



NOTICE OF THE 38TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BIRLA PRECISION TECHNOLOGIES LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 18, 2025 AT 2.30 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OVAM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2025 together with the Board's Report and Auditors' Report thereon be and are hereby received, considered and adopted."

2. TO CONSIDER AND APPROVE PAYMENT OF THE FINAL DIVIDEND FOR FY 2024-25.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the final dividend of INR 0.05 (Rupees Five Paise Only) per equity share on a face value of INR 2 for the Financial Year 2024-25 be and is hereby declared and approved and the same be paid to those shareholders whose names appear in the register of members of the Company as on Friday, September 12, 2025 being the record date for the purpose of payment of Final Dividend.

3. TO RE-APPOINT SANTHOSH KUMAR (DIN: 08686131), EXECUTIVE DIRECTOR, LIABLE TO RETIRE BY ROTATION AT THIS MEETING, WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR REAPPOINTMENT.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Santhosh Kumar (DIN: 08686131), a Director of the Company, who retires by rotation at this meeting and who being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company"

4. APPOINTMENT OF M/s. T R CHADHA & CO LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 006711N/N500028) AS THE STATUTORY AUDITORS OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. T R Chadha & Co LLP, Chartered Accountants (Firm Registration No. 006711N/N500028) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 38th Annual General Meeting (AGM) until the conclusion of the 43rd AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

5. TO APPOINT M/S. AVS & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

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

"RESOLVED THAT pursuant to the provision of Section 204 of the Companies Act, 2013 and the rules made thereunder ("the Act"), read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), (including any statutory modification(s), amendment(s), or reenactment(s) thereof for the time being in force) and pursuant to recommendations of the Audit Committee and Board of Directors, M/s. AVS & Associates, Company Secretaries, a Peer Reviewed Firm

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(Peer Review No. 1451/2021), be and is hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting to be held in the financial year 2030–31, covering the audit period of five financial years from 2025–26 to 2029–30 on such remuneration as may be mutually agreed between the Board of Directors in consultation with the Secretarial Auditors of the Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit as more particularly set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

6. TO RATIFY REMUNERATION PAYABLE TO MR. JAYANT GALANDE, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Jayant Galande, Cost Accountant, '(Firm Registration No. 100099), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ended March 31, 2026, amounting to INR 0.75 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things to the extent as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the above resolution."

7. TO APPROVE CHANGE IN DESIGNATION OF MR. VEDANT BIRLA FROM CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY TO CHAIRMAN AND

EXECUTIVE DIRECTOR OF THE COMPANY AND REVISION IN TERMS OF REMUNERATION.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and any other rules, regulations, acts, circulars and guidelines issued by any regulatory, statutory or government authority(ies) as applicable, and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and the Board of Directors of the Company and subject to such approvals and permissions as may be required, consent of the Members of the Company be and is hereby accorded for the change in designation of Mr. Vedant Birla (DIN: 03327691) from Chairman & Managing Director to Chairman & Executive Director of the Company for the duration of his remaining tenure and revision in terms of remuneration for the financial year 2025-26 as detailed in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vedant Birla shall not exceed in any way the maximum limit i.e. INR 70 Lakhs (Rupees Seventy Lakhs Thousand Only) for the said year.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the financial year 2025–26, the remuneration as stated above shall be treated as the minimum remuneration payable to Mr. Vedant Birla, Executive Director of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors/ Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisite forms that may be required on behalf of the Company,

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and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

8. APPROVAL OF MANAGERIAL REMUNERATION TO MR. SANTHOSH KUMAR (DIN:08686131), EXECUTIVE DIRECTOR OF THE COMPANY FOR THE REMAINING PERIOD OF HIS TENURE.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and any other rules, regulations, acts, circulars and guidelines issued by any regulatory, statutory or government authority(ies) as applicable, and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Santhosh Kumar (DIN: 08686131), Executive Director of the Company for the remaining period of his tenure i.e. upto May 27, 2027, on the terms and conditions as set out in explanatory statement to the notice.

