



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE SIXTH MEETING IN THE FINANCIAL YEAR 2021-22 OF THE BOARD OF DIRECTORS OF M/s. BIRLA PRECISION TECHNOLOGIES LIMITED HELD ON THURSDAY, 10<sup>TH</sup> FEBRUARY, 2022 AT 02:00 P.M. AT 206 DALAMAL HOUSE, FIRST FLOOR, NARIMAN POINT, J.B. MARG, NARIMAN POINT, MUMBAI-400021.

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Transfer or sell or otherwise dispose of Foundry Division unit of Birla Precision Technologies Limited, (CIN: L29220MH1986PLC041214) as a going concern on a slump sale basis.

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with relevant rules made thereunder as per the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the Company, as per the recommendation and approval of the Audit Committee and subject to such other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the Board of Directors of the Company be and is hereby accorded to the Company, to sell or transfer otherwise dispose of going concern by way of slump sale (as defined in section 2(42C) of the Income Tax act, 1961), the undertaking namely, “Foundry Unit” together with all assets and liabilities including employees, contracts, licenses, permits, rights, obligations, consents and approvals relating to the Business Transfer Agreement (“BTA”) to **Birla Accucast Private Limited**, a Wholly Owned Subsidiary (“WOS”) having CIN: U29100MH2021PTC365754 and Registered Office at, 1<sup>st</sup> Floor, Birla Mansion, 23, D.D. Sathe Marg, Prarthana Samaj, Mumbai-400004 (“the buyer”), at such consideration, with effect from such date, in such manner and such terms and conditions as may be deemed appropriate and decided by the Board, with the power to the Board to finalize and execute all the required documents and any other incidental documents with such modifications as may be required from time to time.”

**“FURTHER RESOLVED THAT** the Board be and is hereby authorized to execute any documents, deeds or writings as may be necessary to be executed in relation to the transfer and vesting of the Business Transfer Agreement and to make applications to the regulatory and government authorities for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard.”

**“FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all acts and deeds as may be required to give effect to the said resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/ transfer of the Business Transfer Agreement as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the Company.”

**Birla Precision Technologies Limited**

Regd. Office: 23, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004  
Tel.: +91 022- 23825060

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

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



**RESOLVED FURTHER THAT** the Company Secretary/ any Director be and is hereby authorized to file necessary Forms with the Registrar of Companies and to do all the acts, deeds and things as may be required to give effect to this resolution.”

**CERTIFIED TRUE COPY**

**For Birla Precision Technologies Limited**

  
**Parth Matolia**  
**Company Secretary**



**PM/2021-22/06/06**

**Birla Precision Technologies Limited**

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

# **BIRLA INFRASTRUCTURE AND CONSTRUCTIONS PVT. LTD.**

CIN No. : U70102MH2014PTC259477

, Birla Mansion No. 2, 1st Floor, D. D. Sathe Marg, Prathna Samaj, Mumbai - 400 004.  
Tel. : 2386 5816 / 2382 0913 / 2382 8075 • Fax : 2385 8268 • Email : info@birlainternational.net

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF BIRLA INFRASTRUCTURE & CONSTRUCTION PRIVATE LIMITED HELD ON MONDAY, 29 AUGUST, 2022 AT REGISTERED OFFICE OF THE COMPANY AT 7:00 P.M.**

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TO ACQUIRE/ MAKE INVESTMENT IN EQUITY SHARES OF BAPL [BIRLA ACCUCAST PRIVATE LIMITED] FROM DISSENTING SHAREHOLDERS OF BPTL [BIRLA PRECISION] PURSUANT TO SCHEME OF ARRANGEMENT between Birla Precision Technologies Limited ("the Demerged Company" or "BPT Limited ") and Birla Accucast Private Limited ("the Resulting Company" or "BAPL") and their respective shareholders ("the Scheme")

"RESOLVED THAT the Board of Directors of the Company do take note of Draft Scheme of Arrangement between Birla Precision Technologies Limited ("the Demerged Company" or "BPT Limited ") and Birla Accucast Private Limited ("the Resulting Company" or "BAPL") and their respective shareholders ("the Scheme") pursuant to the provisions of Sections 230 to 232 read with Section 52, Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder; and subject to requisite and applicable approvals from the shareholders and the creditors; and subject to the sanction of the National Company Law Tribunal ("Tribunal") and/or such other competent authority including but not limited to Securities Exchange Board of India (SEBI), Stock Exchange(s) in the nature of Demerger of Foundry Division of BPT Limited and strategic investment of Business of BPT Limited into Birla Accucast Private Limited, as tabled before the Board and initialed by the Chairman of the Company for the purposes of identification.

