



To,

Date: 07th October, 2022

Department of Corporate Services,

BSE Limited,
Floor 25, P.J. Towers,
Dalal Street,
Mumbai-400 001

Scrip Code: 522105

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements). Regulations. 2015 and Master Circular on Scheme of Arrangement by Listed Entities SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 November 23, 2021 for the proposed Scheme of Arrangement between Birla Precision Technologies Limited ("the Demerged Company" or "BPT Limited ") and Birla Accucast Private Limited ("the Resulting Company" or "BAPL") and their respective shareholders ("the Scheme")

This is in continuation to your queries raised on 29th September, 2022 with reference to application filed under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements). Regulations. 2015 on 23rd September, 2022. We have responded to the queries as raised by your good office and attached required Annexures. Hope you find it satisfactory.

1. It has been observed that the Fairness opinion is not considered in the board meeting of both the companies, independent and audit committee. Kindly provide the clarification on the same.

Reply: Not -Applicable. In this proposed arrangement there is no change in shareholding pattern (pursuant to demerger) therefore Valuation Report is not mandatory pursuant to Para 4 (b) of SEBI Master Circular on Scheme of Arrangement by Listed Entities SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. There is voluntarily compliance so as to arrive at Fair value payable as consideration to the dissenting shareholders. That's why Fairness opinion is not taken into consideration.

2. Provide brief details as to why Birla Accucast Private Limited will not seek listing?

Reply: The company has proposed that the resulting entity Birla Accucast Private Limited (BAPL) would be unlisted and has given option to resident Indian shareholders of Birla Precision Technologies Limited (BPTL). The shareholders may receive one equity share with face value of Rs.2 in BAPL for every four equity shares with face value of Rs.2 each in BPTL that they hold such that the shareholding in the Resulting Company on such issuance of shares is the mirror image of the shareholding in the Demerged Company. The exchange ratio will be 1 equity share in BAPL for every 4 equity shares in BPTL. The dissenting shareholders shall be given an opportunity to exit from BAPL by the promoters



Birla Precision Technologies Limited

Regd. Office : 23 Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prathana Samaj, Mumbai - 400 004.
Tel. No.: +91 022-23825060

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

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

or shareholders having control in accordance with SEBI Regulations, to receive fair compensation against their share entitlement in the Resulting Company.

3. It has been observed under clause 11.11 of the draft scheme that option will be granted to the shareholders of the Demerged Company, who have been allotted equity shares in the Resulting Company can sell off their equity shares to the M/s Birla Infrastructure & Constructions Pvt. Ltd. (Promoter Group of BPT). Kindly provide the clarification as to what measure the companies involved in the scheme will take to ensure MPS Compliance.

Reply: We hereby confirm that the companies involved in the scheme will maintain MPS (Minimum Public Shareholding) Compliance i.e. 25 % Public Shareholding. It is assumed that pursuant to Demerger there will be no change in shareholding. At present Promoters holding is 60 % Approx and Public shareholding is 40% Approx.

4. Clause 24.1.2 of the draft scheme is not clear regarding the applicability of public e-voting for which company? Please clarify the same.

Reply: We hereby confirm that public e-voting will be conducted by Birla Precision Technologies Limited (BPTL), the listed Company. Further, it is clarified that pre-demerger shareholding of Birla Accucast Private Limited, the unlisted Resulting Company is 100% owned by BPTL only.

Approval of Shareholders to Scheme through e- Voting:

(a) The Listed entity [BPT Limited] ensures that the Scheme of Arrangement submitted with the NCLT for sanction, provides for voting by public shareholders through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution.

(b) The Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it:

As the scheme involves transfer of whole or substantially the whole of the undertaking [Foundry Division] Undertaking of the listed entity/ BPT Limited and the consideration for such transfer is not in the form of listed equity shares.

5. Fairness opinion by Independent SEBI Registered Merchant Banker.

Reply: Not Applicable. In this proposed arrangement there is no change in shareholding pattern (pursuant to demerger) therefore Valuation Report is not mandatory pursuant to Para 4 (b) of SEBI Master Circular on Scheme of Arrangement by Listed Entities SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. There is voluntarily compliance so as to arrive at Fair value payable as consideration to the dissenting shareholders. That's why Fairness opinion by Independent SEBI Registered Merchant Banker has not been taken.



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6. Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (with PAN & without PAN Nos.).

Reply: We had already submitted on 23rd September 2022 Annexure marked as Consolidated shareholding.

For your due reference we are resubmitting the required shareholding pattern of BPT Limited (Transferor Company) without PAN under Regulation 31 as required under Annexure XXI.

The shareholding pattern of BAPL (Transferee Company) is not applicable under Regulation 31 as it is a Private Limited Company.

7. Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards (format attached as Annexure VI): Incorporate the status as on date of the compliance and provide clarification as to why MD has not certified the same.

Reply: We had already submitted on 23rd September, 2022 as Annexure VI Duly signed by ED.

We are resubmitting the Annexure VI as duly signed by Mr. Vedant Birla, Chairman & Managing Director.

8. Incorporate the proper details - post capital details in Brief particulars- Annexure VIII.

Reply: We have made the changes in Annexure VIII, Wherein the shareholding pattern will be same across both the Companies.

9. Brief particulars- Reference is wrongly provided for fairness opinion column.

Reply: We are resubmitting herewith updated disclosure under Annexure VIII.-

10. Incorporate all the details for both the companies in Brief particulars- Annexure VIII.

Reply: We are resubmitting all details of both companies in Brief particulars under Annexure VIII.

11. Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.

Reply: We will duly provide the required certificate shortly.



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12. Incorporate the details of Net worth in Brief particulars- Annexure VIII.

Reply: For your due reference we are submitting as Annexure VIII.

13. Remove If applicable in Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI- Point b iii.

Reply: We are resubmitting the required Annexure XI Point b (iii), as required.

14. Share the screenshots of the documents hosted on company s website.

Reply: For your due reference we are submitting as Annexure XXIII

15. Provide the link of the website in Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI.

Reply: Link of the website - <https://www.birlaprecision.com/investor-section-demerger.php>

16. No clause regarding fractional entitlement is found in the draft scheme.

Reply: We hereby confirm that while issuing Equity shares by the Resulting Company to any Equity Shareholders of the Demerged Company in respect of Fractional Entitlements, if any, as on the date referred to in Clause 11.1 of such Equity Shareholders such fractional entitlements, if any of such Equity Shareholders of the demerged Company shall be rounded off to the nearest highest integer.

17. Confirmation from the Managing Director/ Company Secretary: Reason for its non-applicability: Additional documents for demerger.

Reply: For your due reference we are submitting as Annexure XIII

18. Details of Asset and liabilities

Reply: For your due reference we are submitting as Annexure XVII

19. Undertaking that the transferee entity will not issue/reissue shares not covered under the draft scheme. : To be confirmed by Listed company. (ii) Undertaking that as on date of application there are no outstanding Warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date:

Reply: For your due reference we are submitting as Annexure XIX





Hope the above documents are as per the requirement.

If any further information is required, please let us know:

Details of Authorized Person:	
Mr. Parth Matolia	Contact No.+91-9833186025
Designation: Company Secretary	Email ID: cs@birlaprecision.com

Please consider the above facts and grant us No objection letter.

Thanking you,
Yours Sincerely,



Parth Matolia
Company Secretary & Compliance Officer

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