



PM/BSE/003/2022-23

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

Date: 04th April, 2022

Scrip Code: 522105 & ISIN: INE372E01025

Sub.: Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of postal ballot notice together with the explanatory statement thereto.

The remote e-voting commences on Wednesday, 06th April, 2022 (9:00 A.M.) and ends on Thursday, 05th May, 2022 (5:00 P.M.).

The result of the postal ballot will be declared within two working days of conclusion of remote voting process i.e. on or before Monday, 09th May, 2022 and will be communicated to the Stock Exchanges and will be uploaded on the website of the Company at www.birlaprecision.com.

The Postal ballot notice is being sent only by email to those members who have registered their email address with their depository participants or the RTA (KFin Technologies Limited) and whose names appear in the register of members / list of beneficial owners as maintained by the National Securities Depository Limited, Central Depository Services (India) Limited and the RTA (KFin Technologies Limited) as on the cut-off date i.e. Friday, 1st April, 2022.

Kindly take the same on your records & oblige.

Thanking you,

Yours faithfully,

For Birla Precision Technologies Limited

Parth Matolia
Company Secretary & Compliance Officer
ACS: 66212



Birla Precision Technologies Limited

Regd. Office : 23 Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prathana Samaj, Mumbai - 400 004.
Tel. No.: +91 22-23825060

E-mail : info@birlaprecision.com Website : www.birlaprecision.com
An ISO 9001:2015 & ISO 14001:2004 Company CIN: L29220MH1986PLC041214

Birla Precision Technologies Limited

CIN:L29220MH1986PLC041214

Regd. Office: 23, Birla Mansion No.2, 1st Floor, D.D. Sathe Marg, Prarthana Samaj, Mumbai-400004 **Telephone-**022-23825060 **Website-**www.birlaprecision.com **Email-**cs@birlaprecision.com

NOTICE OF POSTAL BALLOT/E-VOTING

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014

Dear Shareholders,

NOTICE is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013(**"the Act"**) read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (**"The Rules"**)including any amendment thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), read with the General Circulars No. 14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, for seeking the approval of the Members of **BIRLA PRECISION TECHNOLOGIES LIMITED ("The Company")** by means of Postal Ballot and through remote e-voting (**"e-voting"**)

The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Sections 102 and 110 of the Companies Act, 2013 setting out the material fact concerning item and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form as well as a hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility as well as Postal Ballot form. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended the remote e-voting facility for its shareholders, to enable them to cast their votes electronically. The instructions for remote e-voting are appended to the Notice.

The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice.

The Company has engaged the services of National Depository Services Limited ("NSDL") to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://www.evoting.nsdl.com> from **Wednesday, 6th April, 2022, 9.00 A.M. (IST) onwards to Thursday, 5th May, 2022, 5.00 P.M.(IST)**. Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on **Saturday, 02nd April 2022** has appointed Mr. Rahul Gupta, Practicing Company Secretary having Membership number 43021 and Certificate of Practice No. 20863, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company on or before **Monday 09th May, 2022**. In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.birlaprecision.com and shall also be available at the Company's office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Thursday, 5th May, 2022**.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

ITEM NO.1-Approval of Shareholders for appointment of Mr. Rajeev Sharma (DIN: 00496729) as Non -Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rajeev Sharma (DIN 00496729) who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 10th February, 2022 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that he is eligible for appointment and he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for a

period of 3 consecutive years i.e. upto 9th February, 2025 and that he shall not be subject to retirement by rotation.”

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

ITEM NO. 2-Approval of Shareholders for appointment of Mr. Srinivasa Raghavan Dorai Rajan (DIN: 00628373) as Non -Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr Srinivasa Raghavan Dorai Rajan (DIN: 00628373) who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 10th February, 2022 pursuant to Section 161 of the Companies Act 2013 and who has submitted a declaration that he is eligible for appointment and he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years i.e. upto 9th February, 2025 and that he shall not be subject to retirement by rotation.”

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

ITEM NO. 3-Approval of shareholders for appointment of Mr. Sanjay Kothari (DIN: 00258316) as Non -Executive Non Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 read with such other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr Sanjay Kothari (DIN 00258316) who was appointed as an Additional Non- Executive Non- Independent Director of the Company with effect from 10th February, 2022 pursuant to Section 161 of the Companies

Act 2013 and who holds office until passing of this resolution, be and is hereby appointed as Non-Executive Non Independent Director of the Company.”

