



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below be passed by the members of the Company (**as on the Cut-off Date**), through postal ballot (**the "Postal Ballot"**) only by way of remote e-voting (**"e-voting"**) process.

An Explanatory Statement pursuant to Sections 102 and 110 of the Act, read with the rules framed thereunder pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (**"the Notice" or "the Postal Ballot Notice"**).

Pursuant to Rule 22 (5) of the Rules, the Board of Directors of the Company in their meeting held on February 19, 2024 has approved the appointment of Mr. Vijay Yadav (FCS 11990), Partner of M/s. AVS & Associates Practicing Company Secretaries, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

Shareholders are requested to read the instructions in the Notes under the section **"instructions to e-voting"** in this postal ballot notice to cast their vote electronically.

The Remote E-voting period commences from 9.00 A.M. (IST) on Tuesday, 20th February, 2024 and ends at 5.00 P.M. (IST) on Wednesday, 20th March, 2024.

The last date of e-voting, i.e. Wednesday, 20th March, 2024 shall be the date on which the resolutions would be deemed to have been passed if approved by the requisite majority.

The Scrutinizer will submit his report to the Chairman or to any other person authorised by him after completion of scrutiny of the e-voting. The results shall be declared on or before on or before 22nd March, 2024. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company i.e. <https://www.birlaprecision.com/> immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed. Results will also be posted on the Website of KFin Technologies Ltd, <https://evoting.kfintech.com>.

Birla Precision Technologies Limited

Regd. Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004
Tel.: +91 022-23867498

E-mail : info@birlaprecision.com Website : www.birlaprecision.com

An ISO 9001:2000 & ISO 14001:2004 Company CIN: L29220MH1986PLC041214

SPECIAL BUSINESS:

ITEM No.1:

To consider and approve the issue of upto 7,16,500 Equity Shares on Preferential and Private Placement basis to Promoter Group 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 sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (**“the Act”**) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**“SEBI (ICDR) Regulations”**], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [**“SEBI (Takeover) Code”**] and the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (**“GOI”**), Reserve Bank of India (**“RBI”**), the Registrar of Companies (**the “ROC”**), Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (**“BSE”**), and/or any other competent authorities (hereinafter referred to as **‘Applicable Regulatory Authorities’**) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (**hereinafter called ‘the Board’** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches 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 equity share at premium of Rs. 62/- (Rupees Sixty Two Only) per equity share aggregating amounting to Rs. 4,58,56,000/- (Rupees Four Crores Fifty Eight Lakhs Fifty Six Thousand Only) to the below mentioned proposed allottee(s) on the preferential and private placement basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable laws:

No.	Name of the Proposed Allottee(s)	Maximum No. of Equity Shares proposed to be allotted	Category
1.	Zenith Dyeintermediates Limited	7,16,500	Promoter Group
TOTAL		7,16,500	

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of SEBI (ICDR) Regulations the **‘Relevant Date’** for the purpose of determination of the issue price of equity shares to be issued on a preferential basis to the Promoter Group of the Company be and is hereby fixed as **Monday, 19th February , 2024** being the date 30 days prior to the date of passing Special Resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares on a preferential basis to the Promoter Group of the Company shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

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- a. The Allottee(s) shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;
- b. The consideration for allotment of relevant equity shares shall be paid to the Company by the proposed allottee(s) from their respective bank accounts;
- c. The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. 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;
- e. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee(s) for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013;
- f. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
- g. 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 shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited ('BSE').

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, corporate actions and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

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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 other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

ITEM No. 2:

To consider and approve the issue of upto 34,50,000 Fully Convertible Warrants (“Warrants/Convertible Warrants”) on a Preferential and Private Placement basis to Promoter Group of the Company and Identified Non-Promoter(s).

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

“RESOLVED THAT pursuant to the provisions of sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (**“the Act”**) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**“SEBI (ICDR) Regulations”**], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR), Regulations”**] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [**“SEBI (Takeover) Code”**] and the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (**“GOI”**), Reserve Bank of India (**“RBI”**), the Registrar of Companies (**the “ROC”**), Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (**“BSE”**), and/or any other competent authorities (hereinafter referred to as **‘Applicable Regulatory Authorities’**) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (**hereinafter called ‘the Board’** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches upto 34,50,000 (Thirty Four Lakhs Fifty Thousand) Fully Convertible Warrants (**“Warrants/Convertible Warrants”**) convertible into 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 premium of Rs. 62/- (Rupees Sixty Two Only) per warrant aggregating amounting to Rs. 22,08,00,000/- (Rupees Twenty Two Crores Eight Lakhs Only) to the below mentioned proposed allottee(s) on the preferential and private placement basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

