BIRLA PRECISION

VHP/BSE43/2018-19
03rd March, 2019

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

Scrip Code: 522105

Subject:- Notice of Extraordinary General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Notice Extraordinary General Meeting of the members of the Company scheduled to be held on Monday, 25th March, 2019 at 3.00 p.m. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006.

Kindly acknowledge the receipt and take note on your records.

Thanking You,

Yours Faithfully
For **Birla Precision Technologies Limited**

Vandana Patil
Company Secretary & Compliance Officer
Encl: As Above

BIRLA PRECISION TECHNOLOGIES LIMITED

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

BIRLA PRECISION TECHNOLOGIES LIMITED

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

CIN: L29220MH1986PLC041214; **Website**: www.birlaprecision.in; **Email**: info@birlaprecision.com; **Phone**: (022) 23825060

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the members of **Birla Precision Technologies Limited** will be held on Monday, 25th March, 2019 at 3.00 p.m. at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006 to transact the following business:-

SPECIAL BUSINESS:

ITEM NO. 1: Issue of Equity Shares on preferential basis:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to Sections 42, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (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"), 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 6,07,005 Equity Shares (Six Lakhs Seven Thousand Five Only) of face value of ₹ 2/- each (Rupees Two Only) fully paid up at an issue price of ₹ 16.25/- (Sixteen Rupees Twenty Five Paisa Only) including Premium of ₹ 14.25/- (Fourteen Rupees Twenty Five Paisa Only) per share aggregating to ₹ 98,57,777/- (Rupess Ninety Eight Lakhs Fifty Seven Thousand Seven Hundred Seventy Seven Only) 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 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;
- 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 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 22nd February, 2019 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 upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.

ITEM NO. 2: To approve "Birla Precision Technologies Limited- Employee Stock Option Scheme 2019"

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof including the Nomination and Remuneration Committee duly authorised by the Board), approval and consent of the Members of the Company be and are hereby accorded to the Birla Precision Technologies Limited-Employee Stock Option Scheme 2019 (hereinafter referred to as the "ESOS 2019") 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 (except Independent Directors), whether whole time or otherwise, whether working in India or outside India, as may be decided by the Board under the Plan (hereinafter referred to as an "eligible employees") consent of the members of the Company be and is hereby accorded to the Board for the formulation and implementation of 'Birla Precision Technologies Limited-Employee Stock Option Scheme 2019' (the 'ESOP Plan 2019') and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options not exceeding 3,94,000 (Three lakhs Ninety Four Thousand) convertible into equivalent number of equity shares of ₹ 2/- each (Rupees Two Only), through Nomination and Remuneration Committee (hereinafter referred to as "ESOS Compensation Committee (ECC)) and on such terms and conditions, as may be determined by the Board under ESOS 2019.

RESOLVED FURTHER THAT the Board be and is hereby further authorised 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 ₹ 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 ESOS 2019 either directly by itself or through ECC;

(ii) to formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the ESOS 2019 and determine and bring into effect such terms and conditions and procedures for grantor vesting of Share(s)/Option(s) under ESOS 2019 either directly by itself or through ECC;

(iii) to grant, issue, re-issue, recall, 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 ESOS 2019 on Exchanges, where the equity shares of the Company are listed;

(v) to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, Officer or Authorised 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."

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

Place: Mumbai
Date: 25th February, 2019

Vandana Patil
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") with respect to the Special Business set out in the Notice is annexed.
2. **A member entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be a valid must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.**
3. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members / proxies/ representatives are requested to bring the enclosed attendance slip, duly filled in, for attending the meeting. Copies of the attendance slips will not be distributed at the meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th March, 2019 to Monday, 25th March, 2019 (both days inclusive) for the purpose of Extraordinary General Meeting.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars, etc. from the Company electronically.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / M/s. Karvy Fintech Pvt. Ltd. (Formerly known as M/s. Karvy Computershare Private Limited).
9. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days i.e. from Monday to Friday between 11.00 a.m. to 05.00 p.m. up to and including the date of Extraordinary General Meeting of the Company.
10. In support of the "Green Initiative" announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.
11. A route map, showing directions to reach the EGM venue is annexed hereto.
12. Voting through electronic means.
    (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted vide Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at Extraordinary General Meeting. The Company has engaged the services of M/s. Karvy Fintech Pvt. Ltd. ("Karvy") as agency to provide the E-voting facility to the member of the Company.
    (ii) The facility for voting through polling paper shall be made available at the Extraordinary General Meeting (EGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper.

