



BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004

CIN: L29220MH1986PLC041214; **Website:** www.birlaprecision.com;

Email: info@birlaprecision.com; **Phone:** (022) 23825060

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the members of **Birla Precision Technologies Limited** will be held on Tuesday, 18th February, 2020 at 03.00 p.m. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: Issue of Equity Shares on Preferential basis to Zenith Dyeintermediates Limited on conversion of existing loan plus interest accrued thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 42, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the “SEBI (ICDR) Regulations, 2018”) and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches up to 13,57,821 Equity Shares (Thirteen Lakhs Fifty Seven Thousand Eight Hundred and Twenty One Only) of the face value of Rs. 2/- each (Rupees Two Only) fully paid up at an issue price of Rs. 7.26/- (Seven Rupees and Twenty Six Paise Only) including Premium of Rs. 5.26/- (Five Rupees and Twenty Six Paise Only) per share aggregating to Rs. 98,57,777 (Rs. Ninety Eight Lakhs Fifty Seven Thousand Seven Hundred and Seventy Seven Only) (Rs. 32,00,000 Principal Amount outstanding + Rs. 66,57,777 accrued Interest thereon till 18th February, 2019) to M/s. Zenith Dyeintermediates Limited, a company belonging to the promoter group on a preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottee 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, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The ‘**Relevant Date**’ for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is **17th January, 2020** i.e. being the date which is 30 days prior to the date of this meeting;

- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- 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 during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

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 one or more Directors/ Key Managerial Personnel/ Officers of the Company.

ITEM NO. 2: Issue of Equity Shares on Preferential basis to Birla Infrastructure Limited

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations, 2018”) and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches up to 9,64,187 Equity Shares (Nine Lakhs Sixty Four Thousand One Hundred Eighty Seven Only) of the face value of Rs. 2/- each (Rupees Two Only) fully paid up at an issue price of Rs. 7.26/- (Seven Rupees and Twenty-Six Paise Only) including Premium of Rs. 5.26/- (Five Rupees and Twenty-Six Paise Only) per share aggregating to Rs. 70,00,000 (Rupees Seventy Lakhs Only) to M/s. Birla Infrastructure Limited, a company belonging to the promoter group on a preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The ‘**Relevant Date**’ for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is **17th January, 2020** i.e. being the date which is 30 days prior to the date of this meeting;

- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval; and
- 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 during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

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 one or more directors/ key managerial personnel/ officers of the Company.

**By Order of the Board of Directors
For Birla Precision Technologies Limited**

**Shaijal Jain
Company Secretary & Compliance Officer**

Place: Mumbai

Date: 24th January, 2020

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) with respect to the Special Business set out in the Notice is annexed.
2. **A member entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company.** The instrument appointing a proxy in order to be a valid must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
3. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members / proxies/ representatives are requested to bring the enclosed attendance slip, duly filled in, for attending the meeting. Copies of the attendance slips will not be distributed at the meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 12th February, 2020 to Tuesday, 18th February, 2020 (both days inclusive) for the purpose of Extraordinary General Meeting.**
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars, etc. from the Company electronically.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/M/s. KFIN Technologies Private Limited (Formerly known as M/s. Karvy Fintech Private Limited).

9. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days i.e. from Monday to Friday between 11.00 a.m. to 05.00 p.m. upto and including the date of Extraordinary General Meeting of the Company.
10. In support of the “Green Initiative” announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.
11. A route map, showing directions to reach the EGM venue is annexed hereto.
12. Voting through electronic means.
 - (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted vide Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their vote select electronically in respect of businesses to be transacted at Extraordinary General Meeting. The Company has engaged the services of M/s. KFIN Technologies Private Limited (“Kfintech”) as agency to provide the E-voting facility to the member of the Company.
 - (ii) The facility for voting through polling paper shall be made available at the Extraordinary General Meeting (EGM) venue at the meeting through polling paper.
 - (iii) The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

A. In case a Member receives an email from M/s. KFIN Technologies Private Limited [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

- i. Launch internet browser by typing the URL: <http://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password mentioned below). Your Folio No. / DP ID-Client Id will be your User ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- 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 log in. 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.
- i. You need to login again with the new credentials.
- ii. On successful login, the system will prompt you to select the **“EVENT”**
i.e. **Birla Precision Technologies Limited.**
- iii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cutoff 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 not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either **“FOR”** or **“AGAINST”** it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- iv. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- v. Voting has to be done for each item of the notice separately. In case you don’t desire to cast your vote on any specific item it will be treated as abstained.

