

# BIRLA PRECISION TECHNOLOGIES LIMITED

## Registered Office

B-15/4, M.I.D.C., Waluj, Aurangabad – 431 133 (M.S.) Tel. No.: (0240) 2554300, Fax No.: (0240) 2554302

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

Corporate Identity Number (CIN): L29220MH1986PLC041214

Scrip Code (BSE): 522105

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that the Extraordinary General Meeting of the members of **Birla Precision Technologies Limited** will be held on Wednesday, 23<sup>rd</sup> May, 2018 at 11.30 a.m. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006 to transact the following business:-

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: Shifting of Registered Office 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 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from B-15/4, M.I.D.C. Industrial Area, Waluj, Aurangabad 431 133 to 23, Birla Mansion No. 2, 1<sup>st</sup> Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

#### **ITEM NO. 2: Issue of Equity Shares on preferential basis:**

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, 2009 (“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 18,72,659 Equity Shares (Eighteen Lakhs Seventy Two Thousand Six Hundred Fifty Nine Only) of ₹ 8.01/- each to 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 VII of the ICDR Regulations or any other provision 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 Allottees 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 Allottees 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 allottees is 23<sup>rd</sup> April, 2018 i.e. being the date which is 30 days prior to the date of this meeting;

- 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 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; 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 allottees 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:** 13<sup>th</sup> April, 2018

**Vandana Patil**  
Company Secretary

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) with respect to the Special Business set out in the Notice is annexed.
2. **A member entitled to attend and vote at the Extraordinary 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 copy of this notice 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. Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad – 500 032.
7. 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.
8. 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 between 11.00 a.m. to 05.00 p.m. up to and including the date of Extraordinary General Meeting of the Company.
9. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.

10. 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.
11. In support of the "Green Initiative" announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.
12. A route map, showing directions to reach the EGM venue is annexed hereto.
13. 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 Extraordinary 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 Extraordinary General Meeting (EGM) 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 Computershare Pvt. Ltd.[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 log in. 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 log in 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](mailto:cssmithasingh@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).

**B. In case a Member receives physical copy of the EGM Notice [for members whose e mail 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 EGM Notice but on or before the cut-off date i.e. Friday, 18<sup>th</sup> May , 2018 they may write to the Karvy on the email Id [evoting@karvy.com](mailto:evoting@karvy.com) (or) contact Mr. U S Singh on 040-67162222, at Karvy Computershare Private 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 Sunday, 20<sup>th</sup> May, 2018 (9.00 AM IST) and will end on Tuesday, 22<sup>nd</sup> May, 2018 (5.00 PM 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 18<sup>th</sup> May, 2018 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. Rohit Keswani, Practicing Company Secretary (Membership No. ACS 49770) 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. 18<sup>th</sup> May, 2018.
- 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. 18<sup>th</sup> May, 2018, only shall be entitled to avail the facility of remote e-voting/voting at EGM.
- 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 favour or against, if any, forthwith to the Chairman of the Company. The Chairman, or any other person authorised by the chairman, shall declare the result of the voting forthwith.
- vii. The Results shall be declared on or after the EGM of the Company and the resolution will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

The results declared alongwith the Scrutinizer's report shall be placed on the Company's Website: [www.birlaprecision.in](http://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.

## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 1

Presently, the Company's Registered Office is located at B-15/4, M.I.D.C. Industrial Area, Waluj, Aurangabad 431 133. The Board of Directors of your Company at their meeting held on 14th February, 2018 has decided to shift the Registered Office of the Company from the 'B-15/4, M.I.D.C. Industrial Area, Waluj, Aurangabad 431 133, Maharashtra' to '23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004, Maharashtra' to carry on the business of the Company more economically and efficiently and with better operational convenience. Majority of public shareholders of the Company including Financial Institutional Investors (FIIs), Mutual Funds and Financial Investors are based at Mumbai and therefore shifting of Registered Office to Mumbai shall facilitate better coordination and interaction with shareholders, FIIs, Mutual Funds, Financial Investors and leading to improve investors' relationship.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Though Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 requires the Company to pass the resolution through Postal Ballot for shifting of registered office outside the local limits of any city, town or village, but as per the Companies (Amendment) Act, 2017, any item of business required to be transacted at a general meeting by a Company which is required to provide the facility to members to vote by electronic means. As the Company has more than 1,000 shareholders in the Company, the Company is providing facility to the members to vote electronically at the Extraordinary General Meeting. Therefore the Board recommends the Resolution as set out in Item No. 1 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 1 of the Notice.