(iii) The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

A. In case a Member receives an email from M/s. Karvy Fintech Pvt. Ltd. [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

i. Launch internet browser by typing the URL:http://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password mentioned below). Your Folio No. / DP ID- Client Id will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z),one lower case (a-z),one numeric value (0-9) and a special character (@,#,$,etc.,).The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first log in. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the **"EVENT"** i.e., **Birla Precision Technologies Limited.**

vii. On the voting page ,enter the number of shares (which represents the number of votes) as on the Cutoff Date under **"FOR/AGAINST"** or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either **"FOR"** or **"AGAINST"** it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can log in any number of times till they have voted on the resolution(s).

xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy of Board Resolution in PDF Format to the scrutinizer by email at csrohitkeswani@gmail.com with a copy marked to evoting@karvy.com.

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

i. User Id and initial password as provided in the e-voting form.

ii. Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A)above, to cast vote.

C. Other Instructions:

i. In case a person has become the Member of the Company after the dispatch of EGM Notice but on or before the cut-off date i.e. Monday, 18th March, 2019 they may write to the Karvy on the email Id evoting@karvy.com (or) contact Mr. U S Singh on 040-67161565, at Karvy Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad–500032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

ii. The e-voting period will commence on 22nd March, 2019 (9.00 AM IST) Friday and will end on 24th March, 2019 (5.00 PM IST) Sunday. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th March, 2019 Monday, may cast their vote electronically. The e-voting module shall be disabled by "Karvy" for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

iii. The Board of Directors has appointed Mr. Rohit Keswani, Practicing Company Secretary (Membership No. ACS 49770) as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in fair and transparent manner.

iv. The voting rights of the members/beneficial owners shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut-off date i.e. 18th March, 2019.

v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 18th March, 2019, only shall be entitled to avail the facility of remote e-voting/voting at EGM.

vi. The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Chairman, or any other person authorised by the chairman, shall declare the result of the voting forthwith.

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

The results declared alongwith the Scrutinizer's report shall be placed on the Company's Website: www.birlaprecision.in and on the website of the service provider (http://evoting.karvy.com) immediately after the result is declared and shall simultaneously also be communicated to BSE Limited.

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

The Company has total borrowed fund ₹ 98,57,777 as unsecured loan along with interest from M/s. Zenith Dyeintermediates Limited, a company belonging to the promoter group . The Company has now requested that this unsecured loan alongwith interest be converted into Equity Shares. Based on the said request, the Board resolved to issue, offer and allot upto 6,07,005 Equity Shares (Six Lakhs Seven Thousand Five Only) at ₹ 16.24/- each (including premium of ₹ 14.24/- each) to M/s. Zenith Dyeintermediates Limited, Promoter on a preferential basis, by conversion of their unsecured loans into Equity Shares. The special resolution as mentioned under Item No. 1 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

Sr. no	Name of the Proposed Allottee	Amount outstanding as on 22nd February, 2019 (in ₹)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (in ₹)
1	Zenith Dyeintermediates Limited	98,57,777	6,07,005	Nil

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

(i) Object of the Issue through preferential Allotment: The object of this issue is to convert the outstanding unsecured loan into Equity Shares.

