



PM/BSE/19/2024-25

August 14, 2024

To,  
The Manager  
BSE Limited  
Bombay Stock Exchange,  
P. J. Towers, Dalal Street,  
Mumbai-400001.

Script Code: 522105

Subject.: Notice of the Annual General Meeting - Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is further to our letter dated August 07, 2024 intimating that the 37th Annual General Meeting ('AGM') of the Company will be held on Friday, September 06, 2024 at 12:00 p.m. (IST) through Video Conferencing/Other Audio Visual Means.

Please find enclosed herewith the Notice of the 37th Annual General Meeting of the Company.

The Notice of AGM along with the Annual Report is being dispatched electronically to those Members whose email addresses are registered with the Company/the Registrar and Share Transfer Agent/Depositories.

You are requested to take the above on record

**For Birla Precision Technologies Limited**

**Ishu Jain**  
Company Secretary & Compliance Officer  
M. No.: F10679

Encl: a/a

**Birla Precision Technologies Limited**

**Regd. Office:** 23, Birla Mansion No. 2, 1<sup>st</sup> Floor, D. D. Sathe Marg, Prarthana Samaj, Mumbai 400 004

**Tel.:** +91 022-23867498

**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

# NOTICE OF THE 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 37<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF BIRLA PRECISION TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 06, 2024 AT 12:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OVAM") TO TRANSACT THE FOLLOWING BUSINESS:

## Ordinary Business:

### 1. Adoption of Financial Statements for the Financial Year ended March 31, 2024:

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

"**RESOLVED THAT** the Standalone Audited Financial Statements i.e. Balance Sheet, Profit and Loss Account, Cash Flow Statement and notes forming part thereof together with the reports of Board of Directors and Auditors thereon for the year ended March 31, 2024 and also Audited Consolidated Financial Statements of the Company and report of auditor's thereon for the year ended March 31, 2024 as circulated to the members and laid before the meeting be and are hereby considered and adopted."

### 2. Declaration of Final Dividend of INR 0.05/- per Equity Share (i.e. 2.5%) of the face value of INR 2/- each for the Financial Year ended March 31, 2024.

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

"**RESOLVED THAT** final Dividend of INR 0.05/- per equity share of face value of INR 2/- each, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, be and is hereby approved and the same be paid to the eligible members of the Company as per Section 123 of the Companies Act, 2013 read with rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015."

### 3. Re-Appointment of Mr. Santosh Kumar (DIN –08686131) as a director, liable to retire by rotation, who has offered himself for re-appointment:

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, Mr. Santosh Kumar (DIN – 08686131) who retires by rotation at this Annual General Meeting

and being eligible has offered himself for the re-appointment, be and is hereby appointed as Director of the Company, liable to retire by Rotation."

## Special Business:

### 4. Ratification of remuneration payable to Mr. Jayant Galande, Cost Auditor of the Company for the Financial Year 2024-25

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

"**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and based on recommendation of the Audit Committee and approval of the Board of Directors, a remuneration of INR 0.75 Lakhs Per Annum exclusive of applicable GST, travelling and out-of-pocket expenses payable to Mr. Jayant Galande, Cost Accountant, (Firm Registration No. 100099) as Cost Auditors to conduct the Cost Audit for the Financial Year 2024-25 be and is hereby ratified and approved."

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving the effect to this resolution and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

### 5. Approval of Managerial Remuneration to Mr. Vedant Birla, Chairman & Managing Director of the Company for the financial year 2024-2025.

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 and 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) 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 revision in the remuneration payable to Mr. Vedant Birla (DIN: 03327691), Managing Director of the Company for financial year 2024-25 on the following terms and conditions:-

## Notice of the 37th Annual General Meeting (Contd.)

A. Salary: Base Salary of INR 53.95 Lakhs (Rupees Fifty Three Lakhs Ninety Five Thousand Only) Per Annum excluding retirement benefits which in any case does not exceed 60.91 Lakhs (Rupees Sixty Lakhs Ninety one Thousand Only) Per Annum.

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

In addition to the Basic Salary, Mr. Vedant Birla will be entitled to the following perquisites, which are supplementary benefits provided as part of his overall compensation package:

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.

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.

**"RESOLVED FURTHER THAT** the remuneration payable to Mr. Vedant Birla shall not exceed in any way the maximum limit as aforementioned i.e. INR 60.91 Lakhs (Rupees Sixty Lakhs Ninety One Thousand Only) for the said year.

