

NOTICE OF THE 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the **32nd Annual General Meeting** of the members of **Birla Precision Technologies Limited** will be held on Saturday 28th September, 2019 at 3.00 p.m., at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006 to transact the following business: -

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements as on 31st March, 2019 along with the Report of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. **Re-appointment of Mr. Vedant Birla (DIN: 03327691) as Chairman cum Managing Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended from time to time, read with Schedule V to the Act and subject to the approval by a resolution of the shareholders in general meeting and such other consents and permission as may be required, Shri Vedant Birla be and is hereby appointed as Chairman & Managing Director of the company for a period of three years commencing from 18th May, 2019;

RESOLVED FURTHER THAT in the event of insufficiency or inadequacy of profit in any financial Year during the tenure of Mr. Vedant Birla, the decided remuneration shall be paid as the minimum remuneration;

RESOLVED FURTHER THAT any one director of the Company be and is hereby authorised to sign and file requisite MGT-14 and MR-1 with the Registrar of Companies (Mumbai) and to do all other deeds, things and acts that are necessary to give effect to the matter including all necessary returns and declarations and to make necessary entries in the statutory records and registers of the Company in relation to such appointment.”

3. **Appointment of Ms. Roshani Vilas Gangawane (DIN 08403286), as Non-Executive Independent Director**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 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 Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Roshani Vilas Gangawane (DIN 08403286) who was appointed as an Additional Director of the Company with effect from 28th March, 2019 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that she is eligible for appointment and she meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as non-executive independent Director of the Company for a period of 3 consecutive years i.e. upto 27th March, 2022 and that she shall not be subject to retirement by rotation.”

4. **Appointment of Mr. Sandeepkumar Surendra Gupta (DIN 08403308), as Non-Executive Independent Director**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 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 Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Sandeepkumar Surendra Gupta (DIN 08403308), who was appointed as an Additional Director of the Company with effect

from 28th March, 2019 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that he is eligible for appointment and he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as non-executive independent Director of the Company for a period of 3 consecutive years i.e. upto 27th March, 2022 and that he shall not be subject to retirement by rotation.”

5. Ratification of Remuneration to Cost Auditor

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 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), the remuneration of ₹1,00,000/- (Rupees One Lakh Only) exclusive of applicable GST, travelling and out-of-pocket expenses for the Financial Year ending 31st March, 2020 as approved by the Board of Directors of the Company, payable to Mr. Jayant Galande, Cost Accountant, to conduct the audit of the cost records of the Company be and is hereby ratified and confirmed.

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

6. Ratification of Preferential Allotment

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 42, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members 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 any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches up to 6,07,005 Equity Shares (Six Lakhs Seven Thousand Five Only) of face value of ₹2/- each (Rupees Two Only) fully paid up at an issue price of ₹16.24/- (Sixteen Rupees Twenty-Six Paise Only) (Revised price is Rs. 16.26/- (Sixteen Rupees Twenty-Six Paise only as instructed by BSE) including Premium of ₹14.24/- (Fourteen Rupees Twenty Four Paise Only) per share aggregating to ₹98,57,777/- (Rupees Ninety Eight Lakhs Fifty Seven Thousand Seven Hundred Seventy Seven Only) to M/s. Zenith Dyeintermediates Limited, a company belonging to the promoter group on a preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations;

- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- Allotment shall only be made in dematerialized form.
- The 'Relevant Date' for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is 22nd February, 2019 i.e. being the date which is 30 days prior to the date of meeting in which this resolution was originally passed;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval; and
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the Financial Year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.

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

Place: Mumbai
Date: 31st July, 2019

Shaijal Jain
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 LATER 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 Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses 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 Share Transfer Agent of the Company at the address mentioned below quoting their folio number(s):

M/s. Karvy Fintech Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad – 500 032.
8. 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 Fintech Private Limited.
9. Pursuant to the provision of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, details 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.
10. Electronic copy of the Notice and Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for 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 2018-19 are being sent in the permitted mode.