(ii) 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. The SEBI (ICDR) Regulations, 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:

a) 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

b) 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 22nd February, 2019 as relevant date, the issued price computes to ₹ 16.24/- per share. The Board of Directors has decided to issue the Equity shares at ₹ 16.24/- per share. Accordingly, the number of Equity Shares proposed to be issued is as under:

Sr. No.	Name of the Allottee	Number of Equity Shares*
1	M/s. Zenith Dyeintermediates Limited	6,07,005

*The number of Equity Shares to be allotted has been calculated on the basis of issue price determined taking the date of this Notice as Relevant Date in terms of pricing formula of Chapter V of SEBI ICDR Regulations. However, the shareholding pattern and issue price on the basis of actual relevant date i.e. 22nd February, 2019 may vary and accordingly number of shares to be allotted may increase or decrease subject to the condition that total investment will not exceed 98,57,777/- in any case.

(iii) The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:

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

Sr. No.	Name of the Allottee	Number of Equity Shares*	Category
1	M/s. Zenith Dyeintermediates Limited	6,07,005	Promoter

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

Name of the Allottee	Pre Preferential Holding		Proposed Allotment	Post Preferential Holding	
	No. of Shares	**%**		**No. of Shares**	**%**
M/s. Zenith Dyeintermediates Limited	18,65,671	3.42%	6,07,005	24,72,676	4.49%
Total	18,65,671	3.42%	6,07,005	24,72,676	4.49%

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

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

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

Sr. no	Category	Pre-Preferential issue Shareholding		Post-Preferential issue Shareholding	
		No. of Shares	%	No. of Shares	%
A	**Promoters' Holding**				
	(i) Indian Promoters				
	(a) Individual/HUF	22445	0.04	22445	0.04
	(b) Bodies Corporate	28244029	51.80	28851034	52.34
	(c)Others (Trusts)	41620	0.08	41620	0.08
	(ii)Foreign Promoters				
	- Individual	0	0	0	0
	- Bodies Corporate	0	0	0	0
	Sub Total (A)	28308094	51.92	28915099	52.45
B	**Non Promoters' Holding**				
	Mutual Fund/UTI	217	0	217	0
	FIs/Banks	57637	0.11	57637	0.10
	FIIs	0	0.00	0	0.00
	Bodies Corporate	5392537	9.89	5392537	9.78
	Residents Individuals	20220864	37.09	20220864	36.68
	NRI	388351	0.71	388351	0.70
	Foreign Nationals	0	0	0	0
	Overseas Corporate Bodies	0	0	0	0
	Clearing Members	31944	0.06	31944	0.06
	Directors/Relatives	0	0	0	0
	Foreign Trusts	0	0	0	0
	Indian Trust	847	0	847	0
	NBFC	83	0	83	0
	IEPF	116853	0.21	116853	0.21
	Sub Total (B)	26209333	48.08	26209333	47.55
	Grand Total (A+ B)	**54517427**	**100.00**	**55124432**	**100.00**

Note: The above pre-issue shareholding pattern is prepared as on 31.12.2018.

*The number of Equity shares to be allotted on preferential basis pursuant to this resolution has been calculated on the basis of issue price taking the date 22.02.2019 as Relevant Date in terms of pricing formula of Chapter V of SEBI ICDR Regulations. However, the post shareholding pattern may vary depending upon the actual issue price and numbers to be allotted.

(vii) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations 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.

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

(ix) 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 ICDR Regulations shall be placed at the Extraordinary General Meeting.

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

(xi) Undertakings:

(a) 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 ICDR Regulations where it is required to do so.

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

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

ITEM NO. 2

The Company 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 (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 2019 (hereinafter referred to as the "ESOS 2019"). 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 ESOP Plan 2019 shall not exceed 3,94,000 (Three lakhs Ninety Four Thousand) equity shares of the Company representing being not exceeding 1% paid-up equity shares of the Company. In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid of 3,94,000 (Three lakhs Ninety Four Thousand) equity shares shall be increased/decreased to facilitate making a fair and reasonable adjustment to the entitlements of participants under the ESOP Plan 2019.

