



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

POSTAL BALLOT NOTICE

Notice is hereby given in pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force and all other applicable laws and regulations, the Company is seeking consent of its members for the below mentioned resolutions by way of Postal Ballot which includes voting through electronic means. The explanatory statement pursuant to section 102 (1) of “the Act” pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with the postal ballot form is annexed.

The Board of Directors of the Company has appointed Mr. Anil Kumar Somani Proprietor of M/s. Anil Somani & Associates, Practicing Company Secretaries as Scrutinizer (“the Scrutinizer”) for conducting the Postal Ballot/ E-Voting process in a fair and transparent Manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached Self-addressed Postage pre-paid envelope so as to reach the Scrutinizer.

The scrutinizer after completion of the scrutiny will submit his report to the Chairman/Managing Director of the Company. Thereafter, the results of the postal ballot will be declared by the chairperson or in his absence, by any other authorised person appointed by the chairperson at the registered office of the Company. The result will also be posted on the website of the Company i.e. www.birlaprecision.com and stock exchanges where the Shares of the Company are listed:

1. **TO CONSIDER AND APPROVE “BIRLA PRECISION TECHNOLOGIES LIMITED- EMPLOYEE STOCK OPTION SCHEME 2020”**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof including the Nomination and Remuneration Committee duly authorized by the Board), subject to approval and consent of the Members of the Company for the Birla Precision Technologies Limited-Employee Stock Option Scheme 2020 (hereinafter referred to as the “BPTL-ESOP 2020”) and to authorize the Board to create, offer and grant from time to time the number Employee Stock Options (“ESOPs”) being not exceeding 1% (one percent) of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent employees and Directors of the Company (except Independent Directors), whether whole time or otherwise, whether working in India or outside India, as may be decided by the Board under the Plan (hereinafter referred to as an “eligible employees”) subject to consent of the members of the Company for authorizing the Board for the formulation and implementation of ‘Birla Precision Technologies Limited- Employee Stock Option Scheme 2020’ (the ‘BPTL-ESOP Plan 2020’) and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options not exceeding 1,74,394 (One Lakh Seventy Four thousand Three Hundred and Ninety Four Only) convertible into equivalent number of Equity Shares of Rs. 2/- each (Rupees Two Only), through Nomination and Remuneration Committee (hereinafter referred to as “ESOP Compensation Committee (ECC)) and on such terms and conditions, as may be determined by the Board under ESOP 2020.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to any eligible employee, in any financial year and in aggregate under the Plan shall be less than 1% (One percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company and the same shall be offered to employees of subsidiary Company(ies) whether in India or elsewhere.

RESOLVED FURTHER THAT the aforesaid ceiling ESOPs convertible into equivalent number of Equity Shares of Rs. 2/- each (Rupees Two Only) shall be appropriately adjusted, in case of any corporate action(s) such as rights issues, bonus issues, sub-division, split or consolidation of shares, any change in capital structure, merger and/or sale of division/undertaking or any other re-organisation /restructuring of the Company, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board be and is hereby empowered:

- (i) to administer, implement and supervise the BPTL-ESOP 2020 either directly by itself or through ECC;
- (ii) to formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the BPTL-ESOP 2020 and determine and bring into effect such terms and conditions and procedures for grantor vesting of Share(s)/Option(s) under BPTL-ESOP 2020 either directly by itself or through ECC;
- (iii) to grant, issue, re-issue, re-call, surrender, cancel and withdraw stock options from time to time and to determine the terms and conditions therefore;
- (iv) to take necessary steps for listing of the equity shares allotted under the BPTL-ESOP 2020 on Exchanges, where the equity shares of the Company are listed;
- (v) to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, Officer or Authorized Representative of the Company;
- (vi) to do all such acts, deeds, things and matters as may be considered necessary or expedient and settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

2. APPROVAL FOR ISSUE AND ALLOTMENT OF EQUITY SHARES TO EMPLOYEES OF HOLDING (IF ANY, IN FUTURE) AND SUBSIDIARY COMPANY(IES) UNDER THE BIRLA PRECISION TECHNOLOGIES EMPLOYEE STOCK OPTION SCHEME 2020:

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

“RESOLVED THAT pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as ‘SEBI Regulations’), including any statutory modification(s) or re-enactment(s) of the Act, the Rules or the SEBI Regulations, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the ‘Board’, which expression shall also include any committee including Compensation Committee constituted by the Board for this purpose), consent of the Company be and is hereby accorded to extend the benefits of the Birla Precision Technologies Limited- Employee Stock Option Scheme 2020 (hereinafter referred to as ‘BPTL-ESOP 2020’) referred to in resolution no. 1 of this Notice to the person(s), who are the permanent Employees or Directors of holding (if any, in future) or subsidiary company(ies) (if any, in future), if any, of the Company as may be permissible under the SEBI Regulations (hereinafter referred to as ‘Employees’), in such manner, during such period, in one or more tranches and on such terms and conditions including the price as the Board may decide in accordance with the SEBI Regulations or other provisions of the law as may be prevailing at the relevant time, within the overall ceiling of 1,74,394 (One Lakhs Seventy Four Thousands Three Hundred and Ninety Four Only) stock options convertible into 1,74,394 equity shares of the face value of Rs. 2/- (Only Rupees Two) each fully paid-up as mentioned in the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot fully paid-up equity shares to be issued on exercise of stock options from time to time in accordance with the BPTL-ESOP-2020 and the said equity shares shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to any eligible employee, in any financial year and in aggregate under the Plan shall be less than 1% (One percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company and the same shall be offered to employees of subsidiary Company (ies) whether in India or elsewhere.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, change in capital structure and others, if any, additional stock options of the Company are issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling of 1,71,394 options convertible into 1,71,394 equity shares be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

3. APPOINTMENT OF MS. POOJA TIWARI (DIN:08689097) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Pooja Tiwari (DIN 08689097) who was appointed as an Additional Director of the Company with effect from 05th February, 2020 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that she is eligible for appointment and she meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as non-executive independent Director of the Company for a period of 3 (Three) consecutive years upto 4th February, 2023 and that she shall not be subject to retirement by rotation.”

4. APPOINTMENT OF MR. ADITYA (DIN: 08689116) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Aditya (DIN 08689116) who was appointed as an Additional Director of the Company with effect from 5th February, 2020 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that he is eligible for appointment and he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as non-executive independent Director of the Company for a period of 3 (Three) consecutive years upto 4th February, 2023 and that he shall not be subject to retirement by rotation.”

5. APPOINTMENT OF MR. SANTOSH KUMAR (DIN: 08686131) AS EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Santosh Kumar (DIN:08686131) who was appointed as an Additional Director of the Company with effect from 5th February, 2020 pursuant to Section 161 of the Companies Act, 2013 and who holds office until passing of this resolution, be and is hereby appointed as Executive Director of the Company for a period of 2 (Two) years with the following terms and conditions:

SALARY/ALLOWANCE/PERQUISITES/ BENEFITS

1. He shall be entitled to a Gross salary Rs. 11,46,480/-p.a.
2. He shall be entitled for the incentive based on the performance under key Result Area (KRA) evaluation.
3. He shall also be entitled to Company’s contribution to provident Fund, Pension Fund, and Gratuity Encashment of Leave as and when applicable as Executive Director.
4. Perquisites benefits and allowances includes House Rent Allowance, House Maintenance etc. and any other Perquisites benefits and allowances, allowances and Perquisites shall be valued as per the Income Tax Rules and in the absence of any such rules the perquisites shall be evaluated at actual costs to the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of appointment and do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

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

**Place: Mumbai
Date: 10th February, 2020**

**Shaibal Jain
Company Secretary & Compliance Officer**

Notes:

1. The Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 is appended herein below:
2. The Notice is being sent to all the members, whose Names appear in the Register of Members/ List of Beneficial Owners, received from the Registrar and Transfer Agent (RTA) as on Friday, 7th February, 2020 The Postal Ballot Notice is being sent to all the Members in electronic form to the email addresses registered with their depository participants (in case of electronic Shareholding)/the Company's registrar and share Transfer agent (in case of Physical shareholding). For Members whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
3. Resolution Passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
4. The Members can opt for only one mode of voting i.e., either by physical ballot or e-voting. Voting Rights shall be reckoned on the paid-up value of shares registered in the names of the members as of cut-off date i.e. Friday, 7th February, 2020.
5. A Member cannot exercise his vote by proxy on postal ballot.
6. Members desiring to exercise their Vote by Physical Postal Ballot are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the scrutinizer not later than 03:00.PM IST on Friday, 27th March, 2020 . The Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/ Speed Post at the expense of the Member will also be accepted. If any Postal Ballot is received after 03:00 PM on Friday, 27th March, 2020, it will be considered as no reply has been received from the member.
7. Voting through electronic means.
- 1) 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 mean, to cast their votes electronically in respect of businesses to be transacted by way of Postal Ballot. The Company has engaged the services of M/s. KFin Technologies Private Limited (hereinafter referred to as "KFin") as agency to provide the E-voting facility to the member of the Company.

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 Participant(s)]:**
- i Launch internet browser by typing the URL: <http://evoting.karvy.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 KFin 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 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 "EVENT" i.e., **Birla Precision Technologies Limited**.
 - vii. 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.

- viii. Shareholders 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, 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 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 Postal Ballot Notice [for members whose email 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 Postal Ballot Notice but on or before the cut-off date i.e. Friday, 7th February, 2020 they may write to the Kfin on the email Id: evoting@kfintech.com (or) contact Mr. U S Singh on 040-67162222, at Kfin Technologies Private Limited, Unit – Birla Precision Technologies Limited, Karvy 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 Friday, 28th February, 2020 (09.00 AM IST) and will end on Friday, 27th March, 2020 (03.00 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 of Friday, 7th February, 2020, may cast their vote electronically. The e-voting module shall be disabled by “KFin” for voting thereafter. Once the vote on a resolution 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., Company Secretary in Practice as a Scrutinizer to scrutinize the process of e-voting.
- 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. Friday, 7th February, 2020.

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

Item No. 1&2

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your Company. The Company is contemplating to design long term incentive plan in order to attract, reward and retain talented and key employees of the company (including employees of future holding and subsidiary Company) in the competitive environment and encourage them to align individual performance with the organizational goals. The Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include the Nomination Remuneration and Compensation Committee constituted by the Board or any other Committee which the Board may constitute to act as the ‘Compensation Committee’ under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the ‘SEBI ESOP Regulations’) or their delegated authority has proposed Birla Precision Technologies Limited-Employee Stock Option Scheme 2020 (hereinafter referred to as the “BPTL-ESOP 2020”). As members are aware, employee stock option plans are considered as an effective tool to attract and retain the best talent and also serves to attract, incentivise and motivate professionals and reward exceptional performance. The number of equity shares to be issued and allotted under the BPTL-ESOP Plan 2020 shall not exceed 1,74,394 (One Lakh Seventy Four Thousand Three Hundred and Ninety Four) equity shares of the Company representing being not exceeding 1% paid-up equity shares of the Company. In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid of 1,74,394 (One Lakh Seventy Four Thousand Three Hundred and Ninety Four) equity shares shall be increased/decreased to facilitate making a fair and reasonable adjustment to the entitlements of participants under the BPTL-ESOP Plan 2020.