No.	Name of the Proposed Allottee(s)	Maximum No. of Warrants proposed to be allotted	Category
1.	Zenith Dyeintermediates Limited	24,00,000	Promoter Group
2.	Anantroop Financial Advisory Services Private Limited	10,50,000	Non- Promoter
TOTAL		34,50,000	

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RESOLVED FURTHER THAT in accordance with the provision of Chapter V of SEBI (ICDR) Regulations the 'Relevant Date' for the purpose of determination of the issue price of warrants to be issued on a preferential basis to the Promoter Group of the Company and Identified Non- Promoter(s) be and is hereby fixed as **Monday, 19th February , 2024** being the date 30 days prior to the date of passing Special Resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants on a preferential basis to the Promoter Group of the Company and Identified Non- Promoter(s) shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription & allotment of each warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "**Warrant Exercise Period**");
- c. The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
- f. The Warrants and the equity shares be allotted on exercise of the warrants 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;
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited;

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- j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m. The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited ('BSE').

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of the directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, corporate actions, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

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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 other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**For and on behalf of the Board of Directors
Birla Precision Technologies Limited**

Ishu Jain

Company Secretary & Compliance Officer

Add: C/o: 23, Birla Mansion No. 2, 1st Floor,
D. D. Sathe Marg, Prarthana Samaj,
Mumbai - 400004,
Maharashtra, India.

Date: February 19, 2024

Place: Mumbai

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standard-2 on General Meetings and Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent by email to all those members, whose email addresses are registered with the Company or with the depository(ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. Friday 09th February, 2024. The Notice shall also be uploaded on the website of the Company at <https://www.birlaprecision.com/> and on the website of BSE Limited www.bseindia.com also on the website of KFin Technologies Limited ("**RTA**"/"**KFintech**"/"**KFin**") <https://evoting.kfintech.com> agency providing the e-voting system.
3. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only.
4. Members may note that, Notice of the Postal Ballot can also be accessed from the website of the Company at <https://www.birlaprecision.com/> and also on website of the stock exchange i.e. BSE Limited at www.bseindia.com.
5. The Board of Directors of the Company ("**the Board**") has appointed Mr. Vijay Yadav (FCS 11990), Partner of M/s. AVS & Associates Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
6. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him on or before 22nd March, 2024
7. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any 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 only shall be entitled to vote through e-Voting. Any person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
8. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.
9. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to M/s. KFin Technologies Limited ("**RTA**"/"**KFintech**"/"**KFin**") the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.

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10. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting.

Instructions for to E-Voting:

Step 1 :

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 :

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nSDL.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nSDL.com II. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nSDL.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.

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	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against Company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 48867000 and 022 - 24997000

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
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Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.

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- 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 “EVEN” i.e., ‘7883’ Postal Ballot” and click on “Submit”
 - 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 shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member 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. Members 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 (s), 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 certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id vijay.yadav@avsassociates.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents:

ISR 1 Form can be obtained by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx>

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ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

General Instructions:

- i. The Remote E-voting period commences from 9.00 a.m. (IST) on Tuesday , 20th February, 2024 and ends at 5.00 p.m. (IST) on Wednesday, 20th March, 2024. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of Friday 09th February, 2024 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any,.
- iii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on Wednesday, 20th March, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.birlaprecision.com/> and also on the website of KFin Technologies Ltd, <https://evoting.kfintech.com>.
- iv. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFinTech by submitting the ISR Forms or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No - 1:

The Company is in the business of manufacturing, trading, and providing machining services for a wide range of tools, machine parts, automotive components, steel pipes and tubes. Considering the sector in which Company operates being exponential growth sector, the Company requires fund to upgrade their business operations which ultimately strengthen various aspects of business, enables to seize new opportunities and ensure the continued growth and success of the Company.

Hence, in order to meet above mentioned objectives and enhance working capital requirements, ensure long term viability and growth of the Company including enhancing competitiveness, it is proposed to issue in one or more tranches of 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 equity share at premium of Rs. 62/- (Rupees Sixty Two Only) per equity share aggregating amounting to Rs. 4,58,56,000/- (Rupees Four Crores Fifty Eight Lakhs Fifty Six Thousand Only) on the preferential and private placement basis to the Promoter Group and of the Company Subject to necessary approvals.