The salient features of the ESOP Plan 2019 are set out below as per the SEBI circular:

a. Brief description of the Scheme - ESOP Plan 2019

The Company proposes to introduce ESOP Plan 2019 to attract, reward and retain talented and key eligible employees of the Company 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 ESOP Plan 2019 ('Options'), in one or more tranches, shall not result in issue of equity shares in excess of the limit stated above. This ceiling will be adjusted for any future bonus issue of equity shares or stock splits or consolidation of equity shares and also may further be adjusted at the discretion of the Board for any corporate action(s). The Options which do not vest, would be available for being re-granted at a future date. The Board is authorized to re-grant such Options as per the provisions of ESOP Plan 2019, within the overall limit stated above, subject to the SEBI ESOP Regulations.

c. Identification of class of employees entitled to participate in the ESOP Plan 2019

Following classes of employees are entitled to participate in the ESOP Plan 2019:

I. Permanent employees of the Company

II. 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 ESOP Plan 2019:

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 any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company

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

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

e. Exercise price or pricing formula

Subject to the SEBI ESOP Regulations, the exercise price shall be fixed by the Board at its discretion and will be specified in the grant letter but the same shall not be higher than the market price (i.e. latest available closing price on a recognized stock exchange having highest trading volume on which the equity shares of the Company are listed) of the equity shares at the time of grant and not less than the face value of the equity shares of the Company. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the SEBI ESOP Regulations.

f. Exercise period and the process of Exercise

Exercise Period would commence from the vesting date and would expire not later than 8 (Eight) years from the date of grant of Options or such other period as may be decided by the Board. The vested Options are exercisable by the Eligible Employees by a written application to the Company 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 ESOP Plan 2019

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 ESOP Plan 2019 can be decided by the Board. However, the maximum number of Options that may be granted per Eligible Employee under the ESOP Plan 2019, in any financial year, shall not be more than 60,000 and not more than 3,94,000 in aggregate. The total number of Options granted under the ESOP Plan 2019 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 ESOP Plan 2019

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. ESOS 2019 shall be implemented and administered directly by the Company;

k. ESOS 2019 involves issuance of New Shares by the Company

l. Accounting and Disclosure Policies.

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

m. Method of valuation of Options

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

Regulation 6(1) of the SEBI ESOP Regulations requires that every employee stock option scheme shall be approved by the members of the company by passing a special resolution in a general meeting. Further, as ESOP Plan 2019 may entail further issue of equity shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item No. 2 of this Notice is proposed for approval by members.

The Options to be granted under the ESOP Plan 2019 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOP Plan 2019 conforms to the SEBI ESOP Regulations. Draft scheme of the ESOP Plan 2019 is available for inspection at the Registered Office of the Company at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006 during office hours (11.00 a.m. to 1.00 p.m.) on all working days until the last date for receipt of votes by Postal Ballot/e-voting. Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the ESOP Plan 2019 may be deemed to be concerned or interested in the Special Resolutions at Item No. 2 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

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

Place: Mumbai
Date: 25th February, 2019

Vandana Patil
Company Secretary

ATTENDANCE SLIP

BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004
CIN: L29220MH1986PLC041214; **Website**: www.birlaprecision.in; **Email**: info@birlaprecision.com; **Phone**: (022) 23825060

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

Joint Shareholders may obtain additional slips at the entrance

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

I hereby record my/our presence at the Extraordinary General Meeting held on Monday, 25th March, 2019 at 3.00 p.m., at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006.

Signature of the Member / Authorised Representative / Proxy ....

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PROXY FORM

BIRLA PRECISION TECHNOLOGIES LIMITED

Registered Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004
CIN: L29220MH1986PLC041214; **Website**: www.birlaprecision.in; **Email**: info@birlaprecision.com; **Phone**: (022) 23825060

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

Name of the Member (s) :

Registered address :

E-mail id :

Folio No. / Client Id :

DP ID :

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

1 Name : ____________

Address ____________

E-mail Id ____________

Signature : ____________, or failing him / her

2 Name : ____________

Address ____________

E-mail Id ____________

Signature : ____________, or failing him / her

3 Name : ____________

Address ____________

E-mail Id ____________

Signature : ____________, or failing him / her as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, will be held on Monday, 25th March, 2019 at 3.00 p.m., at Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006 and at any adjournment thereof, in respect of such resolutions set out in the EGM Notice convening the meeting, as are indicated overleaf.