The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be available on the website of the Company at www.birlaprecision.com.

11. 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 i.e. from Monday to Friday between 11.00 a.m. to 05.00 p.m. up to and including the date of Annual General Meeting of the Company.
12. Members desirous 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 Share Transfer Agent of the Company.
13. 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; and
 - c. send their questions at least 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.
14. 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.
15. 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 which will be in compliance with Section 20 of the Companies Act, 2013 and the rules framed thereunder. 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 Fintech Private Limited - Registrar and Share Transfer Agent of the Company.
16. A route map, showing directions to reach the AGM venue is annexed hereto.
17. 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) Rules, 2014 as substituted vide Companies (Management & Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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 32nd Annual General Meeting. The Company has engaged the services of M/s. Karvy Fintech 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 M/s. Karvy Fintech Pvt. Ltd. [for members whose email IDs are registered with the Company/ Depository Participant(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 Cutoff 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 corporatesolutions14@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. 20th September, 2019 they may write to the Karvy on the email Id evoting@karvy.com (or)

contact Mr. U S Singh on 040-67162222, at Karvy Fintech 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 will commence on 25th September, 2019 (9.00 AM IST) Wednesday and will end on 27th September, 2019 (5.00 PM IST) Friday. 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 20th September, 2019, 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.
- iii. The Board of Directors has appointed Mr. Anil Somani Proprietor of M/s. Anil Somani & Associates, Company Secretary in Practice (Membership No.36055) 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 owners 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. 20th September, 2019.
- 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. 20th September, 2019, only shall be entitled to avail the facility of remote e-voting/voting at 32nd 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 at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizers report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company. The Chairman, or any other person authorized by the chairman, 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).

The results declared along with the Scrutinizer’s Report shall be placed on the Company’s Website: www.birlaprecision.com 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: 31st July, 2019

Shaibal Jain
Company Secretary

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 2**

Mr. Vedant Birla (DIN 03327691) was re-appointed as Chairman & Managing Director of the company at the Board Meeting held on 28th May, 2019 by the Board of Directors for the period of consecutive three years. Based on the recommendation of the Nomination and Remuneration Committee, the Companies (Appointment and Remuneration of Managerial Personnel), Rule 2014, and Articles of Association of the Company, and subject to the approval of the members of the Company.

Mr. Vedant Birla has completed his graduation in Bachelors in Accounts and Finance (B.A.F) from HR College, Mumbai; post which he has acquired a Master's degree from Regents Business School, London. He is well acquainted with all manufacturing techniques like Six Sigma, LEAN, etc. He has worked earlier at Hindustan Unilever, Philip Capital (UK), Heron International (UK), and IBD, thus giving him diverse range or exposure in fields of Real Estate, Financial services, FMCG, Advertising.

SALARY/ALLOWANCE/PERQUISITES/ BENEFITS

1. He shall be entitled to a salary ₹34,00,000/- P.A.
2. He shall be entitled for the incentive based on the performance under key Result Area (KRA) evaluation.
3. He shall also be entitled to Company's contribution to provident Fund, Pension Fund, and Gratuity Encashment of Leave as and when applicable as Chairman and Managing Director.
4. Perquisites benefits and allowances includes House Rent Allowance, House Maintenance etc and any other Perquisites benefits and allowances, allowances and Perquisites shall be valued as per the Income Tax Rules and in the absence of any such rules the perquisites shall be evaluated at actual costs to the company.

Except Mr. Vedant Birla 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. 2

The Board of Directors recommend the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

ITEM NO. 3

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 read with Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Roshani Vilas Gangawane was appointed as an Additional Director - Independent on the Board of Company on 28th March, 2019, based on the recommendation of the Nomination and Remuneration Committee. She shall hold office upto the date of the ensuing Annual General Meeting.