TERMS AND CONDITIONS OF THE ESOP PLAN:

The Company is contemplating to design long term incentive plan in order to attract, reward and retain talented and key employees in the competitive environment and encourage them to align individual performance with the organizational goals. The Board of Directors of the Company (herein after referred to as the 'Board', which term shall include the Nomination, Remuneration and Compensation Committee constituted by the Board or any other Committee which the Board may constitute to act as the 'Compensation Committee' under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the 'SEBI ESOP Regulations') or their delegated authority) has proposed Birla Precision Technologies Limited-Employee Stock Option Scheme 2020 (hereinafter referred to as the "BPTL-ESOP Plan 2020"). As members are aware, employee stock option plans are considered as an effective tool to attract and retain the best talent and also serves to attract, incentivize and motivate professionals and reward exceptional performance. The number of equity shares to be issued and allotted under the BPTL-ESOP Plan 2020 shall not exceed 1,74,394(1% paid-up equity shares of the Company). In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid of 1,74,394 equity shares shall be increased/decreased to facilitate making a fair and reasonable adjustment to the entitlements of participants under the BPTL-ESOP Plan 2020.

The salient features of the BPTL-ESOP Plan 2020 are set out below as per the SEBI circular:

a. Brief description of the Scheme – BPTL-ESOP Plan 2020

The Company proposes to introduce BPTL-ESOP Plan 2020 to attract, reward and retain talented and key eligible employees of the Company and its Holding (if any, in future) and Subsidiary Company (ies) in the competitive environment and encourage them to align individual performance with the organisational goals. The Company views employee stock options as instruments that would enable the employees to share the value they would create and contribute to the Company in the years to come

b. Total number of Options to be granted

The stock options to be granted to the Eligible Employees under the BPTL-ESOP Plan 2020 ('Options'), in one or more tranches, shall not result in issue of equity shares in excess of the limit stated above. This ceiling will be adjusted for any future bonus issue of equity shares or stock splits or consolidation of equity shares and also may further be adjusted at the discretion of the Board for any corporate action(s). The Options which do not vest, would be available for being re-granted at a future date. The Board is authorized to re-grant such Options as per the provisions of BPTL-ESOP Plan 2020, within the overall limit stated above, subject to the SEBI ESOP Regulations.

c. Identification of class of employees entitled to participate in the BPTL-ESOP Plan 2020

Following classes of employees are entitled to participate in the ESOP Plan 2020:

- i. Permanent employees of the Company who has been working in India or outside India including employees of future holding and Subsidiary Company of the Company;
- ii. a director of the company, whether a whole time director or not but excluding an independent director;
- iii. employees as defined in the point (i) and (ii) above of the Holding (if any, in future) and Subsidiary Company (ies)
- iv. Such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time

Following persons are not entitled to participate in the BPTL-ESOP Plan 2020:

- i. an employee / director who is a promoter or a person belonging to the promoter group; and
- ii. a director who either by himself or through his relative(s) or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company

d. Requirements of vesting, period of vesting and maximum period within which the Options shall be vested

The Board may, at its discretion, lay down certain performance matrix on the achievement of which such Options can vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, subject to the minimum vesting period of one year between grant of Options and vesting of Options. The maximum vesting period may extend up to 5 (Five) years from the date of grant of Options or such other period as may be decided by the Board. The Board may also provide for lock-in provisions.

e. Exercise price or pricing formula

Subject to the SEBI ESOP Regulations, the exercise price shall be fixed by the Board at its discretion and will be specified in the grant letter but the same shall not be higher than the market price (i.e. latest available

closing price on a recognized stock exchange having highest trading volume on which the equity shares of the Company are listed) of the equity shares at the time of grant and not less than the face value of the equity shares of the Company. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the SEBI ESOP Regulations.

f. Exercise period and the process of Exercise

Exercise Period would commence from the vesting date and would expire not later than 8 (Eight) years from the date of grant of Options or such other period as may be decided by the Board. The vested Options are exercisable by the Eligible Employees by a written application to the Company/ trust expressing his/ her desire to exercise such Options. in such manner and on execution of such documents, as may be prescribed by the Board from time to time. The Options shall lapse if not exercised within the Exercise Period.

g. Appraisal process for determining the eligibility under the BPTL-ESOP Plan 2020

