

THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

Regd Office:9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi 110 001

CIN: L95000DL1920PLC099621

Phone:011- 66561206

NOTICE

Notice is hereby given that the 120th Annual General Meeting of the shareholders of THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED will be held on Friday the 30th September, 2016, at 9.30 a.m. at the Registered Office of the Company at Hindustan Times House, 9th Floor, 18-20, Kasturba Gandhi Marg, New Delhi 110001 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1

To receive, consider and adopt

- a) Financial Statements for the year ended 31st March, 2016, including the Balance Sheet of the Company as on 31st March, 2016 ,the Statement of Profit & Loss ,Cash Flow Statement and schedules thereto for the year ended on that date along with the Director's and Auditor's Report thereon
- b) Consolidated Financial Statements for the year ended 31st March 2016, including the consolidated Balance Sheet of the Company as on 31st March, 2016, the consolidated Statement of Profit & Loss, consolidated Cash Flow Statement and schedules thereto for the year ended on that date along with the Auditor's Report thereon.

ITEM NO. 2

To ratify the appointment of M/s. K.C. Gupta & Associates, Chartered Accountants, New Delhi, as Statutory Auditor of the Company.

SPECIAL BUSINESS:

ITEM NO.3

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

“Resolved that pursuant to the provisions of Section 181 and any other applicable provisions, if any of the Companies Act, 2013 the consent of the shareholders of the Company be and is hereby accorded to Board of directors to contribute to bona fide and charitable fund etc. upto Rs. 1 Crores during the financial year ending 31st March, 2017.

Resolved further that Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things as may be considered necessary or