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SINCE 1937

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

Scrip Code (BSE): 522105

BOARD OF DIRECTORS: -

Mr. Vedant Birla	-	Chairman & Managing Director
Mrs. Avanti Birla	-	Director (Resigned w.e.f. 08 th January, 2019)
Mr. Satyanarayan Baheti	-	Director (Resigned w.e.f. 29 th March, 2019)
Mr. Ritesh Joshi	-	Director (Resigned w.e.f. 29 th March, 2019)
Ms. Deepti Jain	-	Director (Resigned w.e.f. 29 th March, 2019)
Mr. Om Prakash Jain	-	Director (Resigned w.e.f. 23 rd May, 2019)
Ms. Roshani Vilas Gangawane	-	Additional Director (Appointed w.e.f. 28 th March, 2019)
Mr. Sandeepkumar Surendra Gupta	-	Additional Director (Appointed w.e.f. 28 th March, 2019)

KEY MANAGERIAL PERSONNELS: -

Mr. Rajendra Kumar Sharma	-	Chief Financial Officer
Ms. Vandana Patil	-	Company Secretary (Resigned w.e.f. 10 th April, 2019)
Ms. Shaijal Jain	-	Company Secretary (Appointed w.e.f. 15 th June, 2019)

STATUTORY AUDITORS

:	M/s. Thakur, Vaidyanath Aiyar & Co. Chartered Accountants 11-B Vatsa House, (RPI House), Janmabhoomi Marg, Fort, Mumbai – 400 001
:	M/s. T. R. Chadha & Co. LLP Chartered Accountants 502, Marathon Icon Lower Parel Mumbai 400 011

INTERNAL AUDITORS

BANKERS

:	ICICI Bank Limited HDFC Bank Limited
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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
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**REGISTRAR & SHARE
TRANSFER AGENTS**

:	M/s. Karvy Fintech Private Limited Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad – 500 032
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32nd Annual General Meeting 28 th September, 2019 (Saturday) at 3.00 p.m. Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006	

NOTICE OF THE 32ND ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Roshani Vilas Gangawane (DIN 08403286) who was appointed as an Additional Director of the Company with effect from 28th March, 2019 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that she is eligible for appointment and she meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as non-executive independent Director of the Company for a period of 3 consecutive years i.e. upto 27th March, 2022 and that she shall not be subject to retirement by rotation.”

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Sandeepkumar Surendra Gupta (DIN 08403308), who was appointed as an Additional Director of the Company with effect

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

5. Ratification of Remuneration to Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹1,00,000/- (Rupees One Lakh Only) exclusive of applicable GST, travelling and out-of-pocket expenses for the Financial Year ending 31st March, 2020 as approved by the Board of Directors of the Company, payable to Mr. Jayant Galande, Cost Accountant, to conduct the audit of the cost records of the Company be and is hereby ratified and confirmed.

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

6. Ratification of Preferential Allotment

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

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

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

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

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

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

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

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

Place: Mumbai

Date: 31st July, 2019

Shaijal Jain
Company Secretary

NOTES:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in the Notice is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE A VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members / Proxies are requested to bring their attendance slips duly filled in along with their copies of the Annual Report to the Meeting for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned below quoting their folio number(s):

M/s. Karvy Fintech Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad – 500 032.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to M/s. Karvy Fintech Private Limited.
9. Pursuant to the provision of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Notice and Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for the Financial Year for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2018-19 are being sent in the permitted mode.

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

11. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days i.e. from Monday to Friday between 11.00 a.m. to 05.00 p.m. up to and including the date of Annual General Meeting of the Company.
12. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may send the same to the office of the Registrar and Share Transfer Agent of the Company.
13. Members are requested to:-
 - a. bring their copies of the Annual Report at the time of attending the Annual General Meeting;
 - b. complete the attendance slip and deliver the same at the entrance of the meeting hall; and
 - c. send their questions at least 10 days in advance before the Annual General Meeting about any further information on accounts or other related topics in the Annual Report so as to enable the Company to answer their question satisfactorily.
14. Members holding shares in physical form may be aware that trading of the Equity Shares of the Company has to be in demat form. In view of this and several other benefits of holding shares in demat mode, you are requested to have your shares dematerialized to avail the benefits of electronic form of trading.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members which will be in compliance with Section 20 of the Companies Act, 2013 and the rules framed thereunder. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s. Karvy Fintech Private Limited - Registrar and Share Transfer Agent of the Company.
16. A route map, showing directions to reach the AGM venue is annexed hereto.
17. Voting through electronic means.
 - 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted vide Companies (Management & Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at the 32nd Annual General Meeting. The Company has engaged the services of M/s. Karvy Fintech Pvt. Ltd. ("Karvy") as agency to provide the E-voting facility to the member of the Company.
 - 2) The facility for voting through polling paper shall be made available at the Annual General Meeting (AGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper.
 - 3) The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- A. **In case a Member receives an email from M/s. Karvy Fintech Pvt. Ltd. [for members whose email IDs are registered with the Company/ Depository Participant(s)]:**
 - i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.

- ii. Enter the login credentials (i.e. User ID and password mentioned below). Your Folio No. / DP ID- Client Id will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “**EVENT**” i.e., **Birla Precision Technologies Limited**.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cutoff Date under “**FOR/AGAINST**” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “**FOR**” or “**AGAINST**” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
 - xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy of Board Resolution in PDF Format to the scrutinizer by email at corporatesolutions14@gmail.com with a copy marked to evoting@karvy.com.
- B. In case a Member receives physical copy of the AGM Notice [for members whose email IDs are not registered with the Company/ Depository Participants (s)].**
- i. User Id and initial password as provided in the e-voting form.
 - ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast vote.
- C. Other Instructions:**
- i. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 20th September, 2019 they may write to the Karvy on the email Id evoting@karvy.com (or)

contact Mr. U S Singh on 040-67162222, at Karvy Fintech Private Limited, Unit – Birla Precision Technologies Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.

- ii. The e-voting period will commence on 25th September, 2019 (9.00 AM IST) Wednesday and will end on 27th September, 2019 (5.00 PM IST) Friday. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by “Karvy” for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The Board of Directors has appointed Mr. Anil Somani Proprietor of M/s. Anil Somani & Associates, Company Secretary in Practice (Membership No.36055) as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in fair and transparent manner.
- iv. The voting rights of the members/beneficial owners shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. 20th September, 2019.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i. e. 20th September, 2019, only shall be entitled to avail the facility of remote e-voting/voting at 32nd AGM.
- vi. The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizers report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company. The Chairman, or any other person authorized by the chairman, shall declare the result of the voting forthwith.
- vii. The Results shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

The results declared along with the Scrutinizer's Report shall be placed on the Company's Website: www.birlaprecision.com and on the website of the service provider (<http://evoting.karvy.com>) immediately after the result is declared and shall simultaneously also be communicated to BSE Limited.

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

Place: Mumbai
Date: 31st July, 2019

Shaijal Jain
Company Secretary