

Date: 01<sup>st</sup> October, 2015

To,  
Bombay Stock Exchange Limited  
Floor 1, P J Towers,  
Dalal Street,  
Mumbai 400 001

Company Scrip Code: 522105

**Sub: Clause 35A of the Listing Agreement with the Stock Exchanges for voting results of the 28<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, we request you to take on record the following:


Sr. No.	Description	Particulars
1.	Date of the AGM	30 <sup>th</sup> September, 2015
2.	Book Closure Date	28 <sup>th</sup> September, 2015 to 30 <sup>th</sup> September, 2015 (both days inclusive)
3.	Total number of Shareholders on record date	65451 (as on cut-off date i.e. 23.09.2015)
4.	No. of Shareholders present in the Meeting either in person or through proxy:	
	Category of Shareholders	In Person Proxy Total
	Promoter and Promoter Group	11 2 13
	Public	28 4 32
	Total	39 6 45
5.	No. of Shareholders attended the Meeting through Video Conference - Not Applicable	



The Annual General Meeting of the Members of the Company was held on Wednesday, 30<sup>th</sup> September, 2015 at 11.30 a.m. at B-15/4, M.I.D.C., Waluj, Aurangabad - 431 133 (M.S.). The agenda wise details (Ordinary / Special resolution) of remote e-voting and poll at the Annual General Meeting are provided in the Enclosure.

Request you to kindly take the same on record.

Yours Faithfully,  
For **Birla Precision Technologies Limited**

  
**Mohandas Shenoy Adige**  
(DIN 00280925)  
Chairman of 28<sup>th</sup> AGM



# Annexure - A

## Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015, Statement of Profit and Loss Account for the financial year ended on that date together with the Report of the Directors and Auditor's thereon.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27152702	26271200	96.75	26271200	-	100.00	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
Total	52651756	28003061	53.19	27202402	800659	97.14	2.86

## Item No. 2

Ordinary Resolution: Appointment of a Director in place of Mrs. Avanti Birla (DIN: 00167903), who retires by rotation and being eligible offers herself for Re-appointment

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27152702	26271200	96.75	26271200	-	100.00	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931002	800859	53.76	46.24
Total	52651756	28003061	53.19	27202202	800859	97.14	2.86



Item No. 3

Ordinary Resolution: Appointment of M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, (Registration no. 000038N) as the Statutory Auditor of the Company.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	27152702	26271200	96.75	26271200	-	100.00	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
Total	52651756	28003061	53.19	27202402	800659	97.14	2.86

Item No. 4

Ordinary Resolution: Appointment of Mr. Shiv Charan Agarwal (DIN: 00956339) as an Independent Director of the company for three consecutive years for a term up to the conclusion of the 36<sup>th</sup> Annual General Meeting in the calendar year 2018.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	27152702	26271200	96.75	26271200	-	100.00	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
Total	52651756	28003061	53.19	27202402	800659	97.14	2.86



Item No. 5

**Special Resolution:** Appointment of Mr. Kasturirangan Narayanan (DIN 07246744) as an Independent Director of the company for three consecutive years for a term up to the conclusion of the 36<sup>th</sup> Annual General Meeting in the calendar year 2018.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	27152702	26271200	96.75	0	26271200	-	100.00
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1696411	6.67	1247	1695164	0.07	99.93
<b>Total</b>	<b>52651756</b>	<b>27967611</b>	<b>53.12</b>	<b>1247</b>	<b>27966364</b>	<b>0.00</b>	<b>100.00</b>

Item No. 6

**Ordinary Resolution:** To approve the adoption of new set of Articles of Association.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	27152702	26271200	96.75	26271200	-	100.00	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
<b>Total</b>	<b>52651756</b>	<b>28003061</b>	<b>53.19</b>	<b>27202402</b>	<b>800659</b>	<b>97.14</b>	<b>2.86</b>



Item No. 7

Ordinary Resolution: To approve remuneration of the Cost Auditors for the financial year ending March 31, 2016.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	27152702	26271200	96.75	26271200	-	100.00	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
Total	52651756	28003061	53.19	27202402	800659	97.14	2.86

Item No. 8

Ordinary Resolution: To approve the related party transactions with M/s. Nirved Traders Private Limited.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	27152702	-	-	-	-	-	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
Total	52651756	1731861	3.29	931202	800659	53.77	46.23