- vi. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- vii. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, 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 there solution(s).
- viii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy of Board Resolution in PDF Format to the scrutinizer by email at corporatesolutions14@gmail.com with a copy marked to evoting@kfintech.com.

B. In case a Member receives physical copy of the EGM Notice [for members whose e mail IDs are not registered with the Company/ Depository Participants(s)].

- i. User Id and initial password as provided in the e-voting form.
- ii. Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A)above, to cast vote.

C. Other Instructions:

- i. In case a person has become the Member of the Company after the dispatch of EGM Notice but on or after the Record date i.e. Friday, 17th January, 2020 they may write to the Kfintech on the email Id evoting@kfintech.com (or) contact Mr. U S Singh on 040-67161565, at Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 ,requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr.No. (i)to(xii) as mentioned in(A)above, to cast the vote.
- ii. The e-voting period will commence on Saturday, 15th February, 2020 (9.00 AM IST) and will end on Monday, 17th February, 2020 (5.00 PM IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7th February, 2019 Friday, may cast their vote electronically. Thee-voting module shall be disabled by “Kfintech” for voting thereafter. Once the vote on are solution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The Board of Directors has appointed Mr. Anil Kumar Somani proprietor of M/s Anil Somani & Associates, Practicing Company Secretary (Membership No. ACS-36055, COP - 13379) as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in fair and transparent manner.
- iv. The voting rights of the members/beneficial owners shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. 17th January, 2020.
- v. A 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, i.e. 7th February, 2020, only shall be entitled to avail the facility of remote e-voting/voting at EGM.
- vi. The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remotee-voting in presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizers’ Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company. The Chairman, or any other person authorised by the chairman, shall declare the result of the voting forthwith.
- vii. The Results shall be declared on or after the EGM of the Company and the resolution will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favor of the Resolution(s).

The results declared along with the Scrutinizer’s report shall be placed on the Company’s Website: www.birlaprecision.com and on the website of the service provider (<http://evoting.kfintech.com>) immediately after the result is declared and shall simultaneously also be communicated to BSE Limited.

**By Order of the Board of Directors
For Birla Precision Technologies Limited**

**Shaijal Jain
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 24th January, 2020**

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

ITEM NO. 1

The Company had borrowed funds of Rs. 1.50 Crore from M/s. Zenith Dyeintermediates Limited a Company belonging to the promoter group. The Company has converted the said loan into Equity in the Extra Ordinary General Meeting held on 23rd May, 2018 by issuing 18,65,671 Equity Shares (Eighteen Lakhs Sixty five Thousand Six Hundred and Seventy One Only). The Company now wants to convert its remaining loan amount and interest accrued thereon. Based on the said request, the Company had entered into an agreement dated 18th February, 2019 and the Board has resolved to issue, offer and allot upto 13,57,821 Equity Shares (Thirteen Lakhs Fifty Seven Thousand Eight Hundred and Twenty One Only) at Rs. 7.26/- (Seven Rupees and Twenty-Six Paise Only) including Premium of Rs. 5.26/- (Five Rupees and Twenty-Six Paise Only) per share aggregating to Rs. 98,57,777 (Rs. 32,00,000 Principal Amount outstanding + Rs. 66,57,777 accrued Interest thereon till 18th February, 2019) to M/s. Zenith Dyeintermediates Limited, a company belonging to the Promoter Group on a preferential basis, by conversion of their unsecured loans and accrued Interest into Equity Shares. The Special Resolution as mentioned under Item No. 1 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

| SN | Name of the proposed Allottee | Amount Outstanding as on 18-02-2019 (in Rs.) | Number of Equity Shares to be allotted | Balance of loan outstanding after conversion (in Rs.) |
|----|---------------------------------|--|--|---|
| 1 | Zenith Dyeintermediates Limited | 98,57,777 | 13,57,821 | Nil |

The information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018 is as stated below:

Object of the Issue through preferential Allotment: The object of this issue is to convert the outstanding unsecured loan along with the accrued interest into Equity Shares.