Further this is to bring to your notice that the Company had already passed the shareholders resolution for issue of securities on preferential and private placement basis in the year 2023 and the Company also received the shareholders approval for the same on 25th June, 2023.

Additionally, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'SEBI (ICDR) Regulations'**), the Company had submitted an application for in-principle approval to the stock exchange where the shares of the Company are listed, namely BSE Limited (**'BSE'**), for the issuance of securities on preferential and private placement basis. However, the exchange has informed that they were unable to approve the application citing non-receipt of timely information from the Company's end.

Considering the above facts and changes made in the investors, type and number of securities to be offered including issue price, the Company intends to make the fresh issue of securities by way of preferential issue to the Promoter Group as well as Identified Non-Promoter(s). Hence, the Company is hereby again seeking shareholders approval for the said matter.

Further, In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'SEBI (ICDR) Regulations'**) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI (LODR) Regulations'**) as amended from time to time issue and allotment of upto 7,16,500 (Seven Lakhs Sixteen Thousand Five Hundred) Equity Shares on preferential and private placement basis requires Shareholders Approval.

Hence, the Board recommends the passing of the **Special Resolution**, as set out in **Item no. 1** of this notice.

A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to cs@birlaprecision.com till the last day of voting.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of aforesaid Equity Shares, the shareholding of the Promoters and Promoter Group may increase/decrease as per details given in this statement.

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Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (ICDR) Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) are as follows:

1. Objects of the Preferential Issue: The object of the issue is as follows:

No.	Particulars	Amount Upto (Rs.)		Tentative Time frame for Utilization
		In Figures	In words	
1	Taps and Centre Drill Capex	2,98,56,000	Two Crores Ninety Eight Lakhs Fifty Six Thousand Only	As estimated by management, the entire proceeds received from the issue would be utilized on or before 31 st March, 2026
2	Upgradation of Existing Plant and Machinery	46,00,000	Forty Six Lakhs Only	
3	General Corporate Purpose	1,14,00,000	One Crore Fourteen Lakhs Only	
TOTAL		4,58,56,000	Four Crore Fifty Eight Lakhs Fifty Six Thousand Only	

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for Taps and Centre Drill Capex and/or Upgradation of Existing Plant and Machinery.

Till the time the proceeds are not utilized by the Company, it will be kept in the Bank Account of the Company.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot from time to time, in one or more tranches 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 equity share at premium of Rs. 62/- (Rupees Sixty Two Only) per equity share aggregating amounting to Rs. 4,58,56,000/- (Rupees Four Crores Fifty Eight Lakhs Fifty Six Thousand Only) on the preferential and private placement basis to the Promoter Group and of the Company and resolution for the same has been passed by the Board of Directors in their meeting held on **Monday, 19th February, 2024**.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on Stock Exchange viz, BSE Limited ("BSE") of and the Equity Shares of the Company were frequently traded on BSE and the same was considered in accordance with the SEBI (ICDR) Regulations for determination of issue price.

As per the provisions of the SEBI (ICDR) Regulations the Equity Shares will be issued at a price of Rs. 64/- (Rupees Sixty Four Only) per equity share which is not less than the higher of the following:

- Rs. 57.11/-** per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the Stock Exchange (BSE) being the only stock exchange where the shares of the Company are listed preceding the Relevant Date; or
- Rs. 63.28/-** Per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the Stock Exchange (BSE) being the only stock exchange where the shares of the Company are listed preceding the Relevant Date.

The relevant date in accordance with the provision of Chapter V of SEBI (ICDR) Regulations for the purpose of determination of the issue price of Equity Shares to be issued on a Preferential basis to

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Promoter Group of the Company be and is hereby fixed as **Monday, 19th February , 2024** being the date 30 days prior to the date of passing Special Resolution by way of Postal Ballot.