Item No. 9

Ordinary Resolution: To approve the related party transactions with M/s. Godavari Corporation Private Limited.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27152702	-	-	-	-	-	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
<b>Total</b>	<b>52651756</b>	<b>1731861</b>	<b>3.29</b>	<b>931202</b>	<b>800659</b>	<b>53.77</b>	<b>46.23</b>

Item No. 10

Ordinary Resolution: To approve the related party transactions with M/s. Birla Infrastructure Limited.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	27152702	-	-	-	-	-	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
<b>Total</b>	<b>52651756</b>	<b>1731861</b>	<b>3.29</b>	<b>931202</b>	<b>800659</b>	<b>53.77</b>	<b>46.23</b>



Item No. 11

Ordinary Resolution: To approve the related party transactions with M/s. Birla Shloka Edutech Limited.

Promoter / Public	No. of Shares Held	No. of votes Polled	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes Polled
	1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	27152702	-	-	-	-	-	-
Public Institutional holders	57867	-	-	-	-	-	-
Public -Others	25441187	1731861	6.81	931202	800659	53.77	46.23
Total	52651756	1731861	3.29	931202	800659	53.77	46.23

For Birla Precision Technologies Limited

*MSA*  
 Mohandas Shenoy Adige  
 (DIN 00280925)  
 Chairman of 28<sup>th</sup> AGM



# Smitha Singh

## Company Secretary

C-403, Dheeraj Diamond CHS, Chincholi Bunder Road, Malad (W), Mumbai – 400 064  
Email: smithasingh@rediffmail.com

**Scrutinizer's Report- Combined**  
**(Consolidated Report of Scrutinizer's on Remote e-voting and voting**  
**by poll at the Annual General Meeting)**

The Chairman  
28<sup>th</sup> Annual General Meeting of  
Birla Precision Technologies Limited  
B-15/4, M.I.D.C.  
Waluj  
Aurangabad – 431 133

Dear Sir,

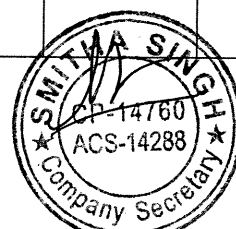
**Ref.: Combined Scrutinizer's Report in terms of provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 issued thereunder, Secretarial Standards and applicable provisions of Listing Agreement on Postal Ballot, remote e-voting and voting by poll at the 28<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Birla Precision Technologies Limited held on Wednesday, September 30, 2015 at 11.30 a.m. at B-15/4, M.I.D.C., Waluj, Aurangabad – 431 133.**

1. I, Smitha Singh, Practicing Company Secretary, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of Birla Precision Technologies Limited (the Company) at their meeting held on August 12, 2015 for conducting the following:
  - a) Remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India; and
  - b) Postal Ballot process.
2. I have been appointed as a Scrutinizer by the Chairman of the 28<sup>th</sup> AGM of the Company, for conducting voting under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, at the AGM held on September 30, 2015.
3. The Company had availed the remote e-voting facility provided by Karvy Computershare Private Limited for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Saturday, September 26, 2015 (9:00 a.m. IST) to Tuesday, September 29, 2015 (5:00 p.m. IST) and the Karvy Computershare Private Limited remote e-voting platform was blocked thereafter.
4. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated October 1, 2015 on the remote e-voting.



5. Under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and in terms of Secretarial Standard, the Chairman in the Annual General Meeting appointed me as Scrutinizer for the Poll on the resolutions contained in the notice to the 28<sup>th</sup> AGM of the Members of the Company.
6. On the basis of the votes cast by the Shareholders through poll, I have issued separate Scrutinizers' Report dated October 1, 2015 on the poll taken on the resolutions contained in the notice to the AGM.
7. As requested by management I submit herewith my combined report on the result of voting through Postal Ballot along with that through e-voting and Poll is as under:

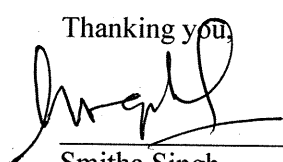
Item of Notice	No. of votes cast-in favour	No. of votes cast against	No. of invalid votes cast*	% of votes cast in favour	% of votes cast against
<b>A. Ordinary Business:</b>					
1. To consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended as on that date together with the Report of Directors' and the Auditors' thereon. (Ordinary Resolution)	27202402	800659	2	97.14%	2.86%
2. To appoint a Director in place of Mrs. Avanti Birla (DIN: 00167903), who retires by rotation, and being eligible, offers herself for re-appointment (Ordinary Resolution)	27202202	800859	2	97.14%	2.86%
3. Appointment of Statutory Auditors (Ordinary Resolution)	27202402	800659	2	97.14%	2.86%
<b>B. Special Business:</b>					
4. Appointment of Mr. Shiv Charan Agarwal (DIN: 00956339) as an Independent Director of the Company (Ordinary Resolution)	27202402	800659	2	97.14%	2.86%
5. Appointment of Mr. Kasturirangan Narayanan (DIN 07246744) as an Independent Director of the Company (Ordinary Resolution)	1247	27966364	35452	0.00	100.00%
6. Adoption of new set of Articles of Association (Special Resolution)	27202402	800659	2	97.14%	2.86%
7. Ratification of Remuneration to Cost Auditor (Ordinary Resolution)	27202402	800659	2	97.14%	2.86%
8. Approve related party transactions with M/s. Nirved Traders Private Limited (Ordinary Resolution)	931202	800659	2	53.77%	46.23%
9. Approve related party transactions with M/s. Godavari Corporation Private Limited (Ordinary Resolution)	931202	800659	2	53.77%	46.23%



10. Approve related party transactions with M/s. Birla Infrastructure Limited (Ordinary Resolution)	931202	800659	2	53.77%	46.23%
11. Approve related party transactions with M/s. Birla Shloka Edutech Limited (Ordinary Resolution)	931202	800659	2	53.77%	46.23%

*\* The invalid votes are not considered for the purpose of calculating the percentage*

Thanking you,



Smitha Singh  
Scrutinizer  
Practicing Company Secretary  
C.P. No.: 14760  
Membership No. A14288



Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 11 of the notice of the 28th Annual General Meeting of "Birla Precision Technologies Limited" held on Wednesday 30, 2015 at 11.30 A.M.

Resoln No.	Total Valid Votes Cast			Voted in favour of Resolution				Voted against the Resolution			
	E-Voting	Poll	Total	E-Voting	Poll	Total	%	E-Voting	Poll	Total	%
1	836918	27166143	28003061	36259	27166143	27202402	97.14	800659	0	800659	2.86
2	836918	27166143	28003061	36059	27166143	27202202	97.14	800859	0	800859	2.86
3	836918	27166143	28003061	36259	27166143	27202402	97.14	800659	0	800659	2.86
4	836918	27166143	28003061	36259	27166143	27202402	97.14	800659	0	800659	2.86
5	801468	27166143	27967611	809	438	1247	0.004	800659	27165705	27966364	100.00
6	836918	27166143	28003061	36259	27166143	27202402	97.14	800659	0	800659	2.86
7	836918	27166143	28003061	36259	27166143	27202402	97.14	800659	0	800659	2.86
8	836918	894943	1731861	36259	894943	931202	53.77	800659	0	800659	46.23
9	836918	894943	1731861	36259	894943	931202	53.77	800659	0	800659	46.23
10	836918	894943	1731861	36259	894943	931202	53.77	800659	0	800659	46.23
11	836918	894943	1731861	36259	894943	931202	53.77	800659	0	800659	46.23

# Smitha Singh

## Company Secretary

C-403, Dheeraj Diamond CHS, Chincholi Bunder Road, Malad (W), Mumbai – 400 064  
Email: smithasingh@rediffmail.com

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

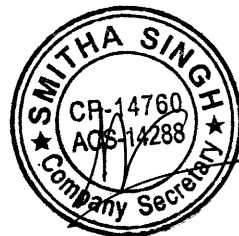
The Chairman  
28<sup>th</sup> Annual General Meeting of  
Birla Precision Technologies Limited  
B-15/4, M.I.D.C.  
Waluj  
Aurangabad – 431 133

**Sub.: Result of E-voting held for 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Birla Precision Technologies Limited**

Dear Sir,

I, Smitha Singh, Practicing Company Secretary, Mumbai, have been appointed by the Board of Directors of Birla Precision Technologies Limited (the Company) as a Scrutinizer for the purpose of scrutinising the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the Listing Agreement, on the resolutions contained in the notice to the 28<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 11.30 a.m. at B-15/4, M.I.D.C., Waluj, Aurangabad – 431 133.

1. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 28<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my report as under:-
  - i. The remote e-voting period remained open from Saturday, September 26, 2015 (9.00 AM) to Tuesday, September 29, 2015 (5.00 PM).
  - ii. The members of the Company as on the "cut-off" date i.e. September 23, 2015 (date of which list of shareholders uploaded while generating EVSN) were considered to be entitled to vote on the resolutions set out in the notice of the 28<sup>th</sup> AGM of the Company.



- iii. The votes cast were unblocked on September 30, 2015 in the presence of two witnesses Mr. Jayaram Ramakrishnan and Mr. Vijay Kumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for"/"against" each of the resolutions that were put to vote at the 28<sup>th</sup> AGM of the Company, were generated from the e-voting website of Karvy Computershare Private Limited i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com) and based on such reports generated, the result of the e-voting is as under:

**I. Ordinary Business:**

- (a) **Resolution No. 1:** To consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended as on that date together with the Report of Directors' and the Auditors' thereon. **(ORDINARY RESOLUTION):**

- (i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%

- (ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

- (iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

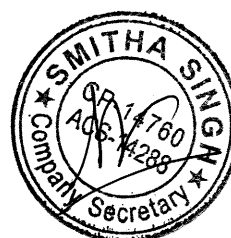
- (b) **Resolution No. 2:** To appoint a Director in place of Mrs. Avanti Birla (DIN: 00167903), who retires by rotation, and being eligible, offers herself for re-appointment. **(ORDINARY RESOLUTION):**

- (i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
121	36059	4.31%

- (ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
9	800859	95.69%



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

(c) **Resolution No.3:** Appointment of Statutory Auditors (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%

(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

**II. Special Business:**

(d) **Resolution No. 4:** Appointment of Mr. Shiv Charan Agarwal (DIN: 00956339) as an Independent Director of the Company (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

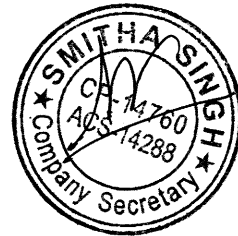
Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%

(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0



(e) **Resolution No. 5:** Appointment of Mr. Kasturirangan Narayanan (DIN 07246744) as an Independent Director of the Company (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
7	809	0.10%

(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast on e-voting
115	35450	4.24%

(f) **Resolution No. 6:** Adoption of new set of Articles of Association (**SPECIAL RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%

(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

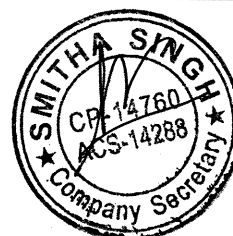
(g) **Resolution No. 7:** Ratification of Remuneration to Cost Auditor (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

(h) **Resolution No. 8:** Approve related party transactions with M/s Nirved Traders Private Limited (**ORDINARY RESOLUTION**)

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(i) **Resolution No. 9:** Approve related party transactions with M/s Godavari Corporation Private Limited (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

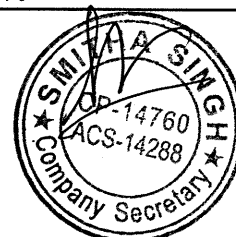
(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

(j) **Resolution No. 10:** Approve related party transactions with M/s Birla Infrastructure Limited (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**(k) Resolution No. 11** Approve related party transactions with M/s. Birla Shloka Edutech Limited (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
122	36259	4.33%

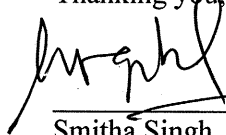
(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
5	800659	95.67%

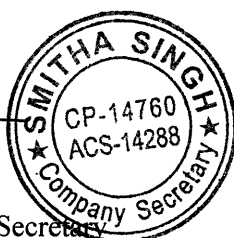
(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you,



Smitha Singh  
Scrutinizer  
Practicing Company Secretary  
C.P. No.: 14760  
Membership No.: A14288



Date: October 1, 2015  
Place: Mumbai



# Smitha Singh

## Company Secretary

C-403, Dheeraj Diamond CHS, Chincholi Bunder Road, Malad (W), Mumbai – 400 064  
Email: smithasingh@rediffmail.com

FORM MGT-13

### REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

The Chairman  
28<sup>th</sup> Annual General Meeting of  
Birla Precision Technologies Limited  
B-15/4, M.I.D.C.  
Waluj  
Aurangabad – 431 133

Sub.: **Result of Poll ordered at 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Birla Precision Technologies Limited held on Wednesday, September 30, 2015 at 11.30 a.m. at B-15/4, M.I.D.C., Waluj, Aurangabad – 431 133**

