

ANIL SOMANI & ASSOCIATES

Company Secretaries

B-5, Ganpati Complex, Pur Road, Bhilwara, Rajasthan - 311001

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Secretarial compliance report of Birla Precision Technologies Limited for the year ended 31st March, 2023

I/We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by ***Birla Precision Technologies Limited*** (hereinafter referred as ('the listed entity'), having its Registered Office at 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai Mumbai City MH 400004. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

1. We have examined: -

- (a) all the documents and records made available to us and explanation provided by ***Birla Precision Technologies Limited*** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **N.A.**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **N.A.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **N.A.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **N.A.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	No No	The listed entity has not adopted all applicable policies prescribed under SEBI LODR Regulations, 2015.
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual 	Yes No No	The listed entity has not upload all documents/ information as required under Regulation 46 of SEBI

	corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website		(LODR) Regulations, 2015
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	No No	The listed entity has not complied disclosure requirement of material as well as other subsidiaries
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading:		

	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	No	Refer below observations
	<p>1. During review period composition of audit committee was not in compliance of Regulation 18(1) of SEBI (LODR), 2015 (08.08.2022 to 09.02.2023). The BSE Ltd has imposed a penalty of Rs. 3,44,560/-.</p>		
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	Refer below observations
	<ol style="list-style-type: none"> 1. The listed entity has not filed disclosure as per SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 regarding Fund raising by issuance of Debt Securities by Large Corporate for March, 2022. 2. The listed entity has not filed Confirmation certificate in the matter of Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended September, 2022. 3. The listed entity has delayed filed financial results (In XBRL) for the quarter ended 31.03.2022 and 30.09.2022 with BSE Ltd. 4. The listed entity has delayed submitted Scrutinizer report on 09.05.2022 for postal ballot completed on 05.05.2022 and also delayed filed outcome of postal ballot on 10.05.2023 and the company has delayed filed voting results (In XBRL) on 11.05.2022 for the postal ballot completed on 05.05.2022 5. Compliance certificate filed for the year ended 31.03.2022 under Regulation 7(3) of SEBI (LODR), 2015 was not signed by Company Secretary and compliance officer of the Company as required under Regulation 7(3). 6. The listed entity has given notice of AGM to BSE Ltd on 04.09.2022 but delayed given advertisement in newspaper for notice of AGM on 11.09.2022 as per Regulation 47 of SEBI (LODR), 2015 7. The listed entity has not filed statement of investor complaints (In XBRL) for the quarter ended 30.06.2022 and also delayed filed statement of investor complaints (In XBRL) on 09.11.2022 for the quarter ended 30.09.2022 as per Regulation 13(3) of SEBI (LODR), 2015 		

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No Such Case Observed During the Year</p> <p>No Such Case Observed During the Year</p> <p>No Such Case Observed During the Year</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases</p>	<p>NA</p> <p>NA</p>	<p>No Such Case Observed During the Year</p> <p>No Such Case Observed During the Year</p>

	<p>where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	No Such Case Observed During the Year
	<p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	No Such Case Observed During the Year
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No Such Case Observed During the Year

(a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide-	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

	lines including specific clause)							y		
1.	100% percent of shareholding of promoter(s) and promoter group shall be in dematerialized form.	Regulation 31 (1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015	Total promoters and promoter group shareholding of the listed entity as on 31.03.2022 not holding 100% in dematerialized form.					Total promoters and promoter group shareholding of the listed entity as on 31.03.2022 not holding 100% in dematerialized form.	The management will ensure compliance in future	
2.	the constitution of audit committee	Regulation 18(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015	the constitution of audit committee of the company not as per Regulation 18(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015	BS E Ltd	Fin e	the constitution of audit committee not as per Regulation 18(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015	Rs. 344560/-	The Company has paid fine of Rs. 344560/-	The Company has paid fine amount to BSE Ltd.	
3.	Disclosure of Large Corporate	SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018	The listed entity has not filed disclosure as per SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 regarding Fund raising by issuance of Debt			The listed entity has not filed disclosure as per SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 regarding Fund raising by issuance of Debt			The management will ensure compliance in future	

			Securities by Large Corporate for March, 2022			Securities by Large Corporate for March, 2022				
4.	Confirmation certificate in the matter of Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018	Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018	The listed entity has not filed Confirmation certificate in the matter of Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended September, 2022			The listed entity has not filed Confirmation certificate in the matter of Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended September, 2022				The management will ensure compliance in future

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Listed entity shall appoint a qualified company secretary as the compliance officer	Regulation 6 (1) Securities and Exchange Board of India (Listing Obligations	The listed entity has not appointed Company Secretary as compliance officer after resignation of Shajjal Jain					The company has not appointed Company Secretary as compliance officer during	The management will ensure compliance in future	

		and Disclosure Requirement) Regulations, 2015	w.e.f.12.10.2020 till 29.06.2021					01.04.2022 to 29.06.2022		
2.	100% percent of shareholding of promoter(s) and promoter group shall be in dematerialized form.	Regulation 31 (1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015	Total promoters and promoter group shareholding of the listed entity as on 31.03.2022 not holding 100% in dematerialized form.					Total promoters and promoter group shareholding of the listed entity as on 31.03.2022 not holding 100% in dematerialized form.	The management will ensure compliance in future	
3.	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter	Regulation 33 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015	The listed entity has delayed filed of Corrigendum For The Audited Financial Results Approved at the Board Meeting Held On 30Th June, 2021 submitted on 05.08.2021					Delayed filing of Corrigendum For The Audited Financial Results Approved And Submitted at the Board Meeting Held On 30Th June, 2021	The management will ensure compliance in future	
4.	Listed entity shall maintain a functional website containing the basic information about the listed entity as per	Regulation 46 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement)	The listed entity has not maintained updated website as per Regulation 46					The listed entity has not maintained updated website as per Regulation 46	The management will ensure compliance in future	

	Regulation 46.	t) Regulations, 2015								
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **Anil Somani & Associates**
Company Secretaries
PR 1869/2022

Place: Bhilwara
Date: 29th May, 2023

Anil Kumar Somani
ACS: 36055
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UDIN: A036055E000407580