

AVS & ASSOCIATES

Company Secretaries

(Peer Reviewed Firm)

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REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014]

To,
Mrs. Ishu Jain
(Company Secretary & Compliance Officer)
Birla Precision Technologies Limited

- A. The Board of Directors of **M/s. Birla Precision Technologies Limited** (hereinafter referred to as "**the Company**") has appointed Mr. Vijay Yadav (Membership No. **FCS11990**), Partner of M/s. AVS & Associates, Company Secretaries as the Scrutinizer by way of resolution passed by Board of Directors of the Company on Monday, February 19, 2024 for the purpose of Scrutinizing Postal Ballot conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read with the General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 and including General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 10/2022, 11/2022 dated December 28, 2022 and General Circular No. 09/ 2023 dated September 25,2023, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and any other applicable law, rules and regulations, only through the E-voting process in a fair and transparent manner for following Special Resolutions as mentioned in the Notice of Postal Ballot dated February 19, 2024.
- a) Considered and approved the issue of upto 7,16,500 Equity Shares on Preferential and Private Placement basis to Promoter Group of the Company; and
- b) Considered and approved the issue of upto 34,50,000 Fully Convertible Warrants("Warrants/Convertible Warrants") on a Preferential and Private Placement basis to Promoter Group of the Company and Identified Non-Promoter(s)

- B. The Compliance with the relevant provisions of the Act and rules made thereunder read with MCA Circulars in relation to e-voting on the proposed resolutions mentioned in the Notice dated February 19, 2024, is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes is conducted in a fair and transparent manner and render scrutinizer report based on reports generated from the electronic voting system provided by KFin Technologies Limited ("**KFintech**"/ "**KFin**").
- C. The Company had appointed KFintech to provide an e-voting facility to the shareholders for casting their votes on the proposed resolutions. After the time fixed for the closing of E-voting, voting was closed and votes cast were unblocked;
- D. The members of the Company holding shares as on the "**Cut Off**" date **i.e. Friday, February 09, 2024** were entitled to vote the resolutions forming part of notice;
- E. The Company had availed the e-voting facility provided by KFintech for conducting voting on Postal Ballot by the shareholders of the Company. The Voting period commenced from **Tuesday, February 20, 2024 at 9:00 a.m (IST)** and ended on **Wednesday, March 20, 2024 at 5:00 p.m (IST)** and the KFintech e-voting portal was unblocked in the presence of Mr. Nitin Khandelwal and Ms. Disha Kantaria who are not in employment of the Company;
- F. The remote e-voting data was scrutinized for verification of votes cast in favour and against the resolutions.
- G. The results of remote e-voting on Postal Ballot are as under:

SPECIAL BUSINESS:

ITEM NO. 1 - SPECIAL RESOLUTION

Considered and approved the issue of upto 7,16,500 Equity Shares on Preferential and Private Placement basis to Promoter Group of the Company:

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-voting	3,90,61,322	3,90,39,359	99.94	3,90,39,359	0.00	100.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total	3,90,61,322	3,90,39,359	99.94	3,90,39,359	0.00	100.00	0.00
Public Institutions Holders	E-voting	10,826	0.00	0.00	0.00	0.00	0.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	
	Total	10,826	0.00	0.00	0.00	0.00	0.00	0.00
Public - Non Institutions Holders	E-voting	2,61,98,989	2,46,820	0.94	2,44,913	1,907	99.23	0.77
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	
	Total	2,61,98,989	2,46,820	0.94	2,44,913	1,907	99.23	0.77
Grand Total		6,52,71,137	3,92,86,179	60.19	3,92,84,272	1,907	100.00	0.00

*No. of votes polled does not include 'no. of votes invalid'

ITEM NO. 2- SPECIAL RESOLUTION

Considered and approved the issue of upto 34,50,000 Fully Convertible Warrants (“Warrants/ Convertible Warrants”) on a Preferential and Private Placement basis to Promoter Group of the Company and Identified Non-Promoter(s):

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-voting	3,90,61,322	3,90,39,359	99.94	3,90,39,359	0.00	100.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total	3,90,61,322	3,90,39,359	99.94	3,90,39,359	0.00	100.00	0.00
Public Institutions Holders	E-voting	10,826	0.00	0.00	0.00	0.00	0.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total	10,826	0.00	0.00	0.00	0.00	0.00	0.00
Public - Non Institutions Holders	E-voting	2,61,98,989	2,46,820	0.94	2,41,913	4,907	98.01	1.99
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,61,98,989	2,46,820	0.94	2,41,913	4,907	98.01	1.99
Grand Total		6,52,71,137	3,92,86,179	60.19	3,92,81,272	4,907	99.99	0.01

*No. of votes polled does not include ‘no. of votes invalid’

H. Register/List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid and all relevant records handed over to Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,

**For AVS & Associates
Company Secretaries**

For Birla Precision Technologies Limited

**Vijay Yadav
Partner
Mem. No: F11990
COP No: 16806
Peer Review No: 1451/2021
UDIN: F011990E003618065**

**Mrs. Ishu Jain
(Company Secretary & Compliance Officer)**

**Place: Navi Mumbai
Date: 21-03-2024**