



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF BIRLA PRECISION TECHNOLOGIES LIMITED HELD ON AUGUST 29, 2022 THROUGH VIDEO CONFERENCING AT 04.40 P.M.

CONSIDERATION AND APPROVAL OF SCHEME OF ARRANGEMENT AND RELATED DOCUMENTS

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 52, Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors; and subject to the sanction of the National Company Law Tribunal (“Tribunal”) and/or such other competent authority including but not limited to Securities Exchange Board of India (SEBI), Stock Exchange(s), as may be applicable, the consent of the Board be and is hereby accorded to the Scheme of Arrangement (‘Scheme’) in the nature of Demerger of Foundry Division of Birla Precision Technologies Limited into Birla Accucast Private Limited, as tabled before the Board and initialed by Mr. Parth Matolia, Company Secretary of the Company for the purposes of identification.

RESOLVED FURTHER THAT the Share Entitlement Ratio as mentioned in the Valuation Report, be and is hereby approved and accepted for the purpose of said Scheme.

RESOLVED FURTHER THAT the certificate dated August 29, 2022, as placed before the Board, issued by M/s Valawat & Associates, the statutory auditors of the Company, as required under SEBI Master Circular on Scheme of Arrangement by Listed Entities SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 November 23, 2021, certifying that the accounting treatment in the Scheme is in compliance with all the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, be and is hereby noted.

RESOLVED FURTHER THAT the report of the Audit Committee dated August 29, 2022 recommending the Scheme, taking into consideration, inter alia, the share entitlement report and the aforesaid certificate from Statutory Auditor, as placed before the Board be and is hereby adopted and taken on record.

RESOLVED FURTHER THAT the Report from the Committee of Independent Directors dated August 29, 2022 recommending the draft scheme taking into consideration, inter alia, that the scheme is not detrimental to the shareholders of the listed entity, as per Para (A)(2)(i) of Part I of SEBI Master Circular as placed before the Board be and is hereby adopted and taken on record.

RESOLVED FURTHER THAT the Compliance Report dated August 29, 2022, as placed before the Board, as per the format specified in Annexure III of SEBI Master Circular duly certified by the Company Secretary, Chief Financial Officer and the Executive Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(h) of Part I of SEBI Master Circular be and is hereby noted.



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 22-23825060

E-mail : info@birlaprecision.com Website : www.birlaprecision.com
An ISO 9001:2015 & ISO 14001:2004 Company CIN: L29220MH1986PLC041214



RESOLVED FURTHER THAT the Board has decided that BSE Limited be chosen as the Designated Stock Exchange for coordinating with SEBI in accordance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

RESOLVED FURTHER THAT the Board takes note of an undertaking as placed before the Board signed by Executive Director/ Company Secretary/ Compliance Officer stating that we have initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees as required under Para A (2) (k) of Part I of SEBI Master Circular dated November 23, 2021 and we shall submit the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is hereby noted.

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded to the draft of the report explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, as tabled before the Board and initialed by the Company Secretary for the purposes of identification.

RESOLVED FURTHER THAT the Mr. Santhosh Kumar, Executive Director, or Mr. Harish Pareek, Chief Financial Officer of the Company or Mr. Parth Matolia, Company Secretary of the Company, be and are hereby severally authorized, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, Vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed there under and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Ahmedabad for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;



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- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;
- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To fix record date and take all necessary steps for giving effect and implementing the Scheme;
- k) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- l) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- m) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- n) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed to the relevant documents, wherever deemed necessary, in the presence of any of the director of the Company or any authorized representatives of the Company in terms of the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT any one Director of the Company or Mr. Harish Pareek, Chief Financial Officer or Mr. Parth Matolia, Company Secretary of the Company be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be required from time to time."

CERTIFIED TO BE TRUE COPY

For, BIRLA PRECISION TECHNOLOGIES LIMITED



Parth Matolia
Company Secretary & Compliance Officer
Place: Mumbai
Date: August 29, 2022

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