Pricing of the Issue and Relevant Date: The issue of equity shares on preferential basis to the promoter of the company will be in such manner and at such price calculated as per the SEBI (ICDR) Regulations, 2018. The SEBI (ICDR) Regulations, 2018 in terms of Regulation 164 (1), inter alia, provide that the price of the equity shares to be issued in terms of a preferential allotment shall not be less than higher of the following:

The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the stock exchange during the twenty-six weeks preceding the relevant date; OR

The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on the stock exchange during the two weeks preceding the relevant date.

Assuming **17th January, 2020** as relevant date, the minimum price is arrived at **Rs.7.2591** and the issue price is accordingly fixed at **Rs. 7.26** per equity share by the Board of Directors. Accordingly, the number of Equity Shares proposed to be issued is as under:

| SN | Name o Allottee | Number of Equity Shares |
|----|---------------------------------|-------------------------|
| 1 | Zenith Dyeintermediates Limited | 13,57,821 |

The proposal of the promoters, or their associates and relatives, Directors/Key Managerial Persons of the issuer to subscribe to the offer:

Only the following promoter group entity has conveyed to the Company in writing to subscribe to the Equity Shares of the Company on preferential basis under the resolution under **Item No. 1.**

| SN | Name of the Allottee | Number of Equity Shares* | Category |
|----|--------------------------------------|--------------------------|----------|
| 1 | M/s. Zenith Dyeintermediates Limited | 13,57,821 | Promoter |

Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by M/s. Zenith Dyeintermediates Limited:

| Name of the Allottee | Pre-Preferential Holding | | Proposed Allotment | Post Preferential Holding | |
|--------------------------------------|--------------------------|-------------|--------------------|---------------------------|-------------|
| | No. of Shares | % | | No. of Shares | % |
| M/s. Zenith Dyeintermediates Limited | 18,65,671 | 3.42 | 13,57,821 | 32,23,492 | 5.67 |
| Total | 18,65,671 | 3.42 | 13,57,821 | 32,23,492 | 5.67 |

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control;

The natural persons who are the ultimate beneficial owner of the shares proposed to be allotted to M/s. Zenith Dyeintermediates Limited is Mr. Raghunandan Bhomia

Shareholding Pattern before and after preferential issue of the capital would be as follows:

| SN | Category | Pre-preferential issue Shareholding | | Post Preferential issue Shareholding* | |
|----------|-------------------------------|-------------------------------------|---------------|---------------------------------------|---------------|
| | | No Shares | % | No Shares | % |
| A | Promoters' Holding | | | | |
| | (i)Indian Promoters | | | | |
| | (a)Individual/HUF | 22445 | 0.04 | 22445 | 0.04 |
| | (b)Bodies Corporate | 28244029 | 51.80 | 30566037 | 53.78 |
| | (c)Others (Trusts) | 41620 | 0.08 | 41620 | 0.07 |
| | (ii)Foreign Promoters | | | | |
| | -Individual | 0 | 0.00 | 0 | 0.00 |
| | -Bodies Corporate | 0 | 0.00 | 0 | 0.00 |
| | Sub Total (A) | 2,83,08,094 | 51.92 | 3,06,30,102 | 53.89 |
| B | Non-Promoters' Holding | | | | |
| | Mutual Fund | 217 | 0.00 | 217 | 0.00 |
| | FI's Bank / UTI | 88707 | 0.16 | 88707 | 0.16 |
| | FII's | 0 | 0.00 | 0 | 0.00 |
| | Bodies Corporate | 4894030 | 8.98 | 4894030 | 8.61 |
| | Residents/ Individuals | 20541922 | 37.69 | 20541922 | 36.14 |
| | QIB | 2 | 0.00 | 2 | 0.00 |
| | NRI | 440804 | 0.81 | 440804 | 0.78 |
| | NBFC | 83 | 0.00 | 83 | 0.00 |
| | Overseas Corporate Bodies | 0 | 0.00 | 0 | 0.00 |
| | Clearing Members | 125868 | 0.23 | 125868 | 0.22 |
| | Directors/Relatives | 0 | 0.00 | 0 | 0.00 |
| | Foreign Trusts | 0 | 0.00 | 0 | 0.00 |
| | Indian Trusts | 847 | 0.00 | 847 | 0.00 |
| | IEPF | 116853 | 0.21 | 116853 | 0.21 |
| | Sub Total (B) | 2,62,09,333 | 48.08 | 2,62,09,333 | 46.11 |
| | Grand Total (A+B) | 5,45,17,427 | 100.00 | 5,68,39,435 | 100.00 |

Note: The above pre-issue shareholding pattern is prepared as on 31.12.2019.