Sr. No.	Resolutions	Options	
		For	Against
SPECIAL BUSINESS			
1	To issue of Equity Shares on preferential basis		
2	To approve "Birla Precision Technologies Limited- Employee Stock Option Scheme 2019"		

Signed this______________day of____________2019.

Affix. Re. 1
Revenue
Stamp

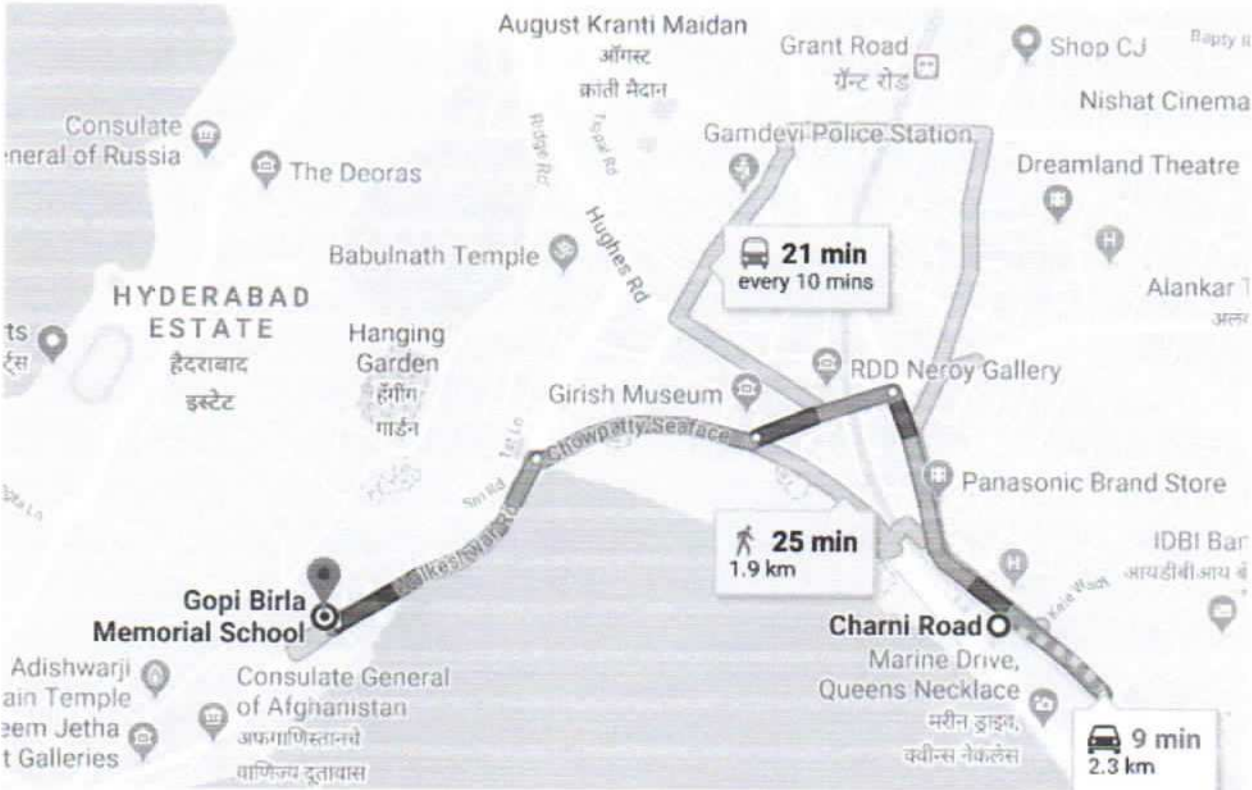
____
Signature

Notes :

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

Route Map to venue of EGM of Birla Precision Technologies Limited

Venue: Gopi Birla Memorial School, 68, Walkeshwar Road, Walkeshwar, Malabar Hill, Mumbai 400 006
Date: 25th March, 2019
Day and Time: Monday, 03.00 p.m.



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