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Annual Report 2021-2022



BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj,
Mumbai 400 004 Tel. No.: 022-23825060

Visit us at: www.birlaprecision.com Email id: info@birlaprecision.com

Corporate Identity Number (CIN): L29220MH1986PLC041214

Scrp Code (BSE): 522105

BOARD OF DIRECTORS:-

Mr.Vedant Birla	-	Chairman & Managing Director
Mr. Santhosh Kumar	-	Executive-Director
Mr.Aditya	-	Independent Director (Resigned w.e.f. 12.11.2021)
Mrs. Pooja Tiwari	-	Woman Independent Director (Resigned w.e.f. 10.02.2022)
Mr.Anil Santosh Verma	-	Independent Director (Resigned w.e.f. 08.08.2022)
Ms. Rekha Gupta	-	Independent Director (Resigned w.e.f. 08.08.2022)
Mr. Govind Gupta	-	Independent Director (Resigned w.e.f. 10.02.2022)
Mr. Rajeev Sharma	-	Independent Director (Resigned w.e.f. 08.08.2022)
Mr. Sanjay Kothari	-	Non Executive Non Independent Director (Appointed w.e.f. 10.02.2022)
Mr. Srinivasan Raghavan		
Dorai Rajan	-	Independent Director (Appointed w.e.f. 10.02.2022)
Mr.Vikas Thapa	-	Independent Director (Appointed w.e.f. 08.08.2022)
Ms. Raji Vishwanathan	-	Woman Independent Director (Appointed w.e.f. 08.08.2022)
Ms. Tulsi Jayakumar	-	Independent Director (Appointed w.e.f. 08.08.2022)

KEY MANAGERIAL PERSONNELS

Mr. Harish Pareek	-	CFO (Appointed w.e.f. 10.02.2022)
Mr. Parth Matolia	-	Company Secretary

STATUTORY AUDITORS

: M/s Valawat & Associates
Chartered Accountant
Udaipur

BANKERS

HDFC Bank Limited
Janata Sahakari Bank

PLANT LOCATIONS

: **Tool Holder Division:**
B-15/4, M.I.D.C., Waluj, Aurangabad – 431 133
Tool Division:
B-15/3/1, M.I.D.C., Waluj, Aurangabad – 431 133
62/63, M.I.D.C., Satpur, Nashik – 422 007
Foundry Division:
B-15/3/2, M.I.D.C. Area, Waluj, Aurangabad – 431 133

**REGISTRAR & SHARE
TRANSFER AGENTS**

: M/s. Kfin Technologies Private Limited
Karvy Selenium Tower-B, Plot No. 31 & 32,
Financial District, Gachibowli,
Nanakramguda, Serlingampally,
Hyderabad – 500 032

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35th Annual General Meeting	

NOTICE OF THE 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the members of Birla Precision Technologies Limited will be held on Tuesday, 27th September, 2022 at 11.00 a.m. through Video Conferencing (“VC”)/ other Audio Visual Means (“OAVM”), to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022 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; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March 2022, and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Mr. Vedant Birla (DIN: 03327691), who retires by rotation, and being eligible, offers himself for re-appointment; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vedant Birla (DIN: 03327691) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a director of the Company.”

SPECIAL BUSINESS:

3. 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 Rs. 75,000/- (Rupees Seventy Five Thousands Only) exclusive of applicable GST, travelling and out-of-pocket expenses for the financial year ending 31st March, 2023 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.”

4. **Appointment of Mr. Vikas Thapa as (DIN: 07804776) Non-Executive Independent Director of Company.**

To consider and if thought fit, to pass the following resolution as a **Special 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. Vikas Thapa (DIN: 07804776) who was appointed as an Additional Director of the Company with effect from 8th August, 2022 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 for a period of 5 consecutive years i.e. upto 7th August, 2027 and that he shall not be subject to retirement by rotation.

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.”

5. Appointment of Ms. Raji Vishwanathan (DIN: 02680148) as Non-Executive Woman Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special 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. Raji Vishwanathan (DIN: 02680148) who was appointed as an Additional Director of the Company with effect from 8th August, 2022 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that he is eligible for appointment and she meets the criteria of independence as provided under Section 149(6) of the Act for a period of 5 consecutive years i.e. upto 7th August, 2027 and that she shall not be subject to retirement by rotation.

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. Appointment of Ms. Tulsi Jayakumar (DIN: 09562207) as Non -Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special 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. Tulsi Jayakumar (DIN: 09562207) who was appointed as an Additional Director of the Company with effect from 8th August,

2022 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that he is eligible for appointment and she meets the criteria of independence as provided under Section 149(6) of the Act for a period of 5 consecutive years i.e. upto 7th August, 2027 and that she shall not be subject to retirement by rotation.