The Board of Directors proposes to appoint Ms. Roshani Vilas Gangawane as an Independent Director whose term shall not be subject to retirement by rotation, to hold office for 3 (three) consecutive years i.e. upto 27th March, 2022. Further the Company has received declaration from Ms. Roshani Gangawane that she meets the criteria of independence.

Ms. Roshani Vilas Gangawane (DIN 08403286) is a non-Executive Independent Director of the Company. She is Commerce Post Graduate from Mumbai University.

Except Ms. Roshani Gangawane 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. 3.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

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 read with Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandeepkumar Surendra Gupta was appointed as an Additional Director - Independent on the Board of Company on 28th March, 2019, based on the recommendation of the Nomination and Remuneration Committee. He shall hold office upto the date of the ensuing Annual General Meeting.

The Board of Directors proposes to appoint Mr. Sandeepkumar Surendra Gupta as an Independent Director whose term shall not be subject to retirement by rotation, to hold office for 3 (three) consecutive years i.e. upto 27th March, 2022. Further the Company has received declaration from Mr. Sandeepkumar Surendra Gupta that he meets the criteria of independence.

Mr. Sandeepkumar Surendra Gupta (DIN: 08403308) is a Non-Executive Independent Director of the Company. He has expertise in the field of Finance & Legal. He holds the degree of B. Com and LLB from Mumbai University. He has multiple year experience in Legal stream. He also possesses the knowledge of stock market.

Except Mr. Sandeepkumar Surendra Gupta being an appointee, none of the Directors, Key Managerial Personnels 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 accordance with the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (“the 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 28th May, 2019, 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, 2020 at a remuneration of ₹1,00,000/- (Rupees One Lakh Only) exclusive of applicable GST, 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. 5 of the Notice to the members for their approval.

None of the Directors, Key Managerial Personnels of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

This resolution was originally passed in the meeting of the Shareholders of the Company held on 25.03.2019, this is being ratified because Regulation 163 (1) (i) of SEBI (ICDR) Regulations (disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter) inadvertently escaped from the notice issued. Hence the approval of the shareholders is required to ratified this resolution.

The Company has total borrowed fund ₹98,57,777 as unsecured loan along with interest from M/s. Zenith Dyeintermediates Limited, a company belonging to the promoter group. The Company has now requested that this unsecured loan along with interest be converted into Equity Shares. Based on the said request, the Board resolved to issue, offer and allot upto 6,07,005 Equity Shares (Six Lakhs Seven Thousand Five Only) at ₹16.24/- each (the price was revised to Rs. 16.26 as per the direction

of BSE, so the number of shares to be allotted reduced to 606259 only) (including premium of ₹14.24/- each) to M/s. Zenith Dyeintermediates Limited, Promoter on a preferential basis, by conversion of their unsecured loans into Equity Shares. The special resolution as mentioned under Item No. I proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

Sr. no	Name of the Proposed Allottee	Amount outstanding as on 22 nd February, 2019 (in ₹)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (in ₹)
I	Zenith Dyeintermediates Limited	98,57,777	6,06,259	Nil

The information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations is as stated below:

- (i) Object of the Issue through preferential Allotment: The object of this issue is to convert the outstanding unsecured loan into Equity Shares.
- (ii) Pricing of the Issue and Relevant Date: The issue of equity shares on preferential basis to the promoters/non promoters of the company will be in such manner and on such price under the SEBI (ICDR) Regulations. The SEBI (ICDR) Regulations, in terms of Regulation 164 (I), inter alia, provide that the price of the equity shares to be issued in terms of a preferential allotment shall not be less than higher of the following:
 - a) The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the stock exchange during the twenty-six weeks preceding the relevant date; OR
 - b) The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on the stock exchange during the two weeks preceding the relevant date.

