May, 2015, the Board has approved the appointment and remuneration of Mr. Jayant Galande, Cost Accountant as Cost Auditor of the Company for the financial year ended 31st March, 2016 at a remuneration of ₹ 1,50,000/- (Rupees One lakh Fifty Thousand Only) exclusive of Service Tax, travelling and out-of-pocket expenses for conducting the audit of the cost records of the Company. The remuneration of the Cost Auditor is required to be ratified subsequently in accordance to the provisions of the Act and the Rules by the Shareholders.

Accordingly, Directors of the Company recommend the Ordinary Resolution as set out at Item No. 7 of the Notice to the members for their approval and ratification.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.7 of the Notice.

ITEM NO. 8

The Company is availing various Professional / Corporate advisory services as per the last audited financial statements of the Company. Since the said transaction(s) would fall under the provisions of Section 188 of the Companies Act, 2013, consent from the shareholders is sought for the same.

All the major details / terms and conditions of the transaction are given here in below for kind perusal of the Members:-

- a) Name of the related party: M/s. Nirved Traders Private Limited.
- b) Name of the Director or Key managerial personnel who is related, if any: Not Applicable.
- c) Nature of relationship: M/s. Nirved Traders Private Limited, Promoter Group Company.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement:
The Company is availing various professional / corporate advisory services from M/s. Nirved Traders Private Limited.
- e) Any other information relevant or important for the members to take a decision on the proposed resolution: NIL.

The information available to the Audit Committee was not adequate to understand the need of the transaction, its benefits to the company & satisfaction of the principal of Arm's length. In view of this the Audit Committee was not able to take an informed decision, hence recommended to the Board to take the member's approval.

Based on the recommendation of the Audit Committee the Board of Directors of the company has decided to take the approval of the members for the aforesaid resolution.

Members are hereby informed that no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, irrespective of whether such member is a party to contract or not.

Except Mrs. Avanti Birla and her relatives none of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise in passing of the said Ordinary resolution.

ITEM NO. 9

The Company is reimbursing expenses incurred by M/s. Godavari Corporation Private Limited, on behalf of us as per the last audited financial statements of the Company. Since the said transaction(s) would fall under the provisions of Section 188 of the Companies Act, 2013, consent from the shareholders is sought for the same.

All the major details / terms and conditions of the transaction are given here in below for kind perusal of the Members:-

- a) Name of the related party: M/s. Godavari Corporation Private Limited.
- b) Name of the Director or Key managerial personnel who is related, if any: Mrs. Avanti Birla.
- c) Nature of relationship: M/s. Godavari Corporation Private Limited, Promoter Group Company.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement:
The expenses reimbursed to M/s. Godavari Corporation Private Limited incurred on behalf of the company.
- e) Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The information available to the Audit Committee was not adequate to understand the need of the transaction, its benefits to the company & satisfaction of the principal of Arm's length. In view of this the Audit Committee was not able to take an informed decision, hence recommended to the Board to take the member's approval.

Based on the recommendation of the Audit Committee the Board of Directors of the company has decided to take the approval of the members for the aforesaid resolution.

Members are hereby informed that, no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, irrespective of whether such member is a party to contract or not.

Except Mrs. Avanti Birla and her relatives none of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise in passing of the said Ordinary resolution.

ITEM NO. 10

The Company is availing various Professional / Corporate advisory services as per the last audited financial statements of the Company. Since the said transaction(s) would fall under the provisions of Section 188 of the Companies Act, 2013, consent from the shareholders is sought for the same.

All the major details / terms and conditions of the transaction are given here in below for kind perusal of the Members:-

- a) Name of the related party: M/s. Birla Infrastructure Limited.
- b) Name of the Director or Key managerial personnel who is related, if any: Not Applicable.



- c) Nature of relationship: M/s. Birla Infrastructure Limited, Promoter Group Company.
d) Nature, material terms, monetary value and particulars of the contract or arrangement:

The Company is availing various professional and corporate advisory services from Birla Infrastructure Limited.

- e) Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The information available to the Audit Committee was not adequate to understand the need of the transaction, its benefits to the company & satisfaction of the principal of Arm's length. In view of this the Audit Committee was not able to take an informed decision, hence recommended to the Board to take the member's approval.

Based on the recommendation of the Audit Committee the Board of Directors of the company has decided to take the approval of the members for the aforesaid resolution.

Members are hereby informed that, no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, irrespective of whether such member is a party to contract or not.

Except Mrs. Avanti Birla and her relatives none of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise in passing of the said Ordinary resolution.

ITEM NO. 11

The Company is availing professional services from M/s. Birla Shloka Edutech Limited, as per the last audited financial statements of the Company. Since the said transaction(s) would fall under the provisions of Section 188 of the Companies Act, 2013, consent from the shareholders is sought for the same.

All the major details / terms and conditions of the transaction are given here in below for kind perusal of the Members:-

- a) Name of the related party: M/s. Birla Shloka Edutech Limited.
b) Name of the Director or Key managerial personnel who is related, if any: Not Applicable.
c) Nature of relationship: M/s. Birla Sholka Edutech Limited, Promoter Group Company.
d) Nature, material terms, monetary value and particulars of the contract or arrangement:

The Company is availing various professional services from M/s. Birla Shloka Edutech Limited.