"RESOLVED FURTHER THAT the remuneration payable to Mr. Santhosh Kumar shall not exceed in any way the

maximum limit i.e. INR 14.58 Lakhs (Rupees Fourteen Lakhs Fifty-Eight Thousand Only) in each financial year for the remaining period of his tenure upto May 27, 2027.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the remaining period of his tenure, the remuneration as stated above shall be treated as the minimum remuneration payable to Mr. Santhosh Kumar, Executive Director of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder

"RESOLVED FURTHER THAT the Board of Directors/ Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisite forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

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

Place: Chhatrapati
Sambhaji Nagar
Date: August 02, 2025

Registered Office:
Dalamal House,
First Floor, Jamnalal Bajaj Marg,
Nariman Point,
Mumbai - 400 021. India.

Ravinder Chander Prem
Managing Director
(DIN:07771465)

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Notes:

1. In view of General Circular No.14/2020 dated April 08, 2020 and subsequent circulars with the latest being General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020 and subsequent circulars with the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/P/2024/133 dated October 03, 2024 ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the 38th Annual General Meeting ('38th AGM') of the Company is being conducted through VC/ OAVM Facility, which does not require the physical presence of members at a common venue. The proceedings of the AGM shall be deemed to be concluded at the registered office of the Company situated at Dalamal House, First Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 38th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a Member using remote e-voting, participation in the AGM through VC/OAVM and the e-voting system on the date of the 38th AGM will be provided by CDSL.
3. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, and subsequent circulars with the latest being General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars"), as the AGM shall be conducted through VC/OAVM , the facility for appointment of proxy by the Members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate Member/ Institutional Members are entitled to appoint Authorised Representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at cs@birlaprecision.com.
4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Regulation 36 (1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the MCA General circulars with the latest being No. 10/2022 dated December 28, 2022 and SEBI circulars with the latest being Circular No. SEBI/HO/CFD/CFD-PoD2/P/ CIR/2023/167 dated October 07, 2023, relating to dispatch of hard copies of Annual Report for the Financial Year 2024-25, the Notice of AGM is being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s. KFin Technologies Ltd. ("RTA") and whose email address is available with the RTA, the Company or the Depository Participant(s) as on Friday, August 22, 2025. Members may note that, Notice and Annual Report 2024-25 can also be accessed from the website of the Company at <https://www.birlaprecision.com/investor-section-financial-result-annual-results.php> and on website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evotingindia.com/>.
6. For the convenience of the Members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

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Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the 38th AGM and the relevant details of director seeking appointment and re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
8. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from April 01, 2020. In view of the above, Members are advised to dematerialise shares held by them in physical form.

Securities Exchange Board of India vide its Circular No. SEBI /HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has allowed opening of a special window to facilitate re-lodgement of transfer requests of physical shares lodged prior to the deadline of April 1, 2019 and rejected /returned due to deficiency in the documents.

This special window for re-lodgement of transfer deeds is available to only those investors whose transfer deeds were lodged prior to April 1, 2019 for transfer of physical shares and rejected /returned due to deficiency in documents. Investors who have missed the earlier deadline of March 31, 2021 are requested take advantage of this opportunity. Shareholders who wish to avail the opportunity are requested to submit the original transfer documents, after rectifying the deficiencies raised, to the Company's Registrar and Transfer Agent, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramaguda, Serilingampally, Hyderabad – 500008 Telangana, India.

Kindly note that the re-lodged shares shall be issued only in dematerialised form.

9. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to M/s. KFin Technologies Ltd ("RTA"), the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialised form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. KFin Technologies Ltd ("RTA"). Members holding in electronic form may contact their respective Depository Participants for availing this facility.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. KFin Technologies Ltd ("RTA").
13. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend whenever declared. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.
14. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.
 - a) **For Resident Shareholders**, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 10%) on the amount of Dividend declared and paid by the Company during Financial Year 2025-26, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS

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would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2025-26 does not exceed Rs. 10,000. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2026-27. Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

b) For Mutual Fund Shareholders, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and a declaration that their income is exempt under Section 10(23D) of the Income Tax Act, 1961.

c) For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.

d) For Other Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is resident;
- Self-declaration in Form 10F;
- Self-attested copy of the Permanent Account Number (PAN) Card allotted by the Indian Income Tax authorities;
- Self-declaration, certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its

residence during the Financial Year 2025-26;

- ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
- iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
- iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- v. Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2025-26.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder.

Shareholders may make an online submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents as mentioned above, as applicable, on the website of KFIN Technologies Limited at <https://investor.kfintech.com/investor-information-resources/>. The Shareholders may also download these forms from RTA's website and send physical copies of the duly filled forms/documents to RTA's Registered Office at Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serlingampally, Hyderabad, Telangana, 500032. The aforesaid declarations and documents need to be submitted by the Shareholders on or before September 27 2025 to KFIN Technologies Limited. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

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The Company/RTA shall arrange to e-mail the soft copy of TDS certificate to a Shareholder on its registered email ID in due course, post payment of the said Dividend.

15. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to our registrar and share transfer Agent i.e. KFin Technologies Limited at einward.ris@kfinetech.com Members holding in electronic form may contact their respective Depository Participants for availing this facility.
16. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, Instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.
17. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s).
18. Shareholders holding shares in physical mode, may kindly note that SEBI vide its various circulars has mandated that dividend shall be paid only through electronic mode with effect from April 1, 2024. Hence Members are requested to update their details with Company/ KFin Technologies Ltd., by submitting ISR forms available on the website of the Company viz. www.birlaprecision.com to avoid delay in receipt of dividend. Kindly attach original cancelled cheque bearing the name of 1st holder to KFin Technologies Ltd., to update their bank account details. Shareholders holding shares in electronic mode are requested to register their Bank details with the relevant Depository Participant.
19. SEBI has mandated those securities of listed companies can be transferred only in dematerialised form from April 01, 2019, except in case of transmission and transposition of securities. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37/ dated May 7, 2024, has mandated that securities shall be issued only in dematerialised form while processing duplicate /unclaimed suspense/ renewal/exchange/endorsement/sub-division/ consolidation/transmission/transposition services received from physical security holders. In view of the same and to avail various benefits of dematerialisation, Shareholders are advised to dematerialise shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or KFin Technologies Ltd. for assistance in this regard. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
20. The Board of Directors have appointed Mr. Vijay Yadav (Membership No. FCS 11990) Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinise the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorised by him within 2 Working days of the conclusion of the AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company www.birlaprecision.com and on website of CDSL immediately after declaration of results by the Chairman or person authorised by him in this behalf. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
22. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 11, 2025 ("Cut-off date"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
23. The Company has fixed Thursday, September 11, 2025 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the 38th AGM. If the final

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dividend, as recommended by the Board of Directors, is approved at the 38th AGM, payment of such dividend subject to deduction of tax at source will be made on or before October 17, 2025.

24. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, September 11, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.
25. The remote e-voting period will commence at 9.00 a.m. on Monday, September 15, 2025 and will end at 5.00 p.m. on Wednesday, September 17, 2025. In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
26. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to cs@birlaprecision.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

1. In accordance with General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the forthcoming AGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.birlaprecision.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard.

