



SK/BSE/39/2020-21

Date: 4th December, 2020

To,  
Department of Corporate Services,  
**BSE Limited**,  
Floor 25, P.J. Towers,  
Dalal Street,  
Mumbai-400 001

**Scrip Code: 522105**

**Subject: Notice of 33rd Annual General Meeting and Closure of Share Transfer Books - Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform you that pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 33rd Annual General Meeting of the Company will be held on Tuesday, 29th December, 2020 at 03.00 p.m. (IST) through Video Conferencing (VC) or other Audio Visual Means (OAVM) as per the framework issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated 05th May, 2020 read with General Circular No. 14/2020 dated 08th April, 2020, and also General Circular No. 17/2020 dated 13th April, 2020.

The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 23<sup>rd</sup> December, 2020 to Tuesday, 29th December, 2020 (both days inclusive)** for the purpose of Annual General Meeting.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of Listing Regulations, the Company shall provide its member the facility to exercise their votes electronically for transacting the items of business, as per the details set out in the Notice convening the 33<sup>rd</sup> Annual General Meeting of the Company. The cut-off date for the purpose of determining the members eligible for voting through E-voting and at the AGM is fixed on Tuesday, 22nd December, 2020. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating the E-

**Birla Precision Technologies Limited**

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

Tel.: +91 022-23867498

E-mail : [info@birlaprecision.com](mailto:info@birlaprecision.com) Website : [www.birlaprecision.com](http://www.birlaprecision.com)

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



Voting through their E-Voting through their e-voting platform i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly acknowledge the receipt and take note on your record.

Thanking You,

Yours Faithfully,  
**For Birla Precision Technologies Limited**

**Santhosh Kumar**  
**Executive Director**  
**DIN:08686131**

*Note: Kindly note that the document could not be physically signed, as the employees are working from home because of the outbreak of COVID-19.*

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

## NOTICE OF THE 33RD ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 33rd Annual General Meeting of the members of Birla Precision Technologies Limited will be held on Tuesday, 29th December, 2020 at 3.00 p.m., through VC/OAVM mode to transact the following business: -

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended as on that date together with the Report of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vedant Birla (DIN 03327691), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To Appoint M/s Valawat & Associate, Chartered Accountant, Udaipur as Statutory Auditor of the Company for a period of Five (5) years.

“**RESOLVED THAT** subject to the provisions of section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Valawat & Associate., Chartered Accountants (ICAI Firm Registration No. 003623C), be and are hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of thirty eighth (38th) Annual General Meeting of the Company to be held in the year 2025 at a remuneration plus applicable taxes and out of pocket expenses to be fixed by the Audit Committee and/or Board of Directors of the Company.”

### SPECIAL BUSINESS:

#### 4. RATIFICATION OF REMUNERATION TO COST AUDITOR

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time

being in force), the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousands Only) exclusive of applicable GST, travelling and out-of-pocket expenses for the financial year ending 31st March, 2021 as approved by the Board of Directors of the Company, payable to Mr. Jayant Galande, Cost Accountant, to conduct the audit of the cost records of the Company be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 5. APPOINTMENT OF MS. YASHIKA JAIN (DIN 08858361), AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **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 or the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Yashika Jain (DIN 08858361) who was appointed as an Additional Director of the Company with effect from 31st August, 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 for a period of 3 consecutive years i.e. upto 30th August, 2023 and that she shall not be subject to retirement by rotation.”

#### 6. 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, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 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 (herein after 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 84,31,703 Equity Shares (Eighty Four Lakhs Thirty One Thousand Seven Hundred and Three) at Rs. 5.93/- each (including premium of Rs.3.93/- each) aggregating to Rs. 5,00,00,000 (Rupees Five Crore 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 except to the extent and in the manner permitted there under;

- 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 27th November, 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.

## 7. RECLASSIFICATION OF MR.YASHOVARDHAN BIRLA FROM PROMOTER AND PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY

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

**“RESOLVED THAT** in pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and any other relevant provisions, including any modification(s) or re enactment (s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchange and other appropriate Statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify Mr. Yashovardhan Birla (Applicant) holding 21919 Equity Shares of the Company constituting 0.04 % of the Issued and Paid up Share Capital of the Company from Promoter & Promoter Group category to Public category since the applicant is neither involved in the management nor hold any controlling stake in the Company and also not entered into any Shareholders Agreement with the Company nor has got any veto rights or special information rights or special rights as to voting power or control of the company.

