

KESWANI & CO.

Company Secretaries

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CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended]

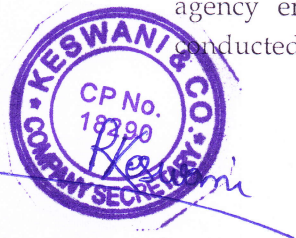
To,

The Chairman of the Extraordinary General Meeting (EGM) of the Equity Shareholders of **BIRLA PRECISION TECHNOLOGIES LIMITED** held on Wednesday, 23rd May, 2018 at 11.30 a.m. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006.

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on Voting by Polling Papers at Extraordinary General Meeting (EGM) of the Members of **BIRLA PRECISION TECHNOLOGIES LIMITED** (the Company) held on Wednesday, 23rd May, 2018.

1. I, CS Rohit Keswani, Proprietor, M/s. Keswani & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-Voting process and conducting poll through polling papers at the EGM, in terms of 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 in a fair and transparent manner, for passing of the resolutions as mentioned under Item numbers 1 & 2 as set out in the Notice of aforesaid EGM of the members of the Company.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by way of polling papers at the EGM, on the resolutions contained in the Notice of EGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and poll conducted at the EGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the Remote E-Voting system provided by M/s. Karvy Computershare Private Limited (Karvy) the agency engaged by the Company to provide Remote E-Voting facility and poll conducted at the EGM, in a fair and transparent manner.

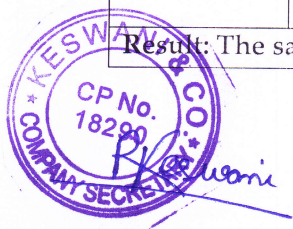


3. As per the confirmation received from the Company:

- (a) the Notice of the EGM dated Wednesday, 13th April, 2018 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders.
- (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Karvy Computershare Private Limited (Karvy), the Registrar & Share Transfer Agents of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 20th April, 2018.
4. The Company has published a notice in this regards in "Ekmat" (in Marathi) and "Financial Express" (in English) on 27th April, 2018.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Sunday, 20th May, 2018 (09:00 a.m.) to Tuesday, 22nd May, 2018 (05:00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Friday, 18th May, 2018.
7. As required under the said rules, after the closure of the physical voting by Polling Papers at the Extra General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked by me in the presence of two witnesses who are not in employment with the Company.
8. Summary of the Remote E-voting and poll at the EGM is as follows:

Resolution No. 1

Particulars	<u>SPECIAL RESOLUTION:</u> For 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).					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
Remote E-voting	25	25	2,64,42,529	2,64,42,529	2,64,42,529	0
Polling at the EGM	27	27	768	768	765	3
Total	52	52	2,64,42,529	2,64,42,529 (100.00%)	2,64,43,294 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						



Particulars	SPECIAL RESOLUTION:					
	For Issue of Equity Shares on preferential basis					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	25	25	2,64,42,529	2,64,42,529	2,64,42,529	0
Polling at the EGM	27	25	768	702	699	3
Total	52	50	2,64,43,297	2,64,43,228 (100.00%)	2,64,43,927 (100.00%)	3 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

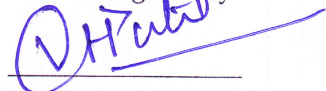
I further report that:

- I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Register and also the Ballot Box used at the venue of the EGM, duly sealed; and
- The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the EGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Place: Mumbai

Date: 23rd May, 2018

Countersigned by:



Chairman/Authorized Representative
Birla Precision Technologies Limited



For Keswani & Co.
Company Secretaries

Keswani
CS Rohit Keswani
Proprietor

M. No. FCS 49770 C.P. No. 18290