Assuming 22nd February, 2019 as relevant date, the issued price computes to ₹16.24/- per share (₹ 16.26 as revised). The Board of Directors has decided to issue the Equity shares at ₹16.24/- per share (₹ 16.26 as revised). Accordingly, the number of Equity Shares proposed to be issued is as under:

Sr. No.	Name of the Allottee	Number of Equity Shares*
I	M/s. Zenith Dyeintermediates Limited	6,06,259

*The number of Equity Shares to be allotted has been calculated on the basis of issue price determined taking the date of this Notice as Relevant Date in terms of pricing formula of Chapter V of SEBI ICDR Regulations. However, the shareholding pattern and issue price on the basis of actual relevant date i.e. 22nd February, 2019 may vary and accordingly number of shares to be allotted may increase or decrease subject to the condition that total investment will not exceed 98,57,777/- in any case.

- (iii) The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:

Only the following promoter group entity has conveyed to the Company in writing to subscribe to the Equity Shares of the Company on preferential basis under the resolution under Item No. I

Sr. No.	Name of the Allottee	Number of Equity Shares*	Category
I	M/s. Zenith Dyeintermediates Limited	6,06,259	Promoter

Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by M/s. Zenith Dyeintermediates Limited:

Name of the Allottee	Pre-Preferential Holding		Proposed Allotment	Post Preferential Holding	
	No. of Shares	%		No. of Shares	%
M/s. Zenith Dyeintermediates Limited	18,65,671	3.42%	6,06,259	24,71,930	4.48%
Total	18,65,671	3.42%	6,06,259	24,71,930	4.48%

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control:

The natural persons who are the ultimate beneficial owner of the shares proposed to be allotted to M/s. Zenith Dyeintermediates Limited.

(iv) Shareholding Pattern before and after preferential issue of the capital would be as follows:

Sr. no	Category	Pre-Preferential issue Shareholding		Post-Preferential issue Shareholding	
		No. of Shares	%	No. of Shares	%
A	Promoters' Holding				
	(i) Indian Promoters				
	(a) Individual/HUF	22445	0.04	22445	0.04
	(b) Bodies Corporate	28244029	51.80	28850288	52.34
	(c) Others (Trusts)	41620	0.08	41620	0.08
	(ii) Foreign Promoters				
	- Individual	0	0	0	0
	- Bodies Corporate	0	0	0	0
	Sub Total (A)	28308094	51.92	28915099	52.46
B	Non-Promoters' Holding				
	Mutual Fund/UTI	217	0	217	0
	FIs/Banks	57637	0.11	57637	0.10
	FIIIs	0	0.00	0	0.00
	Bodies Corporate	5392537	9.89	5392537	9.78
	Residents Individuals	20220864	37.09	20220864	36.68
	NRI	388351	0.71	388351	0.70
	Foreign Nationals	0	0	0	0
	Overseas Corporate Bodies	0	0	0	0
	Clearing Members	31944	0.06	31944	0.06
	Directors/Relatives	0	0	0	0
	Foreign Trusts	0	0	0	0
	Indian Trust	847	0	847	0
	NBFC	83	0	83	0
	IEPF	116853	0.22	116853	0.22
		Sub Total (B)	26209333	48.08	26209333
	Grand Total (A+ B)	54517427	100.00	55123686	100.00

Note: The above pre-issue shareholding pattern is prepared as on 31.12.2018.

* The number of Equity shares to be allotted on preferential basis pursuant to this resolution has been calculated on the basis of issue price taking the date 22.02.2019 as Relevant Date in terms of pricing formula of Chapter V of SEBI ICDR Regulations. However, the post shareholding pattern may vary depending upon the actual issue price and numbers to be allotted.

(v) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations the company shall complete the allotment of Equity Shares as on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

(vi) Lock-in period of shares: The Equity shares to be allotted to the promoters/non promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations.

(vii) Auditors certificate: The certificate from Thakur Vaidyanath Aiyar & Co., Chartered Accountants, the Statutory Auditors of the Company, to the effect that the present preferential issue is being made in accordance with the requirements contained in the chapter V of the ICDR Regulations shall be placed at the Extraordinary General Meeting.