**RESOLVED FURTHER THAT** it is hereby confirmed that:

- a. The Applicant does not hold individually more than 10% of the paid up equity capital of the company, the applicant holds only 0.04% of the Paid up capital of the company;
- b. That the applicant does not have any special rights through formal or informal arrangements/ agreements;
- c. That the applicant does not and shall not act as Key Managerial Personnel (KMP) for a period of more than 3 years from the date of Shareholders approval;
- d. That the applicant does not directly or indirectly exercise control over the affairs of the company.
- e. That the Board of Directors of the company is not accustomed to act in accordance with applicant advice, directions or instructions:

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions the Board or the officers authorised by the Board in this regards be and are hereby authorised to do all such acts deeds matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regards without requiring the board to secure any further consent or approval of the members of the Company.

## 8. TO CONSIDER AND APPROVE “BIRLA PRECISION TECHNOLOGIES LIMITED-EMPLOYEE STOCK OPTION SCHEME 2020-A”

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 there under (including any statutory modification(s) or re-enactment(s) thereof or 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 “SEBISBEB Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/ POLICY CELL /2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI (SBEB) Regulations”), including any statutory modification(s) or re-enactment (s) there to 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- A (hereinafter referred to as the “BPTL-ESOP 2020- A”) 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 of the company, present and future and director, whether whole time or otherwise (other than promoters of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), 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-A’ (the ‘BPTL-ESOP Plan 2020-A’) and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options not exceeding 5,65,394 (Five Lakhs Sixty Five Thousands 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-A.

**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-ESOP2020-A either directly by itself or through ECC;
  - ii. to formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the BPTL-ESOP 2020-A and determine and bring in to effect such terms and conditions and procedures for grant or vesting of Share(s)/Option(s) under BPTL-ESOP 2020-A 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 in due compliance with SEBI (SBEB) Regulations, SEBI Listing Regulations and other applicable laws;
  - 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.”
- 9. APPROVAL FOR ISSUE AND ALLOTMENT OF EQUITY SHARES TO EMPLOYEES OF HOLDING AND SUBSIDIARY COMPANY(IES) (IF ANY, IN FUTURE) UNDER THE BIRLA PRECISION TECHNOLOGIES EMPLOYEE STOCK OPTION SCHEME2020-A:**
- 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-A (hereinafter referred to as ‘BPTL-ESOP 2020’) referred to in resolution no. 8 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 5,65,394 (Five Lakhs Sixty Five Thousands Three Hundred and Ninety Four Only) stock options convertible into 5,65,394 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-A 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 5,65,394 options convertible into 5,65,394 equity shares be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

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

**Vedant Birla  
Chairman & Managing Director  
DIN: 03327691**

**Place: Mumbai  
Date: 3rd December, 2020**

**NOTES:**

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in the Notice is annexed hereto and forms part of the Notice.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13,2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.birlaprecision.com](http://www.birlaprecision.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remotee-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated April 08, 2020 and MCA Circular No.17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 5, 2020.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23<sup>rd</sup> December, 2020 to Tuesday, 29<sup>th</sup> December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
10. The Board of Directors has appointed Mr. Anil Somani Proprietor of M/s. Anil Somani & Associates, Company Secretary in Practice (Membership No. 36055) as a Scrutinizer.
11. 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. Tuesday, 22<sup>nd</sup> December, 2020, only shall be entitled to avail the facility of e-voting.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the



Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned below quoting their folio number(s): M/s. Kfin Technologies Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad – 500032.

- Pursuant to the provision of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re- appointment.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AREAS UNDER:-**

The remote e-voting period begins on Saturday, 26th December, 2020 (9.00 a.m.) and ends on Monday, 28th December, 2020 (5.00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

- Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8Digit Client ID For example, if your DP ID is IN300*** and Client ID is I2***** then your user ID is IN300***I2*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is I2***** then your user ID is I2*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

**Details in Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click one-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your initial password?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdffile. Open the .pdf file. The password to open the .pdffile is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdffile contains your 'User ID' and your initial password'.
    - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Details on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need

to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Share holders and e-voting user manual for Share holders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [cs@birlaprecision.com](mailto:cs@birlaprecision.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@birlaprecision.com](mailto:cs@birlaprecision.com).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the/AGM is same as the instructions mentioned above for remote-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remotee-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password fore-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in the irrespective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of afore said glitches.
  5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, emailid, mobile number at [cs@birlaprecision.com](mailto:cs@birlaprecision.com). The same will be replied by the company suitably.
- A. Other Instructions:
- i. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 22nd December,

2020 they may write to the company on the email ID: [cs@birlaprecision.com](mailto:cs@birlaprecision.com) (or), requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr.No. to (xii) as mentioned in (A) above, to cast the vote.