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

By Order of the Board of Directors
For Birla Precision Technologies Limited
Sd/-
Parth Matolia
Company Secretary

Place: Mumbai
Date: 02.04.2022

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013(“the Act”)stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on Thursday, 02nd April, 2022 has appointed Mr. Rahul Gupta (ICSI Membership No. ACS-43021)working in the name and style of B R Gupta & Co., Practicing Company Secretaries to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. On account of the threat posed by COVID-I9 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form as well as the hard copy. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars.
4. The voting period begins on **Wednesday, 6th April, 2022, 9.00 A.M. (IST) onwards to Thursday, 5th May, 2022, 5.00 P.M. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of **Friday, 01st April, 2022**, may cast their vote. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
5. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolution proposed in this notice:

- i. For Physical shareholders- please provide necessary details like 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 email to cs@birlaprecision.com.
 - ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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.
6. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
7. The results of the Postal Ballot will be declared on or before **Monday 09th May, 2022**. The results of the Postal Ballot will be hosted on the website of the Company viz. www.birlaprecision.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson or in his absence by the Director or Company Secretary, or any other person so authorized by the Chairperson and it will display at Company's Office. The resolution will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.
8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **Thursday, 5th May, 2022**.
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 01st April, 2022**.
10. Shareholders who have registered their e-mail ID's with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will be sent through Post.
11. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
12. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Office of the Company on all working days (except Saturday & Sunday) from 1:00 p.m. to 4:00 p.m. from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., **Thursday, 5th May, 2022**.
13. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Depository Services Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically.

14. PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:

A. Login method for e-Voting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-

The remote e-voting period begins on **Wednesday, 06th April, 2022, at 09:00 A.M. and ends on Thursday, 05th May, 2022 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 01st April, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 01st April, 2022.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

	“Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiReg

	istration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
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***

5. Password details for shareholders other than Individual shareholders 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 .pdf file. Open the .pdf file. The password to open the .pdf file 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 .pdf file 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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 check box.
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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 **cs.guptarahul@gmail.com** with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre (Sr. Manager) at evoting@nsdl.co.in

Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolution proposed in this notice:

- i. For Physical shareholders- please provide necessary details like 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 email to **cs@birlaprecision.com**.
- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 holding securities in demat mode, you are requested to refer to the login method explained at step | (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii. Alternatively shareholder/members may send a request to evotingindia.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demataccount in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:

ITEM NO. 1

In terms of Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Sharma was appointed as an Additional Non - Executive Independent Director on the Board of Company on 10th February, 2022 with a intent to nominate him as an Independent Director for a period of three years subject to approval of members.

The Board of Directors proposes to appoint Mr. Rajeev Sharma as an Independent Director whose term shall not be subject to retirement by rotation, to hold office for 3 (three) consecutive years i.e. upto 9th February, 2025. Further the Company has received declaration from Mr. Rajeev Sharma that he meets the criteria of independence.

Mr. Rajeev Sharma has done BS.c Honours in Maths from St. Xavier's College and having 36 years' experience in brand positioning and communications strategies of major Indian and MNC Brands from stints in Lintas, Trikaya, Grey and Leo Burnett in Accounting Management roles. He has headed Leo Burnett for 20 years as National Brand Planning Director. He has worked with various brands such as Bajaj Auto, McDonald's, Heinz, Complian, Glucon D, Maaza, Reebok, Ariel etc.

Except Mr. Rajeev Sharma 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. 1.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval by the Members by way of a special resolution.

ITEM NO. 2

In terms of Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Srinivasa Raghavan Dorai Rajan was appointed as an Additional Non Executive Independent Director on the Board of Company on 10th February, 2022 with a intent to nominate him as an Independent Director for a period of three years subject to approval of members.

Mr. Srinivasa Raghavan Dorai Rajan is a member of Institute of Cost Accountants of India and a Certified Practising Accountant. He has an industrial experience of over 22 years in different industries such as Coal, Steel, Paper, Tea and Light Engineering. He is a trained

Family Business advisor and supports many Indian families managed organisations by being on advisory board. He was a director of Kanzen Institute Asia-Pacific Ltd, working as a global consultant with clients in India, Middle East, South East Asia.

Except Mr. Srinivasa Raghavan Dorai Rajan 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. 2.

The Board of Directors proposes to appoint Mr.Srinivasa Raghavan Dorai Rajanas an Independent Director whose term shall not be subject to retirement by rotation, to hold office for 3 (three) consecutive years i.e. upto 9th February, 2025.

The Board recommends the resolution as set out at Item No.2 of the Notice for approval by the Members by way of a special resolution.

ITEM NO. 3

In terms of Section 152,161, of the Companies Act, 2013 ("the Act"), Mr.Sanjay Kothari was appointed as an Additional Director –Non Executive Non Independent on the Board of Company on 10th February, 2022 with a intent to nominate him as an Non -Executive Non Independent Director for a period of three years subject to approval of members.