4. Name and Address of Valuer who performed Valuation : Not Applicable

5. Amount which the Company intends to raise by way of issue of Equity Shares: Upto Rs. 4,58,56,000/- (Rupees Four Crores Fifty Eight Lakhs Fifty Six Thousand Only)

6. Material terms of issue of Equity Shares:

- a. The Allottee(s) shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;
- b. The consideration for allotment of relevant equity shares shall be paid to the Company by the proposed allottee(s) from their respective bank accounts;
- c. The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. 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;
- e. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee(s) for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013;
- f. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
- g. 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 shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

7. Principal terms of Assets charged as securities: Not Applicable.

8. Intention/ Contribution of promoters/directors/key managerial personnel/senior management personnel to subscribe to the offer: None of the existing directors or key managerial personnel or senior management personnel or promoters intends to subscribe to the proposed issue or furtherance of objects except Zenith Dyeintermediates Limited, member of promoter group of the Company who will subscribe the proposed offer of equity shares.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows: Please refer “Annexure – A” to this Notice for details.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed: The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the

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allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

- 11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year i.e. from April 01, 2023, no preferential allotment has been made to any person by the Company.
- 12. Valuation for consideration other than cash:** Not applicable.
- 13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** Not applicable.
- 14. Lock-in:** The Equity shares allotted pursuant to this resolution shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.
- 15. Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for a listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.
- 16. Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, a Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, available for inspection by the Members on the website of the Company by clicking on link <https://birlaprecision.com/investor-section.php>.

17. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) regulations the above securities shall be continued to be locked in till the time such amount is paid by the allottee;
- iii. All the equity shares held by the proposed allottee in the Company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (ICDR) Regulations. Further, none of its directors or promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

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No	Name of the Proposed Allottees	Current Status (Pre Issue Category/ Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre - Issue Holding		No of Equity Shares to be issued	Post-Issue/allotment of Equity Shares**		Proposed Status (Post Issue Category/ Class)
				No of Equity Shares	% of Holding		No of Equity Shares	% of Post issue Holding **	
1	Zenith Dyeintermediates Limited	Promoter Group	Vedant Birla	32,23,491	4.94%	7,16,500	63,39,991	9.13%	Promoter Group

****Post Issue % Holding is calculated on post issued capital of the Company i.e. after allotment of 7,16,500 Equity shares and 34,50,000 Equity shares pursuant to conversion of Fully convertible Warrants.**

20. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue: There shall be no change in management or control of the Company pursuant to the issue equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said equity shares to the above-mentioned allottee is being sought by way of a special resolution as set out in the said items of the notice.

Except Mr. Vedant Birla and his relatives none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the **Special Resolution** as set out in **Item no. 1** of this notice.

Item No - 2:

The Company is in the business of manufacturing, trading, and providing machining services for a wide range of tools, machine parts, automotive components, steel pipes and tubes. Considering the sector in which Company operates being exponential growth sector, the Company requires fund to upgrade their business operations which ultimately strengthen various aspects of business, enables to seize new opportunities and ensure the continued growth and success of the Company.

Hence, in order to meet above mentioned objectives and enhance working capital requirements, ensure long term viability and growth of the Company including enhancing competitiveness, it is proposed to issue in one or more tranches of upto 34,50,000 (Thirty Four Lakhs Fifty Thousand) Fully Convertible Warrants ("**Warrants/Convertible Warrants**") convertible into 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 premium of Rs. 62/- (Rupees Sixty Two Only) per warrant aggregating amounting to Rs. 22,08,00,000/- (Rupees Twenty Two Crores Eight Lakhs Only) on a preferential & private placement basis to the Promoter Group of the Company and Identified Non-Promoter, subject to necessary approvals.

Further this is to bring to your notice that the Company had already passed the shareholders resolution for issue of securities on preferential and private placement basis in the year 2023 and the Company also received the shareholders approval for the same on 25th June, 2023.

Additionally, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations**"), the Company had submitted an application for in-principle approval to the stock exchange where the shares of the Company are listed, namely BSE Limited ("**BSE**"), for the issuance of securities on preferential and private placement basis. However, the exchange has informed that they were unable to approve the application citing non-receipt of timely information from the Company's end.

Considering the above facts and changes made in the investors, type and number of securities to be offered including issue price, the Company intends to make the fresh issue of securities by way of preferential issue to the Promoter Group as well as Identified Non-Promoter(s). Hence, the Company is hereby again seeking shareholders approval for the said matter.

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Further, In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI (ICDR) Regulations”**) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**) as amended from time to time issue and allotment of upto 34,50,000 (Thirty Four Lakhs Fifty Thousand) Warrants convertible into Equity Shares on preferential basis requires Shareholders Approval.

Hence, the Board recommends the passing of the **Special Resolution**, as set out in **Item no. 2** of this notice.