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THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 15, 2025 (9.00 A.M.) and ends on Monday September 17, 2025 5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Thursday, September 11, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, on "e-Voting facility by Listed Companies", e-voting process has been enabled to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Individual Demat account holders would be able to cast their vote without having to register again with the eVoting Service Provider (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Shareholders are advised to update their Mobile number and Email IDs with their Depository Participants (DPs) to access e-voting facility.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 09, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsiindia.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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutiniser for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; cs@birlaprecision.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request by Wednesday, September 10, 2025 (05.00 p.m.) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries by Wednesday, September 10, 2025 (05.00 p.m.) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending upon the availability of time.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. 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

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(self-attested scanned copy of Aadhar Card) by email to **the Registrar & Share Transfer Agents of the Company, (Unit: Birla Precision Technologies Limited) at einward.ris@kfinetech.com.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.nce, and capability before recommending their appointment.

EXPLANATORY STATEMENT

In terms of Regulation 36(5) of the Listing Regulations

ITEM NO. 4

The term of the current Statutory Auditors, M/s. Valawat Associates, Chartered Accountants (Firm Registration No. 003623C) who were appointed at the 33rd AGM of the Company held on December 29, 2020 is set to conclude at the forthcoming Annual General Meeting, in accordance with the provisions of the Companies Act, 2013. The Board of Directors, based on the recommendation of the Audit Committee, has proposed the appointment of M/s. T R Chadha & Co LLP, Chartered Accountants (Firm Registration No. 006711N/N500028) as the Statutory Auditors of the Company for a term of 5 consecutive years i.e. from the conclusion of this AGM till the conclusion of 43rd AGM. The appointment is subject to approval of the shareholders of the Company. In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), M/s. T R Chadha & Co LLP, Chartered Accountants, have provided their consent and eligibility certificate to that effect that, their appointment, if made, would be in compliance with the applicable laws.

As required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following disclosures are made:

Proposed Fees Payable to the Statutory Auditors: 11.05 lakhs per annum, exclusive of applicable taxes and out-of-pocket expenses, subject to revision in line with regulatory approvals and scope of work

Fees Paid to Outgoing Auditor: ₹ 8.70 lakhs per annum for the financial year 2024–25.

Material Change in Fees and Rationale:

The proposed fees represent a revision over the remuneration paid to the outgoing auditors, owing to the following reasons:

Appointment of a firm with broader technical resources and specialized capabilities in line with the Company's increasing business complexity;

Realignment of fees in accordance with prevailing industry benchmarks and professional standards;

Need for additional certifications under SEBI and other applicable regulations.

Basis of Recommendation and Credentials:

M/s. T R Chadha & Co LLP is a reputed audit firm with extensive experience in auditing listed companies across various sectors. The Audit Committee and the Board have evaluated their independence, peer review status, experience, and capability before recommending their appointment.

IN ACCORDANCE WITH SECTION 102 OF THE ACT, THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NO. 5 TO ITEM NO. 8 OF THE ACCOMPANYING NOTICE.

ITEM NO. 5

APPOINTMENT OF M/S. AVS & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 ("SEBI Listing Regulations"), the appointment of a Secretarial Auditor is required to be made based on the recommendation of the Board of Directors and with the approval of the shareholders in its Annual General Meeting.

In compliance with the above regulatory framework, the Board of Directors of the Company, at its meeting held on May 23, 2025, based on the recommendation of the Audit

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Committee, approved the appointment of M/s. AVS & Associates, Company Secretaries (Peer Review Number: 1451/2021), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, commencing from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting, to be held in the financial year 2030-31. This term shall cover the audit period from FY 2025-26 to FY 2029-30.

Brief Profile of AVS & Associates:

AVS & Associates ("AVS") is a Peer Reviewed firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India ('ICSI') under Peer Review Number: 1451/2021. The firm is well-regarded for its experience and expertise in Secretarial Audits, Corporate Law Compliance, and Advisory Services under the Companies Act, 2013, SEBI Listing Regulations, and other applicable corporate governance frameworks.

AVS offers a wide range of professional services, including governance and compliance advisory, Secretarial Audit, and related certifications, catering to both listed and unlisted entities. The firm is committed to upholding the highest standards of integrity, transparency, and regulatory compliance.