The appraisal process for determining the eligibility shall be decided by the Board from time to time

h. Maximum number of Options to be issued per employee and in aggregate

The number of Options to be granted to an eligible employee under BPTL-ESOP Plan 2020 can be decided by the Board. However, the maximum number of Options that may be granted per Eligible Employee under the BPTL-ESOP Plan 2020, in any financial year, shall not be more than 5,000 and not more than 1,74,394 in aggregate. The total number of Options granted under the ESOP Plan 2020 shall in no event be equal to or more than 1% of the issued and paid-up equity share capital of the Company at the time of the grant.

i. Maximum quantum of benefits to be provided per employee under the BPTL-ESOP Plan 2020

The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the market price of the equity shares on the exercise date.

j. BPTL- ESOP 2020 shall be implemented and administered directly by the Company;

k. BPTL- ESOP 2020 involves issuance of New Shares by the Company

l. Accounting and Disclosure Policies.

The Company shall follow the relevant Indian Accounting Standards (Ind-AS), prescribed from time to time, including the disclosure requirements.

m. Method of valuation of Options

The Company shall use the Fair Value method for valuation of the Options granted to calculate the employee compensation cost. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employees compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Directors' Report

Regulation 6(1) of the SEBI ESOP Regulations requires that every employee stock option scheme shall be approved by the members of the company by passing a special resolution in a general meeting. Further, as BPTL-ESOP Plan 2020 may entail further issue of equity shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item No. 2 of this Notice is proposed for approval by members.

The Options to be granted under the BPTL-ESOP Plan 2020 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The BPTL-ESOP Plan 2020 conforms to the SEBI ESOP Regulations. Draft scheme of the BPTL-ESOP Plan 2020 is available for inspection at the Registered Office of the Company at 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai City MH 400004 during office hours (11.00 a.m. to 1.00 p.m.) on all working days until the last date for receipt of votes by Postal Ballot/e-voting. Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the BPTL-ESOP Plan 2020 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 1 & 2 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions

ITEM No. 3

In terms of Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and Regulation 25 of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, Ms. Pooja Tiwari who was appointed as an Additional Director - Independent on the Board of Company on 5th February, 2020 with a intent to nominate her as an Independent Director for a period of three years subject to approval of members, based on the recommendation of the Nomination and Remuneration Committee.

The Board of Directors proposes to appoint Ms. Pooja Tiwari as an Independent Director whose term shall not be subject to retirement by rotation, to hold office for 3 (three) consecutive years upto 4th February, 2023. Further the Company has received declaration from Ms. Pooja Tiwari that she meets the criteria of independence.

Ms. Pooja Tiwari, post graduate in Commerce having 5 years' experience in Accounts and Administration. Responsibilities included overall authority of the financial operation of the company, accounting, budget preparation, audit, taxation, preparation of financial statement, analysis of business trends & daily operating cost.

Except Ms. Pooja Tiwari being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3

ITEM No. 4

In terms of Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Aditya who was appointed as an Additional Director - Independent on the Board of Company on 5th February, 2020 with a intent to nominate her as an Independent Director for a period of three years subject to approval of members., based on the recommendation of the Nomination and Remuneration Committee.

The Board of Directors proposes to appoint Mr. Aditya as an Independent Director whose term shall not be subject to retirement by rotation, to hold office for 3 (three) consecutive years i.e. upto 4th February, 2023. Further the Company has received declaration from Mr. Aditya that he meets the criteria of independence.

Mr. Aditya, Graduate in Commerce having 12 years' experience in sales floor and assisting customers with the electronic product selections. Acted as liaison with customer service for customers who did not understand the technology and Assisted in creating and executing training sessions for associates on new technology.

Except Ms. Aditya being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4

ITEM No. 5

The Board of Directors proposes to appoint Mr. Santosh Kumar (DIN:08686131) who was appointed as an Additional Director w.e.f. 5th February, 2020 to be appointed as an Executive Director of the Company for a period of 2 years upto 4th February, 2022 based on the recommendation of the Nomination and Remuneration committee, the Companies (Appointment and Remuneration of Managerial Personnel), Rule 2014, and Articles of Association of the Company, and subject to the approval of the members of the Company.