RESOLVED FURTHER THAT in pursuance of the Scheme of Arrangement between Birla Precision Technologies Limited ("the Demerged Company" or "BPT Limited ") and Birla Accucast Private Limited ("the Resulting Company" or "BAPL") and their respective shareholders ("the Scheme") and pursuant to Section 179 of the Companies Act, 2013 and subject to limit specified in Section 186 of the Act, the consent

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of the Board of Director of the Company be and is hereby given to make investment in shares of Birla Accucast Private Limited (BAPL) by way of acquisition of shares from the shareholders of BPTL who opts to sell the equity shares of Birla Accucast Private Limited (BAPL), at a price of Rs. 2/- per share of BAPL.

RESOLVED FURTHER THAT any one Director of the Company be and are hereby authorized by the Board to do all acts, deeds, matters and things and to exercise all rights, powers, authorities, duties and discretion's as may be useful, necessary or expedient for the above purposes."

**CERTIFIED TO BE TRUE COPY**

For **BIRLA INFRASTRUCTURE & CONSTRUCTION PRIVATE LIMITED**

  
**ARUN KUMAR SINGHI**



**Director**

**DIN 00309207**

**Place: Mumbai**

**Date: 29<sup>TH</sup>AUGUST2022**

# BIRLA ACCUCAST PRIVATE LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF BIRLA ACCUCAST PRIVATE LIMITED HELD ON MONDAY, 29 AUGUST, 2022 AT REGISTERED OFFICE OF THE COMPANY AT 5:30 P.M.

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## CONSIDERATION AND APPROVAL OF SCHEME OF ARRANGEMENT AND RELATED DOCUMENTS

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 52, Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors; and subject to the sanction of the National Company Law Tribunal ("Tribunal") and/or such other competent authority including but not limited to Securities Exchange Board of India (SEBI), Stock Exchange(s), as may be applicable, the consent of the Board be and is hereby accorded to the Scheme of Arrangement ('Scheme') in the nature of Demerger of Foundry Division and strategic investment of Business of Birla Precision Technologies Limited (BPTL) into Birla Accucast Private Limited (BAPL), as tabled before the Board and initialed by the any one of the Directors of the Company for the purposes of identification.

**RESOLVED FURTHER THAT** the Share Entitlement Ratio as mentioned in the Valuation Report appointed for this purpose, be and is hereby approved and accepted for the purpose of said Scheme.

**RESOLVED FURTHER THAT** the consent of the Board be and is hereby accorded to the draft of the report explaining the effect of the Scheme on the equity shareholders, promoters and non-promoter shareholders, as tabled before the Board and initialed by the Chairman for the purposes of identification.

**RESOLVED FURTHER THAT** all the Directors of the Company be and are hereby severally authorized, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;



# BIRLA ACCUCAST PRIVATE LIMITED

- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed there under and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Ahmedabad for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;
- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To fix record date and take all necessary steps for giving effect and implementing the Scheme;
- k) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;



# BIRLA ACCUCAST PRIVATE LIMITED

- l) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- m) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- n) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed to the relevant documents, wherever deemed necessary, in the presence of any of the director of the Company or any authorized representatives of the Company in terms of the provisions of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one Director of the Company be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be required from time to time."

**CERTIFIED TO BE TRUE COPY**

For Birla Accucast Private Limited

**Rekha Bharat Gupta**  
Director  
(DIN 09304184)



**Place: Mumbai**

**Date: 29<sup>th</sup> August, 2022**