(viii) Change in control: The present allotment is being made to promoters will not result in any change in the control of the Company.

(ix) Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter: One of the consortium bank of other group company has declared one of the promoter as willful defaulter. Since it is bad in law, hence individual promoter is filing challenging application and defamation suit against the bank. Except this none of the director nor the issuer or any of the promoters is a willful defaulter.

Undertakings:

(a) The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the ICDR Regulations where it is required to do so.

(b) The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

None of the Directors, Key Managerial Personnel or their respective relatives except M/s. Zenith Dyeintermediates Limited is in any way concerned or interested in the resolution mentioned as Item No. 6 of the Notice.

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

Place: Mumbai
Date: 31st July, 2019

Shaijal Jain
Company Secretary

**Details of Directors Seeking Appointment/Re-appointment at the
32nd Annual General Meeting of the Company.**

**[In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations 2015]**

Name of Director	Mr. Vedant Birla	Ms. Roshani Vilas Gangawane	Mr. SandeepKumar Gupta
DIN	03327691	08403286	08403308
Date of Birth	25 th December, 1991	11 th October, 1992	02 nd July, 1991
Date of Appointment/Re-appointment	18 th May, 2019	28 th March, 2019	28 th March, 2019
Qualification	Masters in General Management from RBS, UK	Masters in Commerce from Mumbai University	B. Com and LLB from Mumbai University
List of other Indian Public Limited Companies in which Directorship held	Shrinika Infra Limited	-	PB Lifestyle Limited
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee)	NIL	NIL	NIL
Number of shares held in the company	NIL	NIL	NIL
Relationship between directors inter-se	None	None	None

CIN: L29220MH1986PLC041214

Website: www.birlaprecision.comEmail Id: info@birlaprecision.com**Registered Office:**

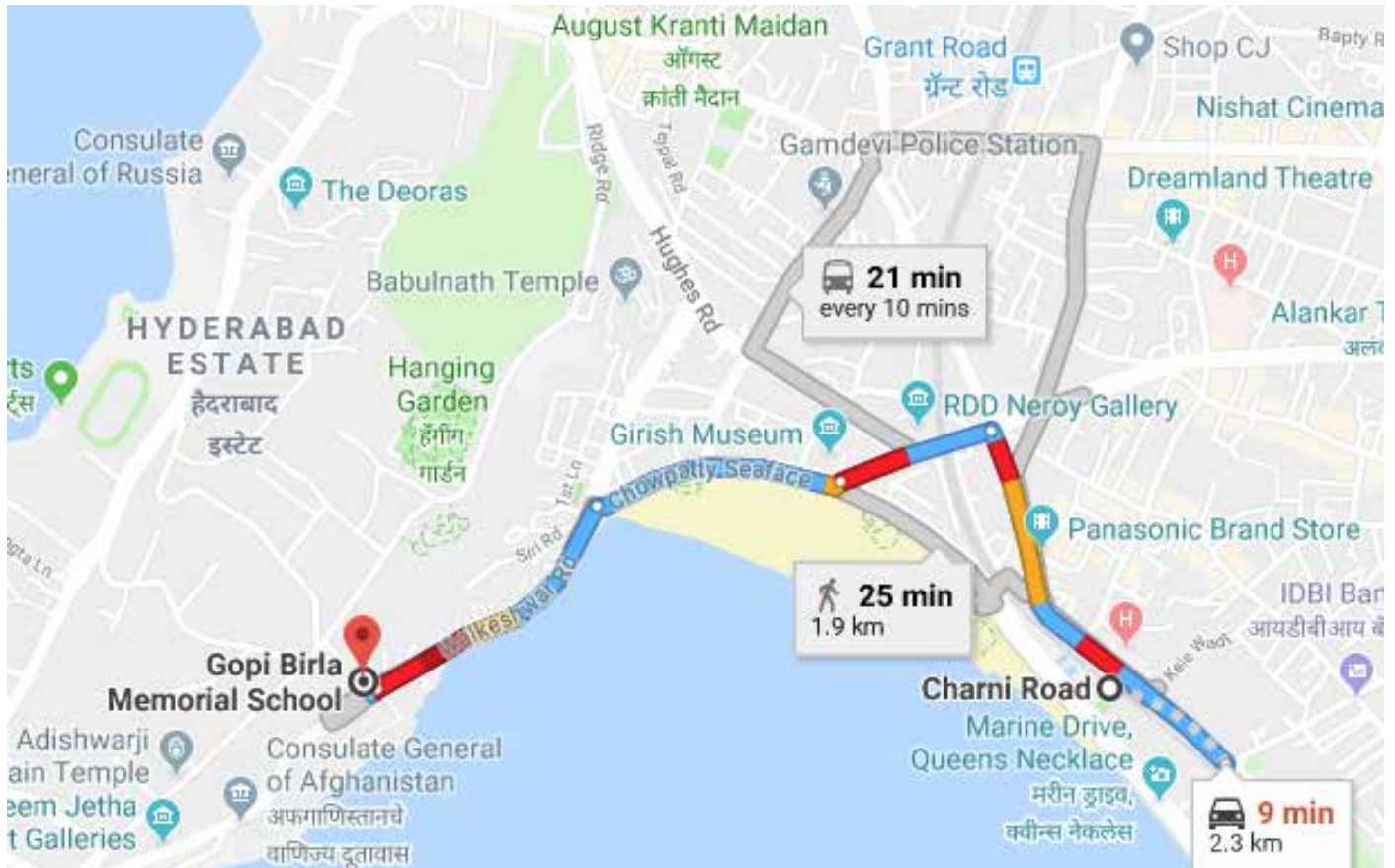
23, Birla Mansion No. 2, 1st Floor,
D. D. Sathe Marg, Prarthana Samaj,
Mumbai 400 004