Mr. Santosh Kumar is having total 30 years of Experience and looked after entire activities of Stores, Purchase, Engineering & H.R. Department and responsible for purchase approval, bill passing, responsible for day to day requirement of various materials and its approval for procurement, responsible for MIS related to Stores, GST and other details, responsible for all the activities related to Engineering, I.T. & H.R Departments. Looked after all the activities of about 62 training centres related to Integrated Skill Development sanctioned by Ministry of Textiles and new Samarth training of Ministry of Textiles, Liaising with Ministry of Textiles, Textile Committee, Project Management Unit of Training Projects, liaising with different Government & Private authorities, Local bodies. All the administrative activities related to the company, responsible for approval of P.F., ESIC documentation, making necessary arrangements for exhibition coordination with different authorities, foreign buyers visit etc. I.T Department, Stores & Purchase Department, Raw Material Department and Engineering Department, responsible for capital purchases of about 80,000 spindles and also responsible for purchase of Raw Materials in co-ordination with VP (calling quotations, making technical as well as commercial comparisons, final negotiation with parties, preparation of capital orders, follow-up with the suppliers & transporter for timely delivery, collection of various documents from various suppliers to apply for EPCG License. collection of documents required to get refund of TED from these suppliers, follow up with Mumbai office to apply EPCG License, refund of TED, Custom Clearance of imported consignments etc.) Also Assist V.P. for all the day today activities of this unit mainly in Stores and Engineering since the beginning and also liasoning with all the Government & Private authorities, fixing of meeting with different authorities, Travel arrangements of executives in India & Abroad etc. Also worked as core team member for the implementation of My SAP ERP in the unit.

Except Mr. Santosh Kumar being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

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

**Place: Mumbai
Date: 10th February, 2020**

**Shaijal Jain
Company Secretary & Compliance Officer**

BIRLA PRECISION TECHNOLOGIES LIMITED

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

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

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

Postal Ballot Form

Env No.:

| | |
|---|--|
| Name of the Member (s): | |
| Registered address: | |
| Name of Joint Holder, if any | |
| Folio No. / Client Id:DP ID: (*Applicable to investor holding shares in dematerialized form) | |

I/We, exercise my/our vote in respect of the Special/Ordinary Resolutions enumerated below by recording, my/our assent or dissent to the said Resolution by placing (√) mark at the appropriate places in the box below:

| S.N | Resolution | Type of Resolution | Options | |
|-----|---|---------------------|---------|---------|
| | | | For | Against |
| 1 | To consider and approve of "Birla Precision Technologies Limited- Employee Stock Option Scheme 2020". | Special Resolution | | |
| 2 | Approval for Issue and Allotment of Equity Shares to Employees of Holding (If Any, In Future) And Subsidiary Company(ies) Under the Birla Precision Technologies Employee Stock Option Scheme 2020. | Special Resolution | | |
| 3 | Appointment of Ms. Pooja Tiwari (DIN: 08689097) as Non-Executive, Independent Director. | Ordinary Resolution | | |
| 4 | Appointment of Mr. Aditya (DIN:08689116) as Non-Executive, Independent Director. | Ordinary Resolution | | |
| 5 | Appointment of Mr. Santosh Kumar (DIN: 08686131) as Executive Director of the Company. | Ordinary Resolution | | |

Place:

Date:

(_____)
Signature

Instructions

1. If a member exercises voting rights through voting by electronic means (e-voting), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per Information and Instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form. The consent must be accorded by recording the assent in the column **FOR** and dissent in the column **AGAINST** by placing a tick mark (√) in the appropriate box.
6. The vote(s) of a member will be considered invalid inter alia on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the member's signature does not tally;
 - c. if the member has put a tick mark (√) in both the columns, that is, for Assent and also for Dissent to the resolution in such manner that the aggregate shares voted for Assent and Dissent exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 03:00 P.M.(IST) on Friday, 27th March, 2020. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, 7th February, 2020
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.