In accordance with the provisions of Section 204 of the Companies Act, 2013, and the rules made thereunder, the Company has received written consent and a certificate from AVS confirming that they meet the eligibility criteria prescribed under Regulation 24A of the SEBI Listing Regulations. The firm has further confirmed that, if appointed, the engagement shall be in full compliance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

The proposed remuneration payable to AVS for the financial year 2025-26 shall not exceed Rs. 1,00,000/- (Rupees One Lakh Only), plus applicable taxes and out of-pocket expenses. An annual increment of up to 10% in remuneration may be granted for each subsequent financial year during the tenure, subject to approval of the Board of Directors of the Company.

There is a difference in the remuneration proposed to be paid to AVS as compared to the previous Auditor. This difference is attributable to the Company's strengthened internal compliance systems and adoption of automated compliance mechanism, which have significantly improved efficiency and consequently reduced the scope of audit review as compared to the previous year.

In addition to the Secretarial Audit, AVS may also be engaged to provide other certifications or assignments as may be approved by the Board of Directors, excluding any services prohibited under the applicable laws or regulations.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 5 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the members.

ITEM NO. 6

RATIFICATION OF REMUNERATION TO COST AUDITORS FOR FINANCIAL YEAR ENDED MARCH 31, 2026:

The Board of Directors of the Company at their meeting held on May 23, 2025, on the recommendation of the Audit Committee, had considered and approved the re-appointment of Mr. Jayant Galande, Cost Accountant (Firm Registration No. 100099), as the Cost Auditor for the audit of the cost accounting records of the Company for the Financial Year ending March 31, 2026, at a remuneration of INR 0.75 Lakh Per Annum excluding taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit. Mr. Jayant Galande, Cost Accountant (Firm Registration No. 100099) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and is not disqualified under section 141 read with section 148 of the Companies Act, 2013 and Rules made thereunder.

Pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) and/ or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out in Item No. 6 of the Notice.

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ITEM NO. 7

APPROVAL OF CHANGE IN DESIGNATION OF MR. VEDANT BIRLA FROM CHAIRMAN & MANAGING DIRECTOR TO CHAIRMAN AND EXECUTIVE DIRECTOR AND REVISION IN HIS REMUNERATION THEREOF

On the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vedant Birla was re-appointed as Chairman & Managing Director of the Company for a period of 5 years by the shareholders vide special resolution passed at the 35th Annual General Meeting held on September 27, 2022. Since then, he has been actively dedicating substantial time in managing the affairs of the Company.

In view of the evolving business dynamics and in recognition of the Company's organisational structure realignment, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on April 07, 2025, approved the re-designation of Mr. Vedant Birla from Chairman & Managing Director to Chairman & Executive Director of the Company, with effect from April 07, 2025, for the remainder of his current tenure. The re-designation has been considered appropriate to reflect his continued strategic leadership role in the Company while recognising the operational reallocation of executive responsibilities.

The existing terms and conditions of appointment, including remuneration of Mr. Vedant Birla, which were revised based on the recommendations of the Nomination and Remuneration Committee, Audit Committee, and the approval of the Board of Directors in their meetings held on May 23, 2025. The revision acknowledges his active and sustained involvement in the day-to-day business operations, and his continued responsibilities in steering the Company's overall strategic direction and performance in a dynamic and competitive business environment.

The Nomination and Remuneration Committee and the Board of Directors, in this regard, undertook a detailed review of multiple factors, including the comparative industry benchmarks for remuneration packages of Executive Directors in companies of comparable size, scale and complexity. After careful consideration of Mr. Vedant Birla's significant contribution to the Company's growth trajectory, business expansion initiatives, and operational efficiencies, the Board has proposed to revise and enhance his remuneration for the financial year 2024–2025 to INR 70 Lakh (Rupees Seventy Lakh Only).