A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to cs@birlaprecision.com till the last day of voting.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of aforesaid Warrants convertible into Equity Shares, the shareholding of the Promoters and Promoter Group may increase/decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of 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) (“SEBI (ICDR) Regulations”) are as follows:

1. **Objects of the Preferential Issue:** The object of the issue is as follows:

No.	Particulars	Amount Upto (Rs.)		*Tentative Time frame for Utilization
		In Figures	In words	
1	Taps and Centre Drill Capex	11,52,44,000	Eleven Crores Fifty Two Lakhs Forty Four Thousand Only	As estimated by management, the entire proceeds received from the issue would be utilized on or before 31 st March, 2026
2	Upgradation of Existing Plant and Machinery	5,04,00,000	Five Crore Four Lakhs Only	
3	General Corporate Purpose	5,51,56,000	Five Crores Fifty One Lakhs Fifty Six Thousand Only	
TOTAL		22,08,00,000	Twenty Two Crores Eight Lakhs Only	

***Considering 100% conversion of Warrants into Equity Shares within the stipulated time.**

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for Taps and Centre Drill Capex and/or Upgradation of Existing Plant and Machinery.

Till the time the proceeds are not utilized by the Company, it will be kept in the Bank Account of the Company.

2. **The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered a number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot from time to time, in one or more tranches upto 34,50,000 (Thirty Four Lakhs Fifty Thousand) Fully Convertible Warrants (**“Warrants/Convertible Warrants”**) convertible into 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 premium of Rs. 62/- (Rupees Sixty Two Only) per warrant

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aggregating amounting to Rs. 22,08,00,000/- (Rupees Twenty Two Crores Eight Lakhs Only) on a preferential & private placement basis to the Promoter Group of the Company and Identified Non-Promoter and resolution for the same has been passed by the Board of Directors in their meeting held on Monday, 19th February, 2024.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on Stock Exchange viz, BSE Limited of and the Equity Shares of the Company were frequently traded on BSE and the same was considered in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of issue price.

As per the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Warrants will be issued at a price of Rs. 64/- (Rupees Sixty Four Only) per warrant which is not less than the higher of the following:

- a) **Rs. 57.11/-** per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the Stock Exchange (BSE) being the only stock exchange where the shares of the Company are listed preceding the Relevant Date; or
- b) **Rs. 63.28/-** Per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the Stock Exchange (BSE) being the only stock exchange where the shares of the Company are listed preceding the Relevant Date.

The relevant date in accordance with the provision of Chapter V of SEBI (ICDR) Regulations for the purpose of determination of the issue price of warrants to be issued on a Preferential basis to Promoter Group of the Company and Identified Non- Promoter(s) be and is hereby fixed as **Monday, 19th February , 2024** being the date 30 days prior to the date of passing Special Resolution by way of postal ballot.

4. Name and Address of Valuer who performed Valuation : Not Applicable

5. Amount which the Company intends to raise by way of issue of Warrants: Upto to Rs. 22,08,00,000/- (Rupees Twenty Two Crores Eight Lakhs Only)

6. Material terms of issue of Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription & allotment of each warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (**the "Warrant Exercise Period"**);
- c. The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or

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Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;

- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
 - f. The Warrants and the equity shares be allotted on exercise of the warrants 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;
 - g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
 - h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
 - i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited;
 - j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
 - k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
 - l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
 - m. The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.
7. **Principal terms of Assets charged as securities:** Not Applicable.
8. **Intention/Contribution of promoters / directors / key managerial personnel / Senior Management to subscribe to the offer:** None of the existing directors or key managerial personnel or senior management personnel or promoters intends to subscribe to the proposed issue warrants or furtherance of objects except Zenith Dyeintermediates Limited, member of promoter group of the Company who will subscribe the proposed offer of warrants.
9. **The shareholding pattern of the Company before the proposed issue and after the proposed issue are as follows:** Please refer “Annexure – A” to this Notice for details.

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10. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s). Further, upon exercise of the option by the allottee to convert the warrants, the Company will ensure that the allotment of equity shares pursuant to the exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.
11. **No. of persons to whom allotment on a preferential basis has already been made during the year, in terms of a number of securities as well as price:** During the year i.e. from April 01, 2023, no preferential allotment has been made to any person by the Company.
12. **Valuation for consideration other than cash:** Not applicable.
13. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** Not applicable.
14. **Lock-in:** Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.
15. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued after receipt of request for conversion of warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.
16. **Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, a Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, available for inspection by the Members on the website of the Company by clicking on link <https://birlaprecision.com/investor-section.php>.
17. **Undertakings:**
- The Company hereby undertakes that:
- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
 - If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) regulations, the above Securities shall be continued to be locked in till the time such amount is paid by the allottees;
 - All the equity shares held by the proposed allottees in the Company are in dematerialized form only;
18. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**
- It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (ICDR) Regulations. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
19. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the**

