



SJ/BSE41/2019-20

20th February, 2020

BSE Limited
Corporate Services Department
1st Floor, P J Towers
Dalal Street
Mumbai - 400 001

Scrip Code: 522105

Dear Sirs,

Sub: Submission of Voting Results & Scrutinizer's Report on e-voting pursuant to Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed the voting results in respect of the resolutions taken up at the Extraordinary General Meeting of the Company held on Tuesday, the 18th February, 2020 at 03.00 p.m. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006.

Also enclosed the consolidated Scrutinizer's Report on e-voting/poll as required pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

We request you to kindly take the same on your record.

Thanking you,

Yours Faithfully, .

For Birla Precision Technologies Limited

Shafiqul Jaim

Company Secretary & Compliance Officer

Encl: As Above

Birla Precision Technologies Limited

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

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

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

ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1st Floor, Indira Market, Bhilwara, Rajasthan - 311001

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

Scrutinizer's Report

To,
The Chairman,
Birla Precision Technologies Limited
23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg,
Prarthana Samaj, Mumbai 400 004

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for Extra-Ordinary General Meeting of Equity Shareholders held on Tuesday, 18th February, 2020

Pursuant to the resolution passed by the Board of directors of **Birla Precision Technologies Limited** (hereinafter referred to as "company") on 24.01.2020, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the Extra-Ordinary General Meeting (hereinafter referred to as "EGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the EGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the Companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no.CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the abovementioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider Karvy E-Voting System (herein after referred as "KARVY"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, **M/s Kfin Technologies Private Limited** (herein after referred as "RTA") to set up the e-voting facility on the KARVY e-voting Website www.evoting.Karvy.com.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by KARVY, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the EGM notice dated 24th January, 2020. The member of the company as on the cut-off date i.e. 07th February, 2020 were entitled to vote on the resolutions contained in the notice to the EGM of the members of the company.



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	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Special Resolution: Issue of Equity Shares on Preferential basis to Zenith Dyeintermediates Limited on conversion of existing loan plus interest accrued thereon	<p>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 13,57,820 Equity Shares (Thirteen Lakhs Fifty Seven Thousand Eight Hundred and Twenty 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.</p> <p>RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:</p> <ul style="list-style-type: none">• 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



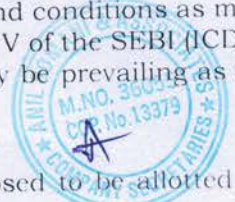
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	<p>by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;</p> <ul style="list-style-type: none">• The Equity Shares proposed to be issued shall rank pari-passu 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. <p>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.</p> <p>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.</p>
<p>2) Special Resolution: Issue of Equity Shares on Preferential basis to Birla Infrastructure Limited</p>	<p>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.</p> <p>RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:</p>



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- 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.

Further to the above, I submit my report as under: -

1) As confirmed by management, the EGM notice dated 24th January, 2020 under section 101 of the Companies Act, 2013 was dispatched to 64411 (Sixty Four Thousand Four Hundred and Eleven) shareholders by courier and/or electronic means via e-mail respectively on or before 25th January, 2020.

2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 26th January, 2020 in "Business Standard." English newspaper and "Mumbai Lakshadeep", vernacular newspaper, informing about the completion of the dispatch of the EGM notices, by means of courier and/or electronic means via e-mail, to the shareholders along with other related matters mentioned therein.



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3) The remote e-voting period remained open from Saturday, 15th February, 2020 at 9.00 a.m. and ended on Monday, 17th February, 2020, at 5.00 p.m.

4) The members of the company as on the cut-off date i.e. Friday, 07th February, 2020 were entitled to vote on the resolutions.

5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at EGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the company.

6) The total number of fully paid up shares of the company outstanding as on 07th February, 2020 were 64411. As on cut-off date, out of 64411 shareholders, 20 (Twenty) shareholders has exercised their vote through e-voting and 35 (Thirty Five) shareholders has exercised their vote through poll at the EGM. The results (consolidated) for the item placed for consideration by the members is given below.

Resolution 1: Issue of Equity Shares on Preferential basis to Zenith Dyeintermediates Limited on conversion of existing loan plus interest accrued thereon

Total No. of shareholders	64411		
Total No. of shares	54517427		
		Number of shareholders/ Folio	Number of shares/votes
Total votes cast through remote-e-voting	A	20	21802431
Total votes cast through polling at EGM	B	35	2314
Grand Total of remote e-voting / polling at EGM (A+B)	C	55	21804745

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No (None of the Directors, Key Managerial Personnel or their respective relative except M/s. Zenith Dyeintermediates Limited is in any way concerned or interested in the resolution mentioned as Item No. 1 of the Notice						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Vote against o votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	28308094	21800323	77.0109	21800323	0	100.00	0.00
	POLL		0	0.00	0	0	100.00	0.00
	TOTAL		21800323	77.0109	21800323	0	100.00	0.00
Public - Institutions	E-VOTING	88924	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	26120409	2108	0.0081	2102	6	99.7153	0.2846
	POLL		2314	0.0089	2309	5	99.7839	0.2160
	TOTAL		4422	0.017	4411	11	99.7512	0.2488
TOTAL		54517427	21804745	39.9959	21804734	11	99.9999	0.0001



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RESULT: -

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the Special resolution as set out in the notice of EGM dated 24th January, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of EGM.

Resolution 2: Issue of Equity Shares on Preferential basis to Birla Infrastructure Limited

Total No. of shareholders	64411		
Total No. of shares	54517427		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	20	21802431
Total votes cast through polling at EGM	B	35	2314
Grand Total of remote e-voting /polling at EGM (A+B)	C	55	21804745

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No (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.)						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	28308094	21800323	77.0109	21800323	0	100.00	0.00
	POLL		0	0.00	0	0	100.00	0.00
	TOTAL		21800323	77.0109	21800323	0	100.00	0.00
Public - Institutions	E-VOTING	88924	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	26120409	2108	0.0081	2102	06	99.7153	0.2846
	POLL		2314	0.0089	2309	05	99.7839	0.2160
	TOTAL		4422	0.017	4411	11	99.7512	0.2488
TOTAL		54517427	21804745	39.9959	21804734	11	99.9999	0.0001

RESULT: -



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Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the Special resolution as set out in the notice of EGM dated 24th January, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of EGM.

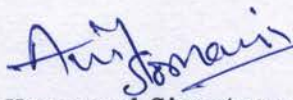
I further report that as per the notice dated 24th January, 2020 the chairman may declare and confirm the above result. The result of EGM together with the Scrutinizer's Report would be displayed on the company's website www.birlaprecision.com and on the website of KARVY and shall also be communicated to the stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from KARVY, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at EGM, which includes all the particulars of the shareholders such as the name, folio number /DPID/client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the chairman /company secretary of the company.

The report may be treated as a report under section 109 of the companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at EGM.

Yours Faithfully,



Name and Signature of the Scrutinizer

Anil Kumar Somani

Practicing Company Secretary

COP: 13379

UDIN number A036055A000563846

Date: 20.02.2020

Place: Bhilwara