Route Map to venue of AGM of Birla Precision Technologies Limited

Venue: Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006

Date: 28th September, 2019

Day and Time: Saturday, 03.00 p.m.



**ATTENDANCE SLIP
BIRLA PRECISION TECHNOLOGIES LIMITED**

Registered Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004

CIN: L29220MH1986PLC041214; **Website:** www.birlaprecision.com; **Email:** info@birlaprecision.com; **Phone:** (022) 23825060

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 **32nd ANNUAL GENERAL MEETING** held on Saturday, 28th September, 2019 at 3.00 p.m. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006.

Signature of the Member / Authorised Representative / Proxy.....

PROXY FORM

BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004

CIN: L29220MH1986PLC041214; **Website:** www.birlaprecision.com; **Email:** info@birlaprecision.com; **Phone:** (022) 23825060

(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

1. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____, or failing him / her
2. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____, or failing him / her
3. 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 Thirty Second Annual General Meeting of the Company, will be held on Saturday, 28th September, 2019 at 3.00 p.m. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006 and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated overleaf.

S r No.	Resolution	Options	
		For	Against
1	To adopt the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended as on that date together with the Report of Board and the Auditors'.		
2	Re-Appointment of Mr. Vedant Birla (DIN 03327691) Chairman cum Managing Director of the Company, who retires by rotation, and being eligible, offers herself for re-appointment.		
3	Appointment of Ms. Roshani Vilas Gangawane (DIN 08403286) as non-executive Independent Director of the Company		
4	Appointment of Mr. Sandeepkumar Surendra Gupta (DIN 08403308) as non-executive Independent Director of the Company		
5	Ratification of Remuneration to Cost Auditor		
6	Ratification of Preferential Allotment		

Signed this _____ day of _____ 2019.

Affix. ₹ 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 resolutions, 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 along with them at the Annual General Meeting as extra copy of the Annual Report will not be made available for reason of economy.