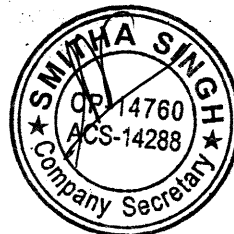
Dear Sir,

I, Smitha Singh, Practicing Company Secretary, Mumbai was appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Birla Precision Technologies Limited held on Wednesday, September 30, 2015 at 11.30 a.m at B-15/4, M.I.D.C., Waluj, Aurangabad – 431 133. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized, serially numbered and initialled by me. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company as on the “cut-off” date i.e. September 23, 2015 (date of which list of shareholders uploaded while generating EVSN) and the authorizations/proxies lodged with the Company.
3. There was one invalid poll paper.
4. The result of the Poll is as under:

#### **I. Ordinary Business:**

- (a) **Resolution No. 1:** To consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended as on that date together with the Report of Directors’ and the Auditors’ thereon. **(ORDINARY RESOLUTION):**



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	27166143	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

(b) **Resolution No. 2:** To appoint a Director in place of Mrs. Avanti Birla (DIN: 00167903), who retires by rotation, and being eligible, offers herself for re-appointment. **(ORDINARY RESOLUTION):**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	27166143	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

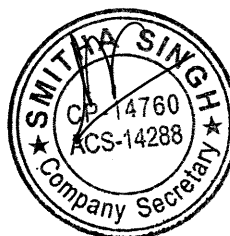
(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

(c) **Resolution No.3:** Appointment of Statutory Auditors **(ORDINARY RESOLUTION):**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	27166143	100.00%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

## II. Special Business:

(d) **Resolution No. 4:** Appointment of Mr. Shiv Charan Agarwal (DIN: 00956339) as an Independent Director of the Company (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
37	27166143	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

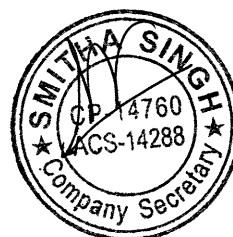
(e) **Resolution No. 5:** Appointment of Mr. Kasturirangan Narayanan (DIN 07246744) as an Independent Director of the Company (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
2	438	0.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
35	27165705	100.00%



(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

(f) **Resolution No. 6:** Adoption of new set of Articles of Association (**SPECIAL RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	27166143	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

(g) **Resolution No. 7:** Ratification of Remuneration to Cost Auditor (**ORDINARY RESOLUTION**)

(i) Voted **in favour** of the resolution:

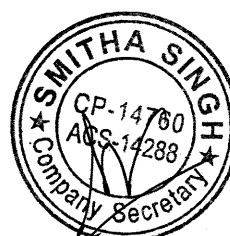
Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
37	27166143	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2



- (h) **Resolution No. 8:** Approve related party transactions with M/s. Nirved Traders Private Limited (**ORDINARY RESOLUTION**):

- (i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
28	894943	100.00%

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
0	0	0

- (iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

- (i) **Resolution No. 9:** Approve related party transactions with M/s. Godavari Corporation Private Limited (**ORDINARY RESOLUTION**):

- (i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
28	894943	100.00%

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
0	0	0

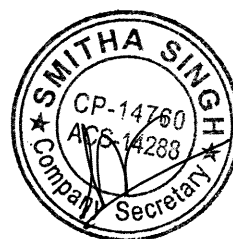
- (iii) **Invalid** vote:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

- (j) **Resolution No. 10:** Approve related party transactions with M/s Birla Infrastructure Limited (**ORDINARY RESOLUTION**):

- (i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
28	894943	100.00%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

(k) **Resolution No. 11:** Approve related party transactions with M/s. Birla Shloka Edutech Limited (**ORDINARY RESOLUTION**):

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
28	894943	100.00%

(ii) Voted **against** the resolution:

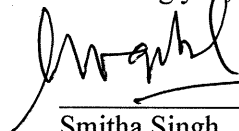
Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

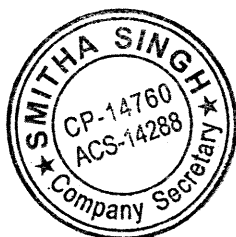
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	2

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,



Smitha Singh  
Scrutinizer  
Practicing Company Secretary  
C.P. No.: 14760  
Membership No.: A14288



Date: October 1, 2015  
Place: Mumbai