- ii. The Results shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

The results declared along with the Scrutinizer's Report shall be placed on the Company's Website: [www.birlaprecision.com](http://www.birlaprecision.com) and on the website of the

service provider i.e. NSDL 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**

**Vedant Birla**  
**Chairman & Managing Director**  
**DIN: 03327691**

**Place: Mumbai**  
**Date: 3rd December, 2020**

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## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 4

In accordance with the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the Cost records of Company.

On recommendation of the Audit Committee held on 30th July, 2020, the Board has approved the appointment and remuneration of Mr. Jayant Galande, Cost Accountant as Cost Auditor of the Company for the Financial Year ended 31st March, 2021 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) exclusive of applicable GST, travelling and out-of-pocket expenses for conducting the audit of the cost records of the Company. The remuneration of the Cost Auditor is required to be ratified subsequently in accordance to the provisions of the Act and the Rules by the Shareholders of the Company.

None of the Directors, Key Managerial Personnels of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board of Directors of the Company recommend the **Ordinary Resolution** as set out at **Item No. 4** of the Notice to the members for their approval.

#### ITEM NO. 5

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. Yashika Jain (DIN: No 08858361) was appointed as an Additional Director – Non-Executive Independent on the Board of Company on 31st August, 2020, based on the recommendation made by Nomination and Remuneration Committee. She shall hold office upto the date of the ensuing Annual General Meeting.

The Board of Directors proposes to appoint Ms. Yashika Jain as an Independent Director whose term shall not be subject to retirement by rotation, to hold office for three (3) consecutive years i.e. upto 30th August, 2023. Further, the Company has received declaration from Ms. Yashika Jain that

she is not disqualified and meets the criteria of independence.

Except Ms. Yashika Jain 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

The Board of Directors recommend the **Ordinary Resolution** set out at **Item No. 5** of the Notice for approval by the Members.

#### ITEM NO. 6

The Company is currently operating its Indian Tool Manufacturers (ITM), Spearheaded from 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 confirm 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.

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 department, making Custom Solutions for individual customers.

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

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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 names in the European Hydraulic Space. Big league names like Honeywell, Sundram Fasteners and Cummins trust and rely on us for high quality products.

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 31st August, 2020 has approved to issue, offer and allot upto 84,31,703 Equity Shares (Eighty Four Lakhs Thirty One Thousand Seven Hundred and Three) at Rs. 5.93/- each (including premium of Rs.3.93/- each) aggregating to Rs. 5,00,00,000 (Rupees Five Crore Only) to M/s. Birla Infrastructure Limited, Promoter of the Company on a preferential basis. The Special Resolution as mentioned under Item No. 6 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 there off or the time being in force).

Further, 9,64,187 Equity Shares were allotted to M/s. Birla Infrastructure Limited on 2nd March, 2020 at a price of Rs. 7.26/- on of preferential basis from the beginning of the year to the date of issue of this Notice.

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 27th November, 2020 as relevant date, the minimum price is arrived at Rs. 5.9281 and the issue price is accordingly fixed at Rs. 5.93 per equity share by the Board of Directors Accordingly, the number of Equity Shares proposed to be issued is as under:

SN	Name of Allottee	Number of Equity Shares*
I.	M/s. Birla Infrastructure Limited	84,31,703

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 have conveyed to the Company in writing to subscribe to the Equity Shares of the Company on preferential basis under the resolution under Item No.6.

SN	Name of the Allottee	Number of Equity Shares	Category
I.	M/s. Birla Infrastructure Limited	84,31,703	Promoter

Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by the allottees:

Name of the Allottee	Pre Preferential Holding		Proposed Allotment	Post Preferential Holding	
	No. of Shares	%	No of Shares	No. of Shares	%
M/s. Birla Infrastructure Limited	55,83,886	9.82%	84,31,703	1,40,15,589	21.47%

**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 - the ultimate beneficial owner of Birla Infrastructure Limited (allottee) is Shri Krishna Arpan Trust & Shri Krishna Darpan Trust and the beneficiaries of these trust inter alia are certain Birla Family members.