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.”

7. Re-appointment and revision in remuneration of Mr. Vedant Birla (DIN: 03327691) as Chairman & Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the consent of members be and is hereby accorded for the re-appointment of Mr. Vedant Birla Patel (DIN: 03327691) as a Managing Director of the Company for a term of five years commencing from 28th May, 2022 as per the terms and conditions mutually agreed upon between the Company and Mr. Vedant Birla.

RESOLVED FURTHER THAT the following terms and conditions to be approved considering the limit specified under Section 197 and Schedule V of the Act:

Consolidated Salary, Perquisites and Performance Bonus, etc: Rs. 4,00,000/- per month.

In addition to above, he shall be entitled to receive the following:

- a) He shall be entitled to receive incentives based on the performance under Key Result Area (KRA) evaluation.
- b) He shall also be entitled to Company’s contribution to Provident Fund, Pension Fund and Gratuity

Encashment of leave and when applicable as Chairman & Managing Director of the Company.

- c) Perquisite benefits and allowance includes House Rent Allowance, House Maintenance etc. and any other Perquisite benefits and allowances.
- d) Allowances and perquisites shall be valued as per Income Tax Rules and in the absence of any such rules the perquisites shall be evaluated as actual costs to the Company.

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

- 8. Re-appointment and revision in remuneration of Mr. Santhosh Kumar (DIN: 08686131) as Executive Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 152, 197, 198 and Schedule V to the Companies Act, 2013 (“the Act”) read with the Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other relevant rules made there under to the extent applicable, on the recommendation of Audit Committee , Nomination & Remuneration Committee and subject to other approvals as required, consent of the members, be and is hereby accorded for re-appointment of Mr. Santhosh Kumar w.e.f. 24.05.2022 revision in payment of consolidated remuneration w.e.f. 24.05.2022 not exceeding Rupees 14,07,984/- per annum to Mr. Santhosh Kumar (DIN: 08686131), Executive Director of the Company, provided that such variation or increase is within specified limit as under the relevant provisions of Section 197, 198 and Schedule V to the Companies Act, 2013 on the such terms and conditions of revision of remuneration as mentioned below:-

- a) He shall be entitled to receive incentives based on the performance under Key Result Area (KRA) evaluation.

- b) He shall also be entitled to Company’s contribution to Provident Fund, Pension Fund and Gratuity Encashment of leave and when applicable as Chairman & Managing Director of the Company.

- c) Perquisite benefits and allowance includes House Rent Allowance, House Maintenance etc. and any other Perquisite benefits and allowances.

- d) Allowances and perquisites shall be valued as per Income Tax Rules and in the absence of any such rules the perquisites shall be evaluated as actual costs to the Company.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, with in specified limit as the case may be, as specified under the relevant provisions of Section 197, 198 and Schedule V to the Companies Act, 2013 subject to any amendment in the provisions of the aforesaid sections.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

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

Parth Matolia
Company Secretary

Place: Mumbai
Date: 29th August, 2022

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 here to 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. 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. Kfin Technologies Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad – 500 032.
7. 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 amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 5, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.birlaprecision.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 21st September, 2022 to Monday, 27th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
10. The Board of Directors has appointed Mr. Rahul Gupta, of B R Gupta & Co, Company Secretary in Practice (Membership No.43021, COP No.20863) as a Scrutinizer.
11. 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. Friday, 23rd September, 2022, only shall be entitled to avail the facility of e-voting.
12. 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. Kfin Technologies Limited, Karvy Selenium Tower-B, Plot No. 31&32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad – 500032.

13. 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on **Saturday, 24th September, 2022, at 09:00 a.m. and ends on Monday, 26th September, 2022 05:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.

Friday, 16th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 16th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step I: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the EVoting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.guptarahul@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre (Sr. Manager) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card),AADHAR (self attested scanned copy of Aadhar Card) by email to cs@birlaprecision.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@birlaprecision.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step I (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@birlaprecision.com. The same will be replied by the company suitably.

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 i.e. NSDL 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

Parth Matolia
Company Secretary & Compliance Officer

Place: Mumbai
Date: 29th August, 2022

ANNEXURE TO THE NOTICE

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

ITEM NO. 3

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 24.05.2022, 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, 2022 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand 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 of the Company.

None of the Directors, Key Managerial Personnel's of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board of Directors of the Company recommend the **Ordinary Resolution** as set out at **Item No. 3** of the Notice to the members for their approval.