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Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

No	Name of the Proposed Allottees	Current Status (Pre Issue Category / Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre - Issue Holding		No of Warrants to be issued	Post-Issue/allotment shareholding of Equity and Exercise of Warrants*		Proposed Status (Post Issue Category/ Class)
				No of Equity Shares	% of Holding		No of Equity Shares	% of Post issue Holding*	
1	Zenith Dyeintermediates Limited	Promoter Group	Vedant Birla	32,23,491	4.94%	24,00,0000	31,16,500	9.13%	Promoter Group
2	Anantroop Financial Advisory Services Private Limited	Non-Promoter	Sanjay Kothari & Meenakshi Kothari	0.00	0.00%	10,50,000	10,50,000	1.51%	Non-Promoter

**Post Issue % Holding is calculated on post issued capital of the Company i.e. after allotment of 7,16,500 Equity shares and 34,50,000 Equity shares pursuant to conversion of Fully convertible Warrants.*

20. **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**
There shall be no change in management or control of the Company pursuant to the issue of warrants and its conversion in to equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations approval of the members for the issue and allotment of the said convertible warrants to the above-mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the Authorised Share Capital of the Company.

Except Mr. Vedant Birla, Mr. Sanjay Kothari and their relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Special Resolution** set out at **Item No. 2** of the accompanying Notice in the interests of the Company.

For and on behalf of the Board of Directors
Birla Precision Technologies Limited

Ishu Jain
Company Secretary & Compliance Officer
Add: C/o: 23, Birla Mansion No. 2, 1st Floor,
D. D. Sathe Marg, Prarthana Samaj,
Mumbai - 400004,
Maharashtra, India.

Date: February 19, 2024
Place: Mumbai

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Shareholding pattern of the Company before the proposed issue and after the proposed issue of Share Warrant and Equity Shares

No.	Category	Pre-issue shareholding		Post- issue shareholding	
		No. of Equity Shares	% of Share holding	No. of Equity Shares	% of Shareholding
A	Promoter and Promoter Group Holding				
1.	Indian				
	Individual	21,963	0.03%	21,963	0.03%
	Bodies Corporate	3,90,39,359	59.81%	4,21,55,859	60.71%
	Sub -Total	3,90,61,322	59.84%	4,21,77,822	60.74%
2.	Foreign/NRI Promoters	0.00	0.00%	0.00	0.00%
	Sub-Total (A)	3,90,61,322	59.84%	4,21,77,822	60.74%
B	Non-Promoters Holding:				
1.	Institutional Investors	10,927.00	0.02%	10,927.00	0.02%
2.	Non-Institution Investors				
a	Investor Education and Protection Fund (IEPF)	1,16,853	0.18%	1,16,853	0.17%
b	Directors and their relatives (excluding independent directors and nominee directors)	0.00	0.00%	0.00	0.00%
c	Resident Individuals' holding nominal share capital upto Rs. 2 lakhs	1,44,40,640	22.12%	1,44,40,640	20.80%
d	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	68,03,906	10.42%	68,03,906	9.80%
e	Non Resident Indians	6,81,293	1.04%	6,81,293	0.98%
f	Bodies Corporate	32,98,712	5.05%	43,48,712	6.26%
4	Others:				
	Trust	847	0.00%	847	0.00%
	HUF	8,56,137	1.31%	8,56,137	1.23%
	Clearing Members	500	0.00%	500	0.00%
	Sub-Total (B)	2,62,09,815	26.36	2,72,59,815	39.26%
C	Non-Promoter – Non-Public				
C1	Shares underlying DRs	0.00	0.00%	0.00	0.00%
C2	Shares held by Employee Trust	0.00	0.00%	0.00	0.00%
	Sub-Total (C)	0.00	0.00%	0.00	0.00%
	GRAND TOTAL (A+B+C)	6,52,71,137	100%	6,94,37,637	100%

Notes:

- The shareholding shown in the post-issue shareholding is calculated assuming the full conversion of 34,50,000 share warrants into Equity Shares as well as full allotment of 7,16,500 equity shares.
- In the event, the right for allotment of Share against all or any of the Warrant(s) is not exercised, the Shareholding Pattern shall change correspondingly.

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