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	%
<b>A</b>	<b>Promoters' Holding</b>				
	(i) Indian Promoters				
	(a) Individual/HUF	22445	0.04	22445	0.03
	(b) Bodies Corporate	30566036	53.78	38997739	59.75
	(c) Others (Trusts)	41620	0.07	41620	0.06
	(ii) Foreign Promoters				
	-Individual	0	0.00	0	0.00
	-Bodies Corporate	0	0	0	0
	<b>Sub Total (A)</b>	<b>3,06,30,101</b>	<b>53.89</b>	<b>3,90,61,804</b>	<b>59.84</b>
<b>B</b>	<b>Non-Promoters' Holding</b>				
	Mutual Fund/UTI	217	0	217	0.0
	FI's Bank	49115	0.09	49115	0.8
	FII's	0	0	0	0
	Bodies Corporate	4703755	8.28	4703755	7.2
	Residents/ Individuals	20810124	36.61	20810124	31.88
	QIB	2	0	2	0
	NRI	443128	0.78	443128	0.68
	NBFC	83	0	83	0
	Overseas Corporate Bodies	0	0	0	0
	Clearing Members	85209	0.15	85209	0.13
	Directors/Relatives	0	0	0	0
	Foreign Trusts	0	0	0	0
	Indian Trusts	847	0	847	0
	IEPF	116853	0.21	116853	0.18
	<b>Sub Total (B)</b>	<b>2,62,09,333</b>	<b>46.11</b>	<b>2,62,09,333</b>	<b>40.15</b>
	<b>Grand Total (A+B)</b>	<b>5,68,39,434</b>	<b>100.00</b>	<b>6,52,71,137</b>	<b>100.00</b>

Note: The above pre-issue shareholding pattern is prepared as on 30.09.2020

**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 Annual 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.

In accordance with the SEBI ICDR Regulations;

- i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ii. No person belonging to the promoters/ promoter group have sold/transferred any Equity Shares of the Company during the 6(Six) months preceding the Relevant Date.
- iii. No person belonging to the promoters / promoter

group has previously subscribed to any warrants of the Company but failed to exercise them;

The Company received a letter dated 7th September, 2020 from Mr. Yashovardhan Birla falling under the category of Promoter and Promoter Group of the Company, requesting to reclassify him as Public Shareholder and was duly approved by the Board of Directors in their meeting held on 12.09.2020 and the same was intimated to Stock Exchange .

Further, he does not exercise any control over the Company. He is in no way connected with the management of the affairs of the Company . He neither has representation on the Board of Directors of the Company, nor holds any Key Managerial Personnel position of the Company. According to his advice, directions or instructions the Board of Directors of the company are not accustomed to act. However we are disclosing that Mr Yashovardhan Birla is a Willful Defaulter disclosure of the same is as under.

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

<b>Name of the person declared as a willful defaulter</b>	<b>Shri Yashovardhan Birla</b>
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	As per SEBI Order dt. 29th September, 2020 and 23rd October, 2020 in the matter of M/s. Birla Cotsyn (India) Limited and M/s. Birla Pacific Medspa Limited respectively, Mr. Yashovardhan Birla is being debarred for 2 years from the securities market.  The said order has been passed by SEBI without considering the facts therefore Mr. Yashovardhan Birla is filing an appeal before Securities Appellate Tribunal (SAT) so that the facts in the said matter shall be heard.
Any other disclosure as specified by the Board	NA

None of the promoters, directors and KMP of the Company are declared as Fugitive Economic Offenders.

Further, the Board of Directors would like to state that the ultimate beneficial owner of Birla Infrastructure Limited (allottee) is Shri Krishna Arpan Trust & Shri Krishna Darpan Trust and the beneficiaries of these trust inter alia are certain Birla Family members.

**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.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Birla Infrastructure Limited is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 6 of the Notice.

The Board of Directors recommend the **Special Resolution** set out at **Item No. 6** of the Notice for approval by the Members.

#### ITEM NO. 7

The Company received a letter dated 7th September, 2020

Further we would like to disclose that Mr. Yashovardhan Birla has been declared as willful defaulter the details of the same is given as under:

<b>Name of the person declared as a willful defaulter</b>	<b>Mr. Yashovardhan Birla</b>
Name of the Bank declaring the person as a willful defaulter	UCO Ban Address: 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	As per SEBI Order dt. 29th September, 2020 and 23rd October, 2020 in the matter of M/s. Birla Cotsyn (India) Limited and M/s. Birla Pacific Medspa Limited respectively, Mr. Yashovardhan Birla is being debarred for 2 years from the securities market.  The said order has been passed by SEBI without considering the facts therefore Mr. Yashovardhan Birla is filing an appeal before Securities Appellate Tribunal (SAT) so that the facts in the said matter shall be heard.

from Mr. Yashovardhan Birla falling under the category of Promoter and Promoter Group of the Company, requesting to reclassify him as Public Shareholder.