The post preferential issue shareholding is shown after taking into account the allotment to Birla Infrastructure Ltd also, the preferential allottee in Item No. 2 of this Notice.

Proposed time within which the allotment shall be completed: As required under the SEBI (ICDR) Regulations, 2018 the company shall complete the allotment of Equity Shares on or before the expiry of 15

days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

Lock-in period of shares: The Equity shares to be allotted to the promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations, 2018.

Auditors certificate: The certificate from **Thakur Vaidyanath Aiyar & Co.**, Chartered Accountants, the Statutory Auditors of the Company, to the effect that the present preferential issue is being made in accordance with the requirements contained in the chapter V of the SEBI (ICDR) Regulations, 2018 shall be placed at the Extraordinary General Meeting.

Change in control: The present allotment being made to promoters will not result in any change in the control of the Company.

Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:

| | |
|---|---|
| Name of the person declared as a willful defaulter | Shri Yashovardhan Birla |
| Name of the Bank declaring the person as a willful defaulter | UCO Bank 7th Floor, 10B T.M. Sarani Kolkata-700001 |
| Year in which the person was declared as a willful defaulter: | 28.09.2015 (F.Y. 2015-16) |
| Outstanding amount when the person was declared as a willful defaulter | Rs. 67.65 Crore |
| Steps taken, if any, by the person for removal of its name from the list of willful defaulters | the promoter has submitted the representation to the Bank |
| Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision | NA |
| Any other disclosure as specified by the Board | NA |

Undertakings:

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018 the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

None of the Directors, Key Managerial Personnel or their respective relatives except M/s. Zenith Dyeintermediates Limited is in any way concerned or interested in the resolution mentioned as Item No. 1 of the Notice.

ITEM NO. 2

The Company currently operates its Indian Tool Manufacturers (ITM), Spearheaded in the year 1937, ITM manufactures and supplies High Speed Steel Cutting tools in domestic and global markets. Intensive value based approach is ingrained in ITM's operation on a continuous basis which allows it to come up with products to cater the demand of innovative products offered as total solutions custom designed for its clients. ITM products are well known as "Dagger Brand" and having the leading market share in India for Drills, produced using the finest quality material. Being the First Cutting Tool Company in India, which conform to stringent worldwide benchmarks and are currently exported to the European, American and Asian markets apart from being sold in Indian market with country's largest distribution network for this Industry.

Tool Holder division – currently branded as BPT the erstwhile Birla Kennametal Ltd was established in 1986, as a Joint Venture between Kennametal, a US \$ 4 billion conglomerate and Birla Group, thus continuing onwards a trait which has become characteristic of Birla Precision – becoming the first Tool Holding company in India. Here we manufacture AT3 Tool Holders, Collets, Work Holding and Production Boosters- Some of which it is the only manufacturer in India thus being a total Import substitute and flag bearer of the Make in India initiative. BPT caters to international market –USA, Germany and APAC, and in recent times to the Far East including China. Besides, BPT also sells in domestic market in a large way to all major customers.

Our Foundry and Machining that is our Automotive division fabricates castings machined products and precision components. This division was erstwhile Birla Perucchini, a JV with Perucchini spa, Italy one of the biggest name in the European Hydraulic Space. Big league names like Honeywell, Sundram Fasteners and Cummins trust and rely on us for high quality products.

The Precision Components division is an 100% exports division, which manufactures engine components, shafts, spools etc. for various automotive and Hydraulic clients abroad. It is now just getting into the Domestic Market.

We have 4 plants located in Maharashtra - 1 in Nashik & other 3 plants in Aurangabad. We have 11 full stocking branch offices across India & a distribution network of 350+ dealers across India and Abroad. We regularly work on new designs and serve the customers through our Application Engineering dept, making Custom Solutions for individual customers.

The Company shall use the proceeds from the proposed issue towards the business development of the Company, working capital requirement, investment in Technologies and for general corporate purpose which shall enhance the business of the Company.