The Board of Directors proposes to appoint Mr. Sanjay Kothari as a Non-Executive Non Independent Director whose term shall be subject to retirement by rotation. Further the Company has received disclosures from Mr. Sanjay Kothari required under the Companies Act, 2013.

Mr. Sanjay Kothari, is a member of ICAI, ICSI as well as an member of ICWA (All India Merit List). He has been one of the leading UHN1 investor of India, wherein he is a practicing chartered Accountant who specializes in Corporate Communications, loan syndications, equity placements and financial restructuring exercises. He headed Family wealth management office of Mr. Narotam Sekhsaria, Promoter and Group Vice Chairman of Gujarat Ambuja, for setting up and operationalizing the office. He has also worked as Director Finance & Co. Secretary with M/s. IMP Power Ltd looking after IPO, Investor relationship and CRISIL Rating.

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

The Board recommends the resolution as set out at Item No.3 of the Notice for approval by the Members by way of a special resolution.

ANNEXURE TO THE NOTICE

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS;

Name	Mr. Rajeev Sharma	Mr. Srinivasa Raghavan Dorai Rajan	Mr. Sanjay Kothari
DIN	00496729	00628373	00258316
Designation	Independent Director	Independent Director	Non- Executive Non Independent Director
Date of Birth	19/06/1960	22/10/1951	04/11/1963
Age	61	70	58
Date of appointment on Current Position	February 10, 2022	February 10, 2022	February 10, 2022
Nationality	Indian	Indian	Indian
Qualifications	BS.c Hons. (Maths)	Associate Member of Institute of Cost Accountants of India	Associate Member of Institute of Chartered Accountants of India, Institute of Company Secretaries of India and Institute of Cost Accountants of India.
Expertise in specific functional areas	Mr. Rajeev Sharma, has done BS.c Honours in Maths from St. Xavier's College having 36 years' experience in brand positioning and communications strategies of major Indian and MNC Brands from stints in Lintas, Trikaya, Grey and Leo Burnett in Accounting Management roles.	Mr. Srinivasa Raghavan Dorai Rajan is a member of Institute of Cost Accountants of India and a Certified Practising Accountant. He has an industrial experience of over 22 years in different industries such as Coal, Steel, Paper, Tea and Light Engineering. He is a trained Family	Mr. Sanjay Kothari, is a member of ICAI, ICSI as well as an member of ICWA (All India Merit List). He has been one of the leading UHN1 investor of India, wherein he is a practicing chartered Accountant who specializes in Corporate Communications, loan syndications, equity placements and financial restructuring exercises. He headed Family

	Has headed Leo Burnett for 20 years as National Brand Planning Director. Has worked with various brands such as Bajaj Auto, McDonald's, Heinz, Complan, Glucon D, Maaza, Reebok, Ariel etc.	Business advisor and supports many Indian family managed organisations by being on advisory board. He was a director of Kanzen Institute Asia-Pacific Ltd, working as a global consultant with clients in India, Middle East, South East Asia.	wealth management office of Mr. Narotam Sekhsaria, Promoter and Group Vice Chairman of Gujarat Ambuja, for setting up and operationalizing the office. He also worked as Director Finance & Co. Secretary with M/s. IMP Power Ltd looking after IPO, Investor relationship and CRISIL Rating.
Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)	NIL	NIL	Clean Science and Technology Limited J L Morison (India) Limited
Chairman/Member of Committee of other Company	Nil	Nil	2
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil
No. of Shares held in the company	Nil	Nil	Nil
Directorship of other Companies in India	Nil	1. Vishnupriya Farms Pvt Ltd 2. Kanzen Institute Asia Pacific Private Limited	1. J.L. Morison (India) Ltd. 2. Clean Science and Technology Limited 3. Rapid Estates Private Limited 4. Anantroop Financial Advisory Services Pvt

			Ltd 5. Chartered Finance & Leasing Ltd. 6. Securities Holdings (India) Pvt. Ltd. 7. Golden Quadrilateral Financial Advisory Services Pvt Ltd 8. Westend Propmart Private Limited 9. System International Private Limited 10. Sanatan Financial Advisory Services Private Limited 11. Jaichandi Investment Services Pvt Ltd 12. MK Center of Entrepreneurship Foundation
Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2021)	Nil	NIL	1. Audit Committee 2. Corporate Social Responsibility Committee 3. Stakeholder's Relationship Committee 4. Risk Management Committee
Terms and Conditions of Appointment	As mentioned in Appointment Letter	As mentioned in Appointment Letter	As mentioned in Appointment Letter

By Order of the Board of Directors
For Birla Precision Technologies Limited
Sd/-
Parth Matolia
Company Secretary

Place: Mumbai
Date: 02.04.2022