**"RESOLVED FURTHER THAT** any one of the Director(s) or Company Secretary of the Company be and are hereby authorised to take such necessary steps as may be required to give effect to this Resolution."

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

**Date: August 14, 2024**

**Place: Mumbai**

**Registered Office:**

**23, Birla Mansion No. 2, 1st  
Floor, D. D. Sathe Marg, Prarthana  
Samaj, Mumbai 400004, India**

**Sd/-**

**Ishu Jain**

**Company Secretary &  
Compliance Officer**

**M. No.: - F10679**

## Notice of the 37th Annual General Meeting (Contd.)

### Notes:

1. In view of General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, and Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR /P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular SEBI/HO/ CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023, and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("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 37th Annual General Meeting ('37th AGM') of the Company is being conducted through VC/ OAVM Facility, which does not require the physical presence of members at a common venue. .
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 37th 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 37th AGM will be provided by CDSL.
3. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, and Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023, 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](mailto: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 2023-24, 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 09, 2024**. Members may note that, Notice and Annual Report 2023- 24 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](http://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/>.

## Notice of the 37th Annual General Meeting (Contd.)

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, 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 37<sup>th</sup> 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. The Register of Members and Transfer Books of the Company will be closed from **Saturday, August 31, 2024 to Friday, September 06, 2024** both days inclusive for the purpose of the 37th AGM of the Company.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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").
14. 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.
15. 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 FY 2023-24, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS 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 2023-24 does not exceed 5000/- Please note that this includes future

## Notice of the 37th Annual General Meeting (Contd.)

dividends, if any, which may be declared by the Company during the Financial Year 2024-25. 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 2024-25;
  - 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 FY 2024-25.

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 15, 2024. 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.

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.

16. 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

## Notice of the 37th Annual General Meeting (Contd.)

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@kfintech.com](mailto:einward.ris@kfintech.com) Members holding in electronic form may contact their respective Depository Participants for availing this facility.

17. 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. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. 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.
18. 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). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses upon normalisation of the postal services.
19. Shareholders holding shares in physical mode, who have not provided the information regarding bank particulars, are requested to register/update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) online with KFin Technologies Ltd. on its website (at [https:// www.kfintech.com/](https://www.kfintech.com/)) along with the copy of the signed request letter mentioning the name and address of the Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport) in support of the address of the Shareholder along with a copy of latest cancelled cheque with the Shareholder's name. Shareholders holding shares in electronic mode are requested to register their Bank details with the relevant Depository Participant.
20. SEBI has mandated those securities of listed companies can be transferred only in dematerialised form from April 01, 2020, except in case of transmission and transposition of securities. 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.
21. The Board of Directors have appointed Mr. Anand Mukherjee (Membership No. FCS 11804) Partner of M/s. AVS & Associates, Practising Company Secretaries as the Scrutiniser to scrutinise the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
22. The Scrutiniser 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 Scrutiniser shall be placed on the website of the Company [www.birlaprecision.com](http://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.
23. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, August 30, 2024 ("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.
24. The Company has fixed Friday, **August 30, 2024** as the **'Record Date'** for determining entitlement of members to final dividend for the financial year ended March 31, 2024, if approved at the 37<sup>th</sup> AGM. If the final dividend,

## Notice of the 37th Annual General Meeting (Contd.)

as recommended by the Board of Directors, is approved at the 37<sup>th</sup> AGM, payment of such dividend subject to deduction of tax at source will be made on or before Saturday, October 05, 2024.

25. 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. **Friday, August 30, 2024** 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.
26. The remote e-voting period will commence at **9.00 a.m. on Tuesday, September 03, 2024** and will end at **5.00 p.m. on Thursday, September 05, 2024**. 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.
27. 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](mailto:cs@birlaprecision.com).

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines 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 thus 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](http://www.birlaprecision.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://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.



## Notice of the 37th Annual General Meeting (Contd.)

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.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated May 05, 2020, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before September 30, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020.

### 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 03, 2024 (9.00 A.M.) and ends on September 05, 2024 (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 Friday, August 30, 2024 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**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.

## Notice of the 37th Annual General Meeting (Contd.)

Type of shareholders	Login Method
	<p>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 &amp; 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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 &amp; voting during the meeting.</p>

## Notice of the 37th Annual General Meeting (Contd.)

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

(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.