The Board of Directors of the Company in their meeting held on 24th January, 2020 has approved to issue, offer and allot upto 9,64,187 Equity Shares (Nine Lakhs Sixty Four Thousand One Hundred and Eighty Seven Only) at Rs. 7.26/- each (including premium of Rs. 5.26/- each) aggregating to Rs. 70,00,000 (Rs. Seventy Lakhs Only) to M/s. Birla Infrastructure Limited, Promoter of the Company on a preferential basis. The Special Resolution as mentioned under Item No. 2 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force).

The information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018 is as stated below:

Object of the Issue through preferential Allotment: The Company shall utilise the proceeds from the preferential issue towards its business development, working capital requirement, investment in Technologies and for general corporate purpose which shall enhance the business of the Company.

Pricing of the Issue and Relevant Date: The issue of equity shares on preferential basis to the promoters/ non promoters of the company will be in such manner and on such price under the SEBI (ICDR) Regulations, 2018. The SEBI (ICDR) Regulations, 2018 in terms of Regulation 164 (1), inter alia, provide that the price of the equity shares to be issued in terms of a preferential allotment shall not be less than higher of the following:

The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the stock exchange during the twenty-six weeks preceding the relevant date; OR

The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on the stock exchange during the two weeks preceding the relevant date.

Assuming **17th January, 2020** as relevant date, the minimum price is arrived at **Rs. 7.2591** and the issue price is accordingly fixed at **Rs. 7.26** per equity share by the Board of Directors Accordingly, the number of Equity Shares proposed to be issued is as under:

| SN | Name o Allottee | Number of Equity Shares* |
|----|------------------------------|--------------------------|
| 1 | Birla Infrastructure Limited | 9,64,187 |

***The proposal of the promoters, or their associates and relatives, Directors/Key Managerial Persons of the issuer to subscribe to the offer:**

Only the following promoter group entity has conveyed to the Company in writing to subscribe to the Equity Shares of the Company on preferential basis under the resolution under Item No. 2

| SN | Name of the Allottee | Number of Equity Shares | Category |
|----|-----------------------------------|-------------------------|----------|
| 1 | M/s. Birla Infrastructure Limited | 9,64,187 | Promoter |

Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by M/s. Birla Infrastructure Limited:

| Name of the Allottee | Pre-Preferential Holding | | Proposed Allotment | Post Preferential Holding | |
|-----------------------------------|--------------------------|-------------|--------------------|---------------------------|-------------|
| | No. of Shares | % | | No. of Shares | % |
| M/s. Birla Infrastructure Limited | 46,19,699 | 8.47 | 9,64,187 | 55,83,886 | 9.82 |
| Total | 46,19,699 | 8.47 | 9,64,187 | 55,83,886 | 9.82 |

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control;

The natural persons who are the ultimate beneficial owner of the shares proposed to be allotted to M/s. Birla Infrastructure Limited is Mr. Narrindraa Mohan Shetty.

Shareholding Pattern before and after preferential issue of the capital would be as follows:

| SN | Category | Pre-preferential issue Shareholding | | Post Preferential issue Shareholding* | |
|----------|-------------------------------|-------------------------------------|---------------|---------------------------------------|---------------|
| | | No Shares | % | No Shares | % |
| A | Promoters' Holding | | | | |
| | (i)Indian Promoters | | | | |
| | (a)Individual/HUF | 22445 | 0.04 | 22445 | 0.04 |
| | (b)Bodies Corporate | 28244029 | 51.80 | 30566037 | 53.78 |
| | (c)Others (Trusts) | 41620 | 0.08 | 41620 | 0.07 |
| | (ii)Foreign Promoters | | | | |
| | -Individual | 0 | 0.00 | 0 | 0.00 |
| | -Bodies Corporate | 0 | 0.00 | 0 | 0.00 |
| | Sub Total (A) | 2,83,08,094 | 51.92 | 3,06,30,102 | 53.89 |
| B | Non-Promoters' Holding | | | | |
| | Mutual Fund | 217 | 0.00 | 217 | 0.00 |
| | FI's Bank / UTI | 88707 | 0.16 | 88707 | 0.16 |
| | FII's | 0 | 0.00 | 0 | 0.00 |
| | Bodies Corporate | 4894030 | 8.98 | 4894030 | 8.61 |
| | Residents/ Individuals | 20541922 | 37.69 | 20541922 | 36.14 |
| | QIB | 2 | 0.00 | 2 | 0.00 |
| | NRI | 440804 | 0.81 | 440804 | 0.78 |
| | NBFC | 83 | 0.00 | 83 | 0.00 |
| | Overseas Corporate Bodies | 0 | 0.00 | 0 | 0.00 |
| | Clearing Members | 125868 | 0.23 | 125868 | 0.22 |
| | Directors/Relatives | 0 | 0.00 | 0 | 0.00 |
| | Foreign Trusts | 0 | 0.00 | 0 | 0.00 |
| | Indian Trusts | 847 | 0.00 | 847 | 0.00 |
| | IEPF | 116853 | 0.21 | 116853 | 0.21 |
| | Sub Total (B) | 2,62,09,333 | 48.08 | 2,62,09,333 | 46.11 |
| | Grand Total (A+B) | 5,45,17,427 | 100.00 | 5,68,39,435 | 100.00 |

