

Birla Precision Technologies Limited

**30th Annual Report
2016 - 17**



ISO 9001 : 2008 &
ISO 14001 : 2004
CERTIFIED

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

BOARD OF DIRECTORS	:	Mr. Vedant Birla	-	Chairman & Managing Director
		Mrs. Avanti Birla	-	Director
		Mr. Om Prakash Jain	-	Director
		Mr. Satyanarayan Baheti	-	Director
		Mr. Ritesh Joshi	-	Director
		Ms. Soni Kanojia	-	Additional Director (Appointed w.e.f. 13.04.2017)
		Mr. Jainarayan Bajaj	-	Director (Resigned w.e.f. 14.04.2017)
KEY MANAGERIAL PERSONNELS	:	Mr. Mukunda Mankar	-	Chief Financial Officer (Resigned w.e.f. 31.12.2016)
		Mr. Rajendra Kumar Sharma	-	Chief Financial Officer (Appointed w.e.f. 13.04.2017)
		Ms. Rupa Khanna	-	Company Secretary (Resigned w.e.f. 18.05.2017)
		Ms. Vandana Patil	-	Company Secretary (Appointed w.e.f. 29.05.2017)
STATUTORY AUDITORS	:	M/s. Thakur, Vaidyanath Aiyar & Co.		
		Chartered Accountants		
		11-B Vatsa House, (RPI House),		
		Janmabhoomi Marg, Fort, Mumbai – 400 001		
BANKERS	:	ICICI Bank Limited		
		HDFC Bank Limited		
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. Karvy Computershare Private Limited		
		Karvy Selenium Tower-B, Plot No. 31 & 32,		
		Financial District, Gachibowli,		
		Nanakramguda, Serlingampally,		
		Hyderabad – 500 032		

30th Annual General Meeting
29th September, 2017 (Friday) at 11.00 a.m.
at Registered Office of the Company at
B-15/4, M.I.D.C., Waluj,
Aurangabad - 431 133 (M.S.)

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NOTICE OF THE 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **30th Annual General Meeting** of the members of **Birla Precision Technologies Limited** will be held on Friday, 29th day of September, 2017 at 11.00 a.m., at the Registered Office of the Company at B-15/4, M.I.D.C., Waluj, Aurangabad - 431 133 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended as on that date together with the Report of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Om Prakash Jain (DIN 02553210), who retires by rotation, and being eligible, offers himself for re-appointment.
3. Ratification of appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, (Registration No. 000038N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company scheduled to be held in the year 2018 at such remuneration as may be determined by Board of Directors of the Company."

SPECIAL BUSINESS:

4. **Appointment of Ms. Soni Kanojia (DIN 07790957) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 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. Soni Kanojia (DIN 07790957) who was appointed as an Additional Director of the Company with effect from 13th April, 2017 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 for a period of 3 consecutive years i.e. upto 12th April, 2020 and that she shall not be subject to retirement by rotation."

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 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, 2018 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."

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

Place: Mumbai
Date: 28th June, 2017

Vandana Patil
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 Friday, 22nd September, 2017 to Friday, 29th September, 2017 (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 Computershare 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 Computershare 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 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 2016-17 is being sent in the permitted mode.

The Annual Report 2016-17 of the Company circulated to the Members of the Company, will be available on the website of the Company at www.birlaprecision.in.
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, except 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
- c. send their questions atleast 10 days in advance before the Annual General Meeting about any further information on accounts or other related topics in the Annual Report so as to enable the Company to answer their question satisfactorily.

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 Computershare 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 30th Annual General Meeting. The Company has engaged the services of M/s. Karvy Computershare Pvt. Ltd. (“Karvy”) as agency to provide the E-voting facility to the member of the Company.
- 2) The facility for voting through polling paper shall be made available at the Annual General Meeting (AGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper.
- 3) The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

A. In case a Member receives an email from 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 login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

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

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

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

C. Other Instructions:

- i. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 21st September, 2017, they may write to the Karvy on the email evoting@karvy.com (or) contact Mr. U S Singh on 040-67162222, at Karvy Computershare Private Limited, Unit – Birla Precision Technologies Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
- ii. The e-voting period will commence on 26th September, 2017 (9.00 AM IST) Tuesday and will end on 28th September, 2017 (5.00 PM IST) Thursday. 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 21st September, 2017, 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 Mrs. Smitha Singh, Practicing Company Secretary (Membership No. ACS 14288) as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in fair and transparent manner.
- iv. The voting rights of the members/beneficial 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. 21st September, 2017.
- 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. 21st September, 2017, only shall be entitled to avail the facility of remote e-voting/voting at 30th AGM.