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. Vikas Thapa (DIN: 07804776) was appointed as an Additional Director – Non-Executive Independent on the Board of Company on 8th August, 2022. He shall hold office upto the date of the ensuing Annual General Meeting.

The Board of Directors proposes to appoint Mr. Vikas Thapa as an Independent Director whose term shall not be subject to retirement by rotation, to hold office for five(5) consecutive years i.e. upto 7th August, 2027. Further, the Company has received declaration from Mr. Vikas Thapa that he is not disqualified and meets the criteria of independence.

Except Mr. Vikas Thapa 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 recommends the **Special 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 read with Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Raji Vishwanathan (DIN: 02680148) was appointed as an Additional Director – Non-Executive (Woman) Independent on the Board of Company on 8th August, 2022. She shall hold office upto the date of the ensuing Annual General Meeting.

The Board of Directors proposes to appoint Ms. Raji Vishwanathan as an Woman Independent Director whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years i.e. upto 7th August, 2027. Further, the Company has received declaration from Ms. Raji Vishwanathan that she is not disqualified and meets the criteria of independence.

Except Ms. Raji Vishwanathan 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 recommend the **Special Resolution** set out at **Item No. 5** of the Notice for approval by the Members.

ITEM NO. 6

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. Tulsi Jayakumar (DIN: 09562207) was appointed as an Additional Director – Non-Executive Independent on the Board of Company on 8th August, 2022. She shall hold office

upto the date of the ensuing Annual General Meeting.

The Board of Directors proposes to appoint Ms. Tulsi Jayakumar as an Independent Director whose term shall not be subject to retirement by rotation, to hold office for five(5) consecutive years i.e. upto 7th August, 2027. Further, the Company has received declaration from Tulsi Jayakumar that she is not disqualified and meets the criteria of independence.

Except Ms. Tulsi Jayakumar 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. 6.

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

Mr. Vedant Birla has been re-appointed on the Board of the Company in as a Managing Director in their meeting held on 28th May, 2022. The Board decided to approve the reappointment and revision in remuneration of the Director. The special resolution for his re- appointment upto five years and revision in remuneration subject to the provisions of Section 196,197, 198, 203 read with schedule V and all other applicable provision of the Companies Act, 2013 is hereby accorded.

Reference to the provision of section 196, 197,198 and 203 of the Companies Act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) vide its notification dated 18th March, 2021 amended schedule V of Companies Act, 2013 which provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 5 years by way of special resolution. Hence the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration is within specified limit as specified under the relevant provisions of Section 196, 197,198, 203 and Schedule V to the Companies Act, 2013.

Except Mr. Vedant Birla none of the other Directors, Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no.6.

ITEM NO. 8

Mr. Santosh Kumar has been re-appointed on the Board of the Company w.e.f. 24.05.2022. He is an Executive Director and involved in day to day affairs of the Company. With reference to the provision of Section 197,198 read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) vide its notification dated 18th March, 2021 amended schedule V of Companies Act, 2013 which provides for payment of managerial remuneration and other directors by Companies, requires members approval by way of special resolution. Hence the Board recommends the resolution for member approval, provided that such variation or increase in remuneration is within specified limit as specified under the relevant provisions of Section 197,198 and Schedule V to the Companies Act, 2013.

Except Mr. Santosh Kumar, none of the other Directors, Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no.8.

By order of the Board of Directors
For Birla Precision Technologies Limited

Parth Matolia
Company Secretary

Place: Mumbai
Date: 29th August, 2022

**Details of Directors Seeking Appointment/Re-appointment at the
35th 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	Mr. Santosh Kumar	Mr.Vikas Thapa
DIN	03327691	08686131	07804776
Date of Appointment/Re-appointment	28-05-2022	24-05-2022	08.08.2022
Date of Birth	25-12-1991	15-02-1971	01-07-1965
Qualification	Master's Degree from Regents Business School, London	B.Com	MBA, Post Graduate Diploma in Industrial Relations
List of other Indian Public Limited Companies in which Directorship held	Nil	Nil	Nil
Membership/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	NA	NA	NA

Name of Director	Ms. Raji Vishwanathan	Ms. Tulsi Jayakumar
DIN	02680148	09562207
Date of Appointment	08.08.2022	08.08.2022
Date of Birth	23-05-1959	26-09-1969
Qualification	B.Sc (Microbiology), Diploma in Business Management and Masters in Law	Ph.d (Economics)
List of other Indian Public Limited Companies in which Directorship held	Nil	Nil
Membership/Chairmanships of Committees of other public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee)	Nil	Nil
Number of Shares held in the Company	Nil	Nil
Relationship between Directors inter-se	N.A	N.A