The specific details of the revised remuneration are outlined below:

A. Salary: Base Salary of INR 63.10 Lakh (Rupees Sixty Three Lakh Ten Thousand Only) Per Annum excluding retirement benefits which in any case does not exceed 70 Lakh (Rupees Seventy Lakh Only) Per Annum.

B. The Remuneration of Mr. Vedant Birla Comprising of Following Perquisites:

In addition to the Base Salary, Mr. Vedant Birla shall be entitled to the following perquisites, being supplementary benefits forming part of his overall remuneration package, which, together with the Base Salary, shall in no event exceed INR 70 lakh per annum:

- i. House rent allowance.
A monthly allowance to assist with accommodation costs
- ii. Conveyance/ Vehicle allowance.
A monthly allowance provided to cover expenses related to transportation, including the use of a personal or company vehicle for official duties.
- iii. Medical allowance.
A monthly allowance to cover medical expenses, which may include reimbursement for medical treatments, consultations, and prescription medications.
- iv. Leave travel allowance
An annual allowance for travel expenses incurred while on leave, intended to cover travel costs for family and self to various destinations.
- v. Flexible allowance
A discretionary allowance that can be utilised by Mr. Vedant Birla according to his individual needs and preferences, within the guidelines set by the organisation.
- vi. Education allowance
Financial support provided to cover educational expenses for Mr. Vedant Birla or his dependents, including tuition fees and other related costs.
- vii. Newspaper allowance
An allowance provided to cover the cost of subscribing to newspapers or journals for personal or professional use.

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viii. Entertainment allowance

A monthly allowance allocated for expenses related to entertainment, including dining and other leisure activities.

In addition to the salary and perquisites, Mr. Vedant Birla will be entitled to the following benefits:

i. Provident Fund (PF)

A retirement savings scheme where both the employer and employee contribute a certain percentage of the salary towards a fund that accumulates over time, providing financial security post-retirement.

ii. Privilege Leave

Paid leave granted to Mr. Vedant Birla, which can be utilised for personal reasons or vacations, in accordance with the Company's leave policy.

iii. Gratuity

A lump sum payment made to Mr. Vedant Birla upon completion of a specified period of service with the Company, as per statutory regulations and Company's policy.

The details as required under secretarial standards-2 regarding the change in remuneration of Mr. Vedant Birla is provided as an annexure to the Notice.

Except Mr. Vedant Birla none of the other Directors, Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in item no.

subject to the approval of the shareholders on the terms and conditions as set out below:

A. Salary: Base Salary of INR 13.72 Lakhs (Rupees Thirteen Lakhs Seventy-Two Thousand Only) Per Annum excluding retirement benefits which in any case does not exceed INR 14.58 Lakhs (Rupees Fourteen Lakhs Fifty-Eight Thousand Only) Per Annum.

B. The Remuneration of Mr. Santhosh Kumar Comprising of Following Perquisites:

In addition to the Base Salary, Mr. Santhosh Kumar shall be entitled to the following perquisites, being supplementary benefits forming part of his overall remuneration package, which, together with the Base Salary, shall in no event exceed Rs. 14.58 lakh per annum:

i. House rent allowance.

A monthly allowance to assist with accommodation costs

ii. Conveyance/ Vehicle allowance.

A monthly allowance provided to cover expenses related to transportation, including the use of a personal or company vehicle for official duties.

iii. Medical allowance.

A monthly allowance to cover medical expenses, which may include reimbursement for medical treatments, consultations, and prescription medications.

iv. Leave travel allowance

An annual allowance for travel expenses incurred while on leave, intended to cover travel costs for family and self to various destinations.

v. Flexible allowance

A discretionary allowance that can be utilised by Mr. Santhosh Kumar according to his individual needs and preferences, within the guidelines set by the organisation.

vi. Education allowance

Financial support provided to cover educational expenses for Mr. Vedant Birla or his dependents, including tuition fees and other related costs.

vii. Newspaper allowance

An allowance provided to cover the cost of subscribing to newspapers or journals for personal or professional use.