The applicant holds 21919 Shares constituting 0.04% of the Paid Share Capital of the Company. He does not exercise any control over the Company. He is in no way connected with the management of the affairs of the Company. He neither has representation on the Board of Directors of the Company, nor holds any Key Managerial Personnel position of the Company. The Company has also not entered into any shareholders agreement with him. Further, he does not have any special rights as to voting power or control of the Company nor any special information rights.

Based on the letter received from the applicant, the matter was discussed by the Board of Directors of the Company at their meeting held on 12th September, 2020 and the Board approved application submitted by the application to reclassify him from the category of Promoter and Promoter Group to Public Shareholders with the approval of the Stock Exchange.

A reclassification may also be permitted by the Stock Exchange under main listing regulation No. 31A(2) itself read with the additional conditions specified under regulations 31A(7) of the listing regulations.

The Board of Directors recommend the **Special Resolution** set out at **Item No. 7** of the Notice for approval by the Members.

### Item No. 8&9

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-A (hereinafter referred to as the "BPTL-ESOP 2020-A"). 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-A shall not exceed 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 shares shall be increased/decreased to facilitate making a fair and reasonable adjustment to the entitlements of participants under the BPTL-ESOP Plan 2020-A.

### 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-A"). 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-A shall not exceed 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 1% 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-A.

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

#### a. Brief description of the Scheme–BPTL-ESOP Plan2020-A

The Company proposes to introduce BPTL-ESOP Plan 2020-A 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-A ('Options'), in one or more tranches, shall not result in issue of equity shares in excess of 5,65,394 (Five Lakhs Sixty Five Thousands Three Hundred and Ninety Four Only) convertible into equivalent number of Equity Shares of Rs.2/- each (Rupees Two Only). 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-A, with in the overall limit stated above, subject to the SEBI ESOP Regulations.

**c. Identification of classes of employees entitled to participate in the BPTL-ESOP Plan 2020-A**

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

- 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-A:

- 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 any 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-A**

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-A 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 5,65,394 in aggregate. The total number of Options granted under the ESOP Plan 2020-A 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-A

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. Route of Plan implementation:- BPTL-ESOP2020-A shall be implemented and administered directly by the Company;
- k. Source of acquisition of shares under the Plan: -BPTL-ESOP 2020-A The Scheme contemplates issue of fresh/primary shares by the Company
- l. Amount of loan to be provided for implementation of the Plan(s) by the company to the trust, its tenure, utilization, repayment terms, etc: No loan shall be provided by the Company for implementation of the Plan.

**m. Accounting and Disclosure Policies.**

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments ("Guidance Note") and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or other relevant statutory authority from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other I I Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI (SBEB) Regulations. The Company shall follow the relevant Indian Accounting Standards (Ind-AS), prescribed from time to time, including the disclosure requirements.

**n. 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.

**o. Declaration**

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation costs

computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share(EPS) of the Company shall also be disclosed in the Directors' Report.

Regulation 6(1) of the SEBIESOP 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- A 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. 8&9 of this Notice is proposed for approval by members.

The Options to be granted under the BPTL-ESOP Plan 2020-A shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The BPTL-ESOP Plan 2020-A conforms to the SEBI ESOP Regulations. Draft scheme of the BPTL-ESOP Plan 2020-A is available for inspection on request of Shareholders by writing email to [cs@birlaprecision.com](mailto:cs@birlaprecision.com). 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. 8 & 9 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.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 8&9 of the Notice.

The Board of Directors recommend the **Special Resolution** set out at **Item No. 8&9** of the Notice for approval by the Members.

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

**Vedant Birla  
Chairman & Managing Director  
DIN: 03327691**

**Place: Mumbai  
Date: 3rd December, 2020**

**Details of Directors Seeking Appointment/Re-appointment at the  
33<sup>rd</sup> Annual General Meeting of the Company.**

**[In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and  
Disclosure Requirements) Regulations 2015]**

<b>Name of Director</b>	<b>Mr. Vedant Birla</b>	<b>Ms. Yashika Jain</b>
<b>DIN</b>	03327691	08858361
<b>Date of Birth</b>	25th December, 1991	2th October, 1996
<b>Date of Appointment</b>	18th May, 2016	31st August, 2020
<b>Qualification</b>	Masters in General Management from RBS, UK	Master in Commerce
<b>List of other Indian Public Limited Companies in which Directorship held</b>	Shrinika Infra Limited	NIL
<b>Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)</b>	NIL	NIL
<b>Number of shares held in the company</b>	NIL	NIL
<b>Relationship between directors inter-se</b>	None	None