#### ITEM NO. 2

The promoters had arranged ₹ 1.50 crores during the year, and induced the same as unsecured loan in the Company from Zenith Dyeintermediates Limited, a company belonging to the promoter group. The Company has now requested that this unsecured loan be converted into Equity Shares. Based on the said request, the Board resolved to issue, offer and allot upto 18,72,659 Equity Shares (Eighteen Lakhs Seventy Two Thousand Six Hundred Fifty Nine Only) of ₹ 8.01/- each to 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. 2 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 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 23 <sup>rd</sup> April, 2018 (in ₹)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (in ₹)
1	Zenith Dyeintermediates Limited	1,50,00,000	18,72,659	Nil

The information pertaining to the proposed preferential allotment in terms of the Chapter VII of the 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, terms and the ICDR Regulations. The ICDR Regulations, in terms of Regulation 76, 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 April 23, 2018 as relevant date, the issued price computes to ₹ 8.01 per share. The Board of Directors has decided to issue the Equity shares at ₹ 8.01 per share. Accordingly, the number of Equity Shares proposed to be issued is as under:

Sr. No.	Name of the Allottee	Number of Equity Shares*
1	Zenith Dyeintermediates Limited	18,72,659

\*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 VII of SEBI ICDR Regulations. However, the shareholding pattern and issue price on the basis of actual relevant date i.e. April 23, 2018 may vary and accordingly number of shares to be allotted may increase or decrease subject to the condition that total investment will not exceed Rs. 1,50,00,000/- 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. 2

Sr. No.	Name of the Allottee	Number of Equity Shares*	Category
1	Zenith Dyeintermediates Limited	18,72,659	Promoter

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

Name of the Allottee	Pre Preferential Holding		Proposed Allotment	Post Preferential Holding	
	No. of Shares	%		No. of Shares	%
Zenith Dyeintermediates Limited	0	0.00	18,72,659	18,72,659	3.43
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>18,72,659</b>	<b>18,72,659</b>	<b>3.43</b>

(v) 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 Zenith Dyeintermediates Limited is Mr. Rajasekhara Raghava Kurup.

(vi) 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	%
<b>A</b>	<b>Promoters' Holding</b>				
	(i) Indian Promoters				
	(a) Individual/HUF	22445	0.04	22445	0.04
	(b) Bodies Corporate	26378358	50.10	28251017	51.81
	(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)	26442423	50.22	28315082	51.93
<b>B</b>	<b>Non Promoters' Holding</b>				
	Mutual Fund/UTI	217	0	217	0
	FIs/Banks	57650	0.11	57650	0.11
	FII's	0	0.00	0	0.00
	Bodies Corporate	5188915	9.86	5188915	9.52
	Residents Individuals	20523106	38.98	20523106	37.64
	NRI	318349	0.61	318349	0.58

Foreign Nationals	0	0	0	0
Overseas Corporate Bodies	0	0	0	0
Clearing Members	3313	0.01	3313	0.01
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	0.21
Sub Total (B)	26209333	49.78	26209333	48.07
<b>Grand Total (A+ B)</b>	<b>52651756</b>	<b>100.00</b>	<b>54524415</b>	<b>100.00</b>

Note: The above pre-issue shareholding pattern is prepared as on 31.03.2018

\*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 of this Notice as Relevant Date in terms of pricing formula of Chapter VII of SEBI ICDR Regulations. However, the post shareholding pattern may vary depending upon the actual issue price and numbers to be allotted.

(vii) 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.

(viii) 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.

(ix) 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 VII of the ICDR Regulations shall be placed at the Extraordinary General Meeting.

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

(xi) 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 Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 2 of the Notice.

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

Place: Mumbai  
Date: 13<sup>th</sup> April, 2018

**Vandana Patil**  
Company Secretary

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**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 Extraordinary General Meeting held on Wednesday, 23<sup>rd</sup> May, 2018 at 11.30 a.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 : 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 Extraordinary General Meeting of the Company, will be held on Wednesday, 23<sup>rd</sup> May, 2018 at 11.30 a.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 EGM Notice convening the meeting, as are indicated overleaf.

Sr. No.	Resolutions	Options	
		For	Against
<b>SPECIAL BUSINESS</b>			
1	Shifting of Registered Office of the Company from 'B- 15/4, M.I.D.C. Industrial Area, Waluj, Aurangabad 431 133' to '23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004' pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).		
2	Issue of Equity Shares on preferential basis		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

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.

## Route Map to venue of EGM of Birla Precision Technologies Limited

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

**Date:** May 23, 2018

**Day and Time:** Wednesday, 11.30 a.m.