- vi. The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of atleast two witnesses not in the employment of the Company and 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 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.in and on the website of the service provider (<http://evoting.karvy.com>) immediately after the result is declared and shall simultaneously also be communicated to BSE Limited.

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

Place: Mumbai
Date: 28th June, 2017

Vandana Patil
Company Secretary

ANNEXURE TO THE NOTICE

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

ITEM NO. 4

In terms of Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Soni Kanojia was appointed as an Additional Director - Independent on the Board of Company on 13th April, 2017, 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. Soni Kanojia 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 12th April, 2020.

The Company has received declaration from Ms. Soni Kanojia that she meets the criteria of independence. A notice has been received from a member proposing his candidature for the office of Director of the Company along with a requisite deposit of ₹ 1,00,000/-.

Except Ms. Soni Kanojia 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 29th May, 2017, 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, 2018 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.

By Order of the Board of Director
For Birla Precision Technologies Limited

Place: Mumbai
Date: 28th June, 2017
CIN: L29220MH1986PLC041214
Website: www.birlaprecision.in
Email Id: info@birlaprecision.com

Vandana Patil
Company Secretary

Registered Office:
B-15/4, M.I.D.C., Waluj,
Aurangabad – 431 133
Ph. No.(0240) 2554300

Details of Directors Seeking Appointment/Re-appointment at the 30th 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. Om Prakash Jain	Ms. Soni Kanojia
DIN	02553210	07790957
Date of Birth	10 th February, 1960	09 th August, 1993
Date of Appointment	18 th May, 2016	13 th April, 2017
Qualification	PGDM from IIM& T BET Tech. from CMJ University DME from Board of TE, Rajasthan	Bachelor of Arts from N. G. Acharya & D. K. Marathe College, Mumbai
List of other Indian Public Limited Companies in which Directorship held	Shrinika Infra Limited	Birla (Cotsyn) India Limited
Memberships/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	None	None

BOARD'S REPORT

To,

The Members

Your Directors are pleased to present the Thirtieth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2017.

1. FINANCIAL PERFORMANCE

(₹ In Lakhs)

Particulars	2016-17	2015-16
Total turnover including other income	15536.67	15376.84
Profit Before Interest, Depreciation, Exceptional Items and Tax	1117.77	748.25
Less: Deprecation	629.45	588.99
Less: Interest & Financial Charges	456.20	486.09
Profit/(Loss) Before Exceptional Items and tax	32.12	(326.83)
Less: Exceptional items	2925.93	-
Less: Provision for taxation	6.32	(219.11)
Profit/(Loss) for the year	(2900.13)	(107.72)

2. PERFORMANCE REVIEW

The turnover including other income of the Company for the Financial Year 2016-17 amounted to ₹15536.67 Lakhs as against last year's ₹15376.84 Lakhs. The Profit/(Loss) before exceptional items tax is ₹ 32.12 Lakhs as against ₹(326.83) Lakhs of last year. Profit/(Loss) for the year stood ₹(2900.13) Lakhs as against ₹(107.72) Lakhs of last year.

3. DIVIDEND

Your Directors have not recommended dividend for the year ended 31st March, 2017.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 stood at ₹1053.04 Lakhs consisting of 52651756 No. of shares of ₹ 2/- each. During the year under review, the Company has not issued any shares or convertible instruments.

5. NATURE OF BUSINESS

There was no change in the nature of business during the Financial Year 2016-17.

6. SUBSIDIARIES, ASSOCIATES & JOINT VENTURES

Your Company does not have any Subsidiary, Associate & Joint Venture Company.

7. CORPORATE GOVERNANCE

The disclosures as required under Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed with and forms part of this Annual Report.

8. MANAGEMENT DISCUSSION AND ANALYSIS

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis forms part of the Annual Report.

9. DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Om Prakash Jain (DIN 2553210) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Accordingly, his re-appointment forms part of the notice of the ensuing Annual General Meeting.

Mr. Om Prakash Jain was appointed as an Executive Director of the Company w.e.f. 18th May, 2016. Later on his designation was changed to Non Executive Non Independent Director w.e.f. 18th June, 2016.