

# **AVS & ASSOCIATES**

## **Company Secretaries (Peer Reviewed Firm)**

**Regd. Office:** 305, 3<sup>rd</sup> Floor, Building No. 2, Sector - 1, Millennium Business Park, Mahape,  
Ghansoli, Navi Mumbai -400710, Maharashtra, India

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**Tel:** + 91 22 4801 2494

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To,  
The Members,  
**BIRLA PRECISION TECHNOLOGIES LIMITED**  
Add: 23, Birla Mansion No. 2, 1st Floor,  
D. D. Sathe Marg, Prarthana Samaj,  
Mumbai – 400004, Maharashtra, India.

**Sub: Certificate regarding compliance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018**

In the terms of Chapter V (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or reenactment thereof for the time being in force) (hereinafter referred to as the "**SEBI ICDR Regulations**"), the Birla Precision Technologies Limited (the "**Company**") issuing Postal Ballot Notice dated February 19, 2024 (hereinafter referred to as the "**Notice**") to the members of the Company seeking their consent to approve the proposed preferential issue of upto 34,50,000 (Thirty-Four Lakhs Fifty Thousand) Fully Convertible Warrants ("**Warrants/Convertible Warrants**") convertible into the equivalent number of Equity Shares of the Company having face value of Rs.2/- (Rupees Two Only) for cash at an issue price of Rs.64/- (Rupees Sixty-Four Only) per warrant at a premium of Rs.62/- (Rupees Sixty-Two Only) per warrant and upto 7,16,500 (Seven Lakhs Sixteen Thousand Five Hundred) Equity Shares having face value of Rs.2/- (Rupees Two Only) for cash at an issue price of Rs.64/- (Rupees Sixty-Four Only) per warrant at a premium of Rs.62/- (Rupees Sixty-Two Only) per Share on a Preferential and Private placement basis to persons mentioned in "**Annexure – I**" to this certificate.

### **Management's Responsibility:**

The Management of the Company is responsible for ensuring compliance with the SEBI ICDR Regulations with regard to the issuance of up to 34,50,000 (Thirty-Four Lakhs Fifty Thousand) Fully Convertible Warrants and up to 7,16,500 (Seven Lakhs Sixteen Thousand Five Hundred) Equity Shares on a Preferential basis. This responsibility also includes:

- (a) Reporting of any non-compliance to the Board of Directors, Audit Committee, Members and all Regulatory authorities;
- (b) Preparation and maintenance of proper books of accounts and relevant documents/records as per the external and internal requirements;
- (c) Design, implementation and maintenance of adequate internal procedures/systems/processes/controls relevant to the creation and maintenance of the books of account and relevant documents /records. Further, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

**Our Responsibility:**

Our responsibility is to express reasonable assurance in the form of an opinion based on our examination of the books of accounts and relevant documents/records provided by the Company and/or its officers as to whether the Company has complied with the applicable requirements as per Chapter V of SEBI ICDR Regulations with regard to the proposed issuance and allotment of Equity shares and Fully Convertible Warrants. Further, our scope of work did not involve performing audit tests for the purpose of expressing of an opinion on the fairness or accuracy of any of the financial information or the statements of the taken as a whole.

**Opinion:**

Based on our examination, as above, and the information and explanations given to us, we, to the best of our knowledge & belief, certify that the Company has complied with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or reenactment thereof for the time being in force) with regard to the issuance of upto 34,50,000 (Thirty-Four Lakhs Fifty Thousand) Fully Convertible Warrants and upto 7,16,500 (Seven Lakhs Sixteen Thousand Five Hundred) Equity Shares on a Preferential basis to the Persons mentioned in 'Annexure – I'.

**Restriction of use:**

This certificate is intended solely for the use of the management of the Company for the purpose of placing before shareholders/making it available for inspection by shareholders and/or submission to the BSE Limited in connection with the issue of Fully Convertible warrants and Equity Shares under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and is not to be used for any marketing, sale or any other offer of securities or referred to for any other purpose or distributed to any other person without our prior written consent.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior written consent in writing.

**For AVS & Associates  
Company Secretaries**

**Vijay Yadav  
Partner  
Membership No. FCS 11990  
C.P. No: 16806  
Peer Review No. 1451/2021  
UDIN: F011990E003455903**

**Place: Navi Mumbai  
Date: February 19, 2024**

'Annexure – I'

List of Proposed Allottees of Fully Convertible Warrants ('Warrants') and Equity Shares on Preferential Basis

No.	Name of the Proposed Allottee(s)	Category of Allottee(s)	Type of Securities to be allotted	No. of Securities
1.	Zenith Dyeintermediates Limited	Promoter Group	Warrants	24,00,000
2.	Anantroop Financial Advisory Services Private Limited	Non-Promoter	Warrants	10,50,000
<b>Total</b>				<b>34,50,000</b>
1.	Zenith Dyeintermediates Limited	Promoter Group	Equity Shares	7,16,500
<b>Total</b>				<b>7,16,500</b>