

Arun Kumar Soni

Company Secretary In Practice

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CONSOLIDATED REPORT OF SCRUTINIZERS' FOR REMOTE E-VOTING AND POLL

[Pursuant to Section 108 and 109 of Companies Act, 2013 read with
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,

Annual General Meeting of the Equity Shareholders of

The Birla Cotton Spinning & Weaving Mill Limited held on Friday, 28th September, 2018 at 10:00 a.m.
at 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New- Delhi-110001.

Dear Sir,

Sub : Consolidated Report of Scrutinizers' on Remote E-voting and Voting through Ballot paper pursuant to Section 108 and 109 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 as amended.

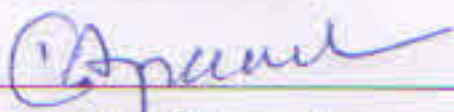
I, Arun Kumar Soni (Practicing Company Secretary, C.P. No: 1726 appointed as Scrutinizer by the Board of Directors of The Birla Cotton Spinning & Weaving Mills Limited (the Company) for the purpose of scrutinizing the voting by electronic means (Remote e-voting) and voting through ballot paper carried by the Company pursuant to section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, on all the resolution(s) contained in the notice to the Annual General Meeting (AGM) of the Equity Shareholders of The Birla Cotton Spinning & Weaving Mill Limited held on September 28, 2018 at 10:00 a.m. at 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New- Delhi-110001

A. Relating to Remote e-Voting

1. The Company has engaged the services of **Central Depository Services (India) Limited** ('CDSL') to offer the remote e-voting facility to its shareholders. The remote e-voting facility was offered and kept open by the Company to its Members for the period commencing from Tuesday, September 25, 2018 (9.00 a.m. Server time) up to Thursday, September 27, 2018 (5.00 p.m. Server time). The Members, whose names appear in the Register of Member as on Thursday, August 30, 2018 (cut-off date), were entitled to vote on proposed resolutions (item no 1 to 4 set out in the notice

of the AGM of the Company) by remote e-voting or voting through ballot paper at the AGM.

2. On September 28, 2018, after the conclusion of the AGM, remote e-voting event was unblocked by me in the capacity of the Scrutinizer(s) in the presence of two witnesses, Mr. Vineet Agrawal and Mr. Pramod Negi who were not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Vineet Agrawal



Name: Mr. Pramod Negi

B. Relating to voting through Ballot paper

3. At the AGM of the Company held on Friday, September 28, 2018, at 10.00 A.M. at 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New- Delhi-110001 voting through ballot paper was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the remote e-voting to cast their votes through ballot paper.
4. Further, after the time fixed for closing of the ballot by the Chairman, one empty ballot (polling) box was locked and sealed by Mr. Arun Kumar Soni in the presence of the members. Subsequent to the completion of voting through ballot paper, the ballot (polling) box was unlocked and the ballot papers were diligently scrutinized by me in the capacity of the Scrutinizer(s) in the presence of two witnesses, Mr. Vikas Rawat and Ms. Neha Dharewa who were not in employment of the Company. They have signed below in confirmation of the ballot box being unlocked in their presence.



Name: Mr. Vikas Rawat



Name: Ms. Neha Dharewa

5. The ballot papers were reconciled with the records maintained by the Company and the Company has not received any authorizations / proxies.
6. All the resolutions were passed with requisite majority. I hereby submit herewith our consolidated report on the results of voting through remote e-voting and voting through ballot paper on each of the resolutions. The result of the Poll is as under:

Item no.1:

Adoption of financial statements for the year ended 31st March, 2018 including the Balance Sheet of the Company as on 31st March, 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2018 together with the notes for the year ended 31st March, 2018 thereto along with the Director's and Auditor's Report thereon. **(Ordinary Resolution):**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	3	763874	100
(B) (Ballot Paper)	2	23	100
Total (A+B)	5	763897	100

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	Nil	Nil	Nil
(B) (Ballot Paper)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil

III. Invalid Votes:

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

IV. Abstained e-voting:

Number of members who abstained from voting	Total number of votes cast by them
Nil	Nil

Item No. 2:

To approve the appointment of Shri Rajendra Kumar Agrawal as an Independent Director for a period of 5 years with effect from May 30, 2018 **(Special Resolution)**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	3	763874	100
(B) (Ballot Paper)	2	23	100
Total (A+B)	5	763897	100

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	Nil	Nil	Nil
(B) (Ballot Paper)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil

III. Invalid Votes:

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

IV. Abstained e-voting:

Number of members who abstained from voting	Total number of votes cast by them
Nil	Nil

Item No. 3:

To approve the re-appointment of Shri Virendra Kumar Charoria as an Independent Director for a further period of 5 years with effect from April 01, 2019. **(Special Resolution)**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	3	763874	100
(B) (Ballot Paper)	2	23	100
Total (A+B)	5	763897	100

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	Nil	Nil	Nil
(B) (Ballot Paper)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil

III. Invalid Votes:

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

IV. Abstained e-voting:

Number of members who abstained from voting	Total number of votes cast by them
Nil	Nil

Item No. 4:

To align the activity code with the business of the Company. **(Special Resolution)**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	3	763874	100
(B) (Ballot Paper)	2	23	100
Total (A+B)	5	763897	100

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	Nil	Nil	Nil

(B) (Ballot Paper)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil

III. Invalid Votes:

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

IV. Abstained e-voting:

Number of members who abstained from voting	Total number of votes cast by them
Nil	Nil

- Summary sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The ballot papers and all other relevant records were sealed and handed over to the Company Secretary of the Company.

Thanking You,

Yours sincerely,



Arun Kumar Soni

(Practicing Company Secretary)

Membership No : ACS 5441

C.P No:- 1726

Date:- 28th September,2018

Place:- New- Delhi