- e) Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The information available to the Audit Committee was not adequate to understand the need of the transaction, its benefits to the company & satisfaction of the principal of Arm's length. In view of this the Audit Committee was not able to take an informed decision, hence recommended to the Board to take the member's approval.

Based on the recommendation of the Audit Committee the Board of Directors of the company has decided to take the approval of the members for the aforesaid resolution.

Members are hereby informed that, no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, irrespective of whether such member is a party to contract or not.

Except Mrs. Avanti Birla and her relatives none of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise in passing of the said Ordinary resolution.

By Order of the Board of Directors
For **Birla Precision Technologies Limited**

Rupa Khanna
Company Secretary

Place: Mumbai

Date: 12th August, 2015

CIN: **L29220MH1986PLC041214**

Website: **www.birlaprecision.in**

Email Id: **info@birlaprecision.com**

Registered Office:

B-15/4, M.I.D.C., Waluj,

Aurangabad – 431 133

Ph. No.(0240) 2554300

Details of Directors Seeking Appointment/Re-appointment at the 28th Annual General Meeting of the Company. (In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mrs. Avanti Birla	Mr. Shiv Charan Agarwal	Mr. Kasturirangan Narayanan
DIN	00167903	00956339	07246744
Date of Birth	2 nd January, 1967	7 th June, 1947	23 rd November, 1947
Date of Appointment	30 th May, 2012	19 th May, 2015	27 th July, 2015
List of other Indian Public Limited Companies in which Directorship held	1. Birla Viking Travels Limited 2. Khopoli Investments Limited	NA	NA
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	NA	NA	NA
Number of shares held in the company	44	4100	NA
Relationship between directors inter-se	None	None	None



ATTENDANCE SLIP

BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office : B-15/4, M.I.D.C., Waluj, Aurangabad - 431 133 (M.S.), India

CIN: L29220MH1986PLC041214; Website: www.birlaprecision.in; Email: info@birlaprecision.com; Phone: (0240) 2554300

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Joint Shareholders may obtain additional slips at the entrance.

Regd. Folio No. / Client ID No.
Name of the Member / Authorised Representative / Proxy
(in Block Letters)
No. of Share(s) held

I hereby record my/our presence at the **28th ANNUAL GENERAL MEETING** held on Wednesday 30th day of September, 2015 at 11.30 a.m., at B-15/4, M.I.D.C., Waluj, Aurangabad - 431 133.

Signature of the Member / Authorised Representative / Proxy



(TEAR HERE)



PROXY FORM



BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office : B-15/4, M.I.D.C., Waluj, Aurangabad - 431 133 (M.S.), India

CIN: L29220MH1986PLC041214; Website: www.birlaprecision.in; Email: info@birlaprecision.com; Phone: (0240) 2554300

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s) :
Registered address :
E-mail id :
Folio No. / Client Id :
DP ID :

I / We, being the member(s) of _____ Equity Shares of Birla Precision Technologies Limited, hereby appoint

- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her
- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her
- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Eight Annual General Meeting of the Company, will be held on Wednesday the **30th day of September 2015 at 11.30 A.M.** at B-15/4, M.I.D.C., Waluj, Aurangabad - 431 133 and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated overleaf

Sr. No	Resolution	Options	
		For	Against
1	Adopt the Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended as on that date together with the Report of Directors' and the Auditors'.		
2	Appointment of Director in place of Mrs. Avanti Birla (DIN 00167903), who retires by rotation, and being eligible, offers herself for re-appointment.		
3	Appointment of M/s. Thakur, Vaidyanath Aiyar & Co. Chartered Accountants as Statutory Auditor of the Company		
4	Appointment of Mr. Shiv Charan Agarwal (DIN 00956339) an Independent Director of the Company.		
5	Appointment of Mr. Kasturirangan Narayanan (DIN 07246744) an Independent Director of the Company		
6	Adoption of new set of Articles of Association		
7	Ratification of Remuneration to Cost Auditor		
8	Approve related party transactions with M/s. Nirved Traders Private Limited		
9	Approve related party transactions with M/s. Godavari Corporation Private Limited		
10	Approve related party transactions with M/s. Birla Infrastructure Limited		
11	Approve related party transactions with M/s. Birla Shloka Edutech Limited		

Signed this _____ day of _____ 2015.

Affix. Re.
1/- Revenue
Stamp

Signature

Notes :

1. This form of proxy, in order to be effective, should be completed, duly signed and stamped and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. A proxy need not be member of the company.
3. A person can act as a proxy on behalf of member not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
4. It is optional to indicate your preference, if you leave the "For" and "Against" column blank against any/or all the regulations, your proxy will be entitled to vote in the manner as he/she think appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
7. Members are requested to bring their copy of the Annual Report alongwith them at the Annual General Meeting as extra copy of the Annual Report will not be made available for reasons of economy.