ITEM NO. 8

APPROVAL OF REMUNERATION TO MR. SANTHOSH KUMAR (DIN:08686131), EXECUTIVE DIRECTOR OF THE COMPANY FOR THE REMAINING PERIOD OF HIS TENURE.

Mr. Santhosh Kumar (DIN: 08686131) was re-appointed as an Executive Director of the Company for a term of 5 (five) years commencing from May 24, 2022, as approved by the Members at the 35th Annual General Meeting held on September 27, 2022.

At the time of his appointment, considering the provisions of Schedule V of the Companies Act, 2013, the Members had approved the remuneration payable to Mr. Santhosh Kumar for a period of 3 (three) years, up to May 23, 2025. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 23, 2025 has now approved his remuneration for the remaining tenure from May 24, 2025 to May 23, 2027,

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viii. Entertainment allowance

A monthly allowance allocated for expenses related to entertainment, including dining and other leisure activities.

In addition to the salary and perquisites, Mr. Santhosh Kumar will be entitled to the following benefits:

i. Provident Fund (PF)

A retirement savings scheme where both the employer and employee contribute a certain percentage of the salary towards a fund that accumulates over time, providing financial security post-retirement.

ii. Privilege Leave

Paid leave granted to Mr. Santhosh Kumar, which can be utilised for personal reasons or vacations, in accordance with the Company's leave policy.

iii. Gratuity

A lump sum payment made to Mr. Santhosh Kumar upon completion of a specified period of service with the Company, as per statutory regulations and Company's policy.

A brief profile of Mr. Santhosh Kumar as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 (SS-2) is annexed to this Notice.

Except Mr. Santhosh Kumar, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

Place: Chhatrapati Sambhajnagar

Date: August 02, 2025

Registered Office:

Dalamal House, First Floor,
Jamnalal Marg, Nariman Point,
Mumbai - 400 021. India.

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

Ravinder Chander Prem
Managing Director (DIN:07771465)

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STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I.	General information:											
i.	Nature of industry	Manufacturing										
ii.	Date or expected date of commencement of commercial production	The Company is in operation Since 1986.										
iii.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.										
iv.	Financial performance based on given indicators:	<table><tr><th>Particulars</th><th>2024-25</th><th>2023-24</th></tr><tr><td>PAT</td><td>5.42</td><td>10.66</td></tr><tr><td>Turnover</td><td>207.18</td><td>225.77</td></tr></table>	Particulars	2024-25	2023-24	PAT	5.42	10.66	Turnover	207.18	225.77	
Particulars	2024-25	2023-24										
PAT	5.42	10.66										
Turnover	207.18	225.77										
v.	Foreign investments or collaborations, if any	The Company has total Investment of INR 21.50 Lakhs in (one) subsidiary i.e. Birla Precision Technologies GmbH										
II.	Information about the Appointee(s):											
Sr. No.	Name of the Director	Mr. Vedant Birla	Mr. Santhosh Kumar									
i.	Background details:	<p>Mr. Vedant Birla is the Chairperson of the Company Since May 18, 2016 having completed his graduation in Bachelors in Accounts and Finance (B.A.F) from HR College, Mumbai. Further he acquired Master's degree from Regents Business School, London. He is well acquainted with all manufacturing techniques like LEAN manufacturing and Six Sigma.</p> <p>He has worked earlier at Hindustan Unilever, Philip Capital (UK), Heron International (UK) etc., thus giving him diverse range and exposure of fields such as Real Estate, Financial Services, FMCG and Advertising. He has also been on the board of Birla Brothers Private Limited, Shrinika Infra Limited which controls various Engineering Institutes across India. He is also a part of Combined Birla Family Investment Vehicle & NBFC since 2018. He is also serving as a Trustee of Shri Krishna Arpan Trust.</p>	<p>Mr. Santhosh Kumar, aged 54 years, is the Executive Director with the responsibility of Occupier and responsible for all the legal matters of the Company. Earlier he looked after entire activities of skill development division of the company.</p> <p>He is highly experienced in the field of Industrial Management and Business Administration with more than 32 years of rich expertise also in the Textile industry for overall administration, handling business of the entire textile value chain right from ginning, PV/Cotton spinning, open end, weaving & processing with the specialization in project implementation.</p>									
ii.	Past remuneration:	60.91 Lakhs	14.58 lakhs									