## Notice of the 37th Annual General Meeting (Contd.)

- (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.
- (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](http://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](mailto: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](mailto: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 in **till August 29, 2024 (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 in till **August 29, 2024 (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.

## Notice of the 37th Annual General Meeting (Contd.)

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 (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

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](mailto: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.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 18002109911.

## Notice of the 37th Annual General Meeting (Contd.)

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT")**

**As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item No. 4 & Item No. 5 of the accompanying Notice.**

#### **ITEM NO. 4**

The Board of Directors of the Company at their meeting held on May 22, 2024, 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, 2025, at a remuneration of INR 0.75 Lakhs 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, 2025.

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. 4 of the Notice.

#### **ITEM NO. 5**

Mr. Vedant Birla was re- appointed as Chairman & Managing Director of the Company for a period of 5 years in the Board meeting held on May 24, 2022. Since then, he has been actively dedicating substantial time in managing the affairs of the Company.

Recognising his deep involvement in day to day business affairs of the Company, as well as his responsibilities and accountability for the Company's overall performance, the Board reviewed various aspects, including comparative remuneration benchmarks for Managing Director in similar sized Companies. Consequently, the Board has proposed to enhance the Remuneration of Mr. Vedant Birla by 20% for the FY 2024-2025 which is well within the statutory limits laid down under Section 197, 198 and Schedule V of the Companies Act, 2013.

The specific details of the revised remuneration are outlined in the resolution mentioned above.

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.5.

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

**Date: August 14, 2024**

**Place: Mumbai**

**Registered Office:**

**23, Birla Mansion No. 2, 1st  
Floor, D. D. Sathe Marg, Prarthana  
Samaj, Mumbai 400004, India**

**Sd/-**

**Ishu Jain**

**Company Secretary &  
Compliance Officer**

**M. No.: - F10679**

Notice of the 37th Annual General Meeting (Contd.)

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

<b>Name of the Director</b>	Mr. Santosh Kumar
<b>DIN</b>	08686131
<b>Date of Birth</b>	February 15, 1971
<b>Work Experience in functional area</b>	he is a Graduate having vast experience of more than 20 years wherein he has handled work pertaining to different sectors.
<b>Qualifications</b>	B.com
<b>Terms and Condition of Appointment &amp; Re-appointment</b>	Mr. Santosh Kumar retires by rotation and being eligible, offers himself for re-appointment to the members at the ensuing Annual General Meeting of the Company.
<b>Remuneration sought to be paid</b>	NA
<b>Last Drawn Remuneration</b>	The Last drawn Remuneration of Mr. Santosh Kumar is shown under <b>Annexure- V</b> of the Board Report.
<b>Directorship in other Companies including Listed Company</b>	1
<b>Membership of Committees of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/Stakeholders Relationship Committee)</b>	Nil
<b>No. of Shares held in the Company</b>	Nil
<b>First Appointment by the Board</b>	February 05, 2020
<b>Relationship with other Director, Manager &amp; KMP</b>	NA
<b>Board Meeting attended (F.Y. 2023-24)</b>	8

**Additional Disclosures/Information pursuant to applicable provisions of Secretarial Standard – 2**

<b>Name of the Director</b>	Mr. Vedant Birla
<b>DIN</b>	03327691
<b>Date of Birth</b>	December 25, 1991
<b>Work Experience in functional area</b>	10 Years
<b>Qualifications</b>	Master's Degree from Regents Business School, London. Bachelors in Accounts and Finance (B.A.F)
<b>Terms and Condition of Appointment &amp; Re-appointment</b>	NA
<b>Remuneration sought to be paid</b>	Base Salary of INR 53.95 Lakhs (Rupees Fifty Three Lakhs Ninety Five Thousand Only) Per Annum excluding retirement benefits which in any case does not exceed INR 60.91 Lakhs (Rupees Sixty Lakhs Ninety one Thousand Only) Per Annum.
<b>Last Drawn Remuneration</b>	The Last drawn Remuneration of Mr. Vedant Birla is shown under <b>Annexure- V</b> of the Board Report.
<b>Directorship in other Companies including Listed Company</b>	1
<b>Membership of Committees of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/Stakeholders Relationship Committee)</b>	2
<b>No. of Shares held in the Company</b>	-
<b>First Appointment by the Board</b>	May 18, 2016
<b>Relationship with other Director, Manager &amp; KMP</b>	NA
<b>Board Meeting attended (F.Y. 2023-24)</b>	8