Note: The above pre-issue shareholding pattern is prepared as on 31.12.2019.

Proposed time within which the allotment shall be completed: As required under the SEBI (ICDR) Regulations, 2018 the company shall complete the allotment of Equity Shares as on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

Lock-in period of shares: The Equity shares to be allotted to the promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations, 2018.

Auditors certificate: The certificate from **Thakur Vaidyanath Aiyar & Co.**, Chartered Accountants, the Statutory Auditors of the Company, to the effect that the present preferential issue is being made in accordance with the requirements contained in the chapter V of the SEBI (ICDR) Regulations, 2018 shall be placed at the Extraordinary General Meeting.

Change in control: The present allotment is being made to promoters will not result in any change in the control of the Company.

Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:

| | |
|---|---|
| Name of the person declared as a willful defaulter | Shri Yashovardhan Birla |
| Name of the Bank declaring the person as a willful defaulter | UCO Bank 7th Floor, 10B T.M. Sarani Kolkata-700001 |
| Year in which the person was declared as a willful defaulter: | 28.09.2015 (F.Y. 2015-16) |
| Outstanding amount when the person was declared as a willful defaulter | Rs. 67.65 Crore |
| Steps taken, if any, by the person for removal of its name from the list of willful defaulters | the promoter has submitted the representation to the Bank |
| Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision | NA |
| Any other disclosure as specified by the Board | NA |

Undertakings:

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

None of the Directors, Key Managerial Personnel or their respective relatives except M/s. Birla Infrastructure Limited is in any way concerned or interested in the resolution mentioned as Item No. 2 of the Notice.

**By Order of the Board of Directors
For Birla Precision Technologies Limited**

**Shaijal Jain
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 24th January, 2020**

[illegible]

ATTENDANCE SLIP

BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004

CIN: L29220MH1986PLC041214; **Website:** www.birlaprecision.com;

Email: info@birlaprecision.com; **Phone:** (022) 23825060

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE AUDITORIUM

Joint Shareholders may obtain additional slips at the entrance

| |
|--|
| Regd. Folio No. / Client ID No. |
| Name of the Member / Authorised Representative / Proxy (in Block Letters) |
| No. of Share(s) held |

I hereby record my/our presence at the Extraordinary General Meeting held on Tuesday, 18th February, 2020 at 3.00 p.m., at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006.

Signature of the Member / Authorised Representative / Proxy

.....

PROXY FORM

BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004

CIN: L29220MH1986PLC041214; **Website:** www.birlaprecision.com; **Email:** info@birlaprecision.com;

Phone: (022) 23825060

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s):

Registered address:

E-mail id:

Folio No. / Client Id:

DP ID:

I / We, being the member(s) of _____ Equity Shares of Birla Precision Technologies Limited, hereby appoint

1. Name : _____
Address _____
E-mail id _____
Signature: _____, or failing him / her
2. Name : _____
Address _____
E-mail id _____
Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, will be held on Tuesday 18th February, 2020 at 3.00 p.m., at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006 and at any adjournment thereof, in respect of such resolutions set out in the EGM Notice convening the meeting, as are indicated overleaf.

| Sr. No. | Resolutions | Options | |
|------------------|---|---------|---------|
| | | For | Against |
| SPECIAL BUSINESS | | | |
| 1 | Issue of Equity Shares on Preferential basis to Zenith Dyeintermediates Limited on conversion of existing loan plus interest accrued thereon. | | |
| 2 | Issue of Equity Shares on Preferential basis to Birla Infrastructure Limited | | |

Signed this _____ day of _____ 2020.

Signature

Affix.
Re. 1
Revenue
Stamp

Notes:

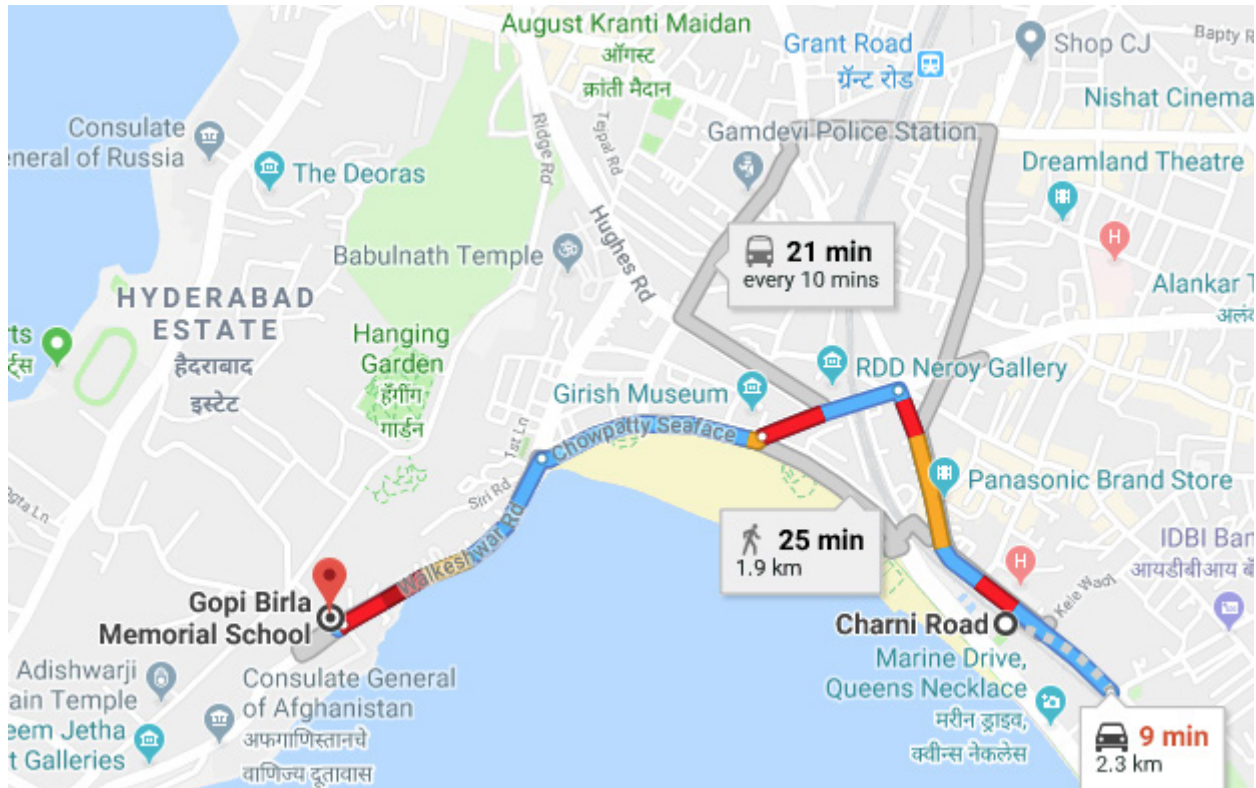
1. This form of proxy, in order to be effective, should be completed, duly signed and stamped and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. A proxy need not be member of the company
3. A person can act as a proxy on behalf of member not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
4. It is optional to indicate your preference, if you leave the "For" and "Against" column blank against any/ or all the regulations, your proxy will be entitled to vote in the manner as he/she think appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.

Route Map to venue of EGM of Birla Precision Technologies Limited

Venue: Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006

Date: 18th February, 2020

Day and Time: Monday, 03.00 p.m.



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