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iii.	Recognition or awards:	NA	NA
iv.	Job profile and his suitability:	As per details in the explanatory statement	As per details in the explanatory statement
v.	Remuneration proposed:	As mentioned in Explanatory Statement of this Notice.	As mentioned in Explanatory Statement of this Notice.
vi.	Comparative remuneration profile with respect to in-dustry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, the proposed remuneration is in line with the current remuneration structure of the industry.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, the proposed remuneration is in line with the current remuneration structure of the industry.
vii.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.:	Not Applicable since besides remuneration proposed Mr. Vedant Birla does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company.	Not Applicable since besides remuneration proposed Mr. Santhosh Kumar does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company
III.	Other information:		
i.	Reasons of loss or inadequate profits:	Although the Company has not incurred losses, its profits are inadequate to provide for the remuneration payable to the Executive Directors, considering the skills, experience, and valuable guidance they contribute to the Company's growth and strategic direction.	
ii.	Steps taken or proposed to be taken for improvement:	The Company has undertaken various strategic initiatives to improve operational efficiency and enhance revenue. Additionally, it continues to explore new market opportunities and strengthen its product portfolio to improve profitability.	
iii.	Expected increase in productivity and profits in measurable terms:	The Company anticipates a measurable increase in productivity and profitability through multiple strategic initiatives, including optimised working capital management and enhanced operational efficiency at the plant level. A focused push toward increasing the share of core products and expanding the sale of value-added offerings is expected to improve contribution margins. Geographical expansion and the horizontal deployment of region-specific successful products into new markets will broaden the revenue base. These initiatives, combined, are projected to yield improved asset utilisation, higher output, and enhanced profitability over the next financial year.	
iv.	Disclosures	The requisite disclosures have been accordingly mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:	



Additional Disclosures/Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2

Name of the Director	Mr. Vedant Birla	Mr. Santhosh Kumar
DIN	03327691	08686131
Date of Birth	25.12.1991	15-02-1971
Work Experience in functional area	11 Years	He is Graduate having vast experience of more than 32 years wherein he has handled work pertaining to different sectors.
Qualifications	Master's Degree from Regents Business School, London.	B.Com
Terms and Condition of Appointment & Re-appointment	NA	NA
Remuneration sought to be paid	Base Salary of INR 63.10 Lakh (Rupees Sixty-Three Lakh Ten Thousand Only) Per Annum excluding retirement benefits which in any case does not exceed INR 70 Lakh (Rupees Seventy Lakh Only) Per Annum.	Base Salary of INR 13.72 Lakhs (Rupees Thirteen Lakhs Seventy-Two Thousand Only) Per Annum excluding retirement benefits which in any case does not exceed INR 14.58 Lakhs (Rupees Fourteen Lakhs Fifty-Eight Thousand Only) Per Annum.
Last Drawn Remuneration	The Last drawn Remuneration of Mr. Vedant Birla is shown under Annexure-V of the Board Report.	The Last drawn Remuneration of Mr. Santhosh Kumar is shown under Annexure-V of the Board Report.
Directorship in other Companies including Listed Company	3	4
Membership of Committees of other Companies including Listed Company (Audit Committee / Nomination Remuneration Committee/Stakeholders Relationship Committee)	3	-
No. of Shares held in the Company	-	-
First Appointment by the Board	18.05.2016	05.02.2020
Relationship with other Director, Manager & KMP	NA	NA
Board Meeting attended (F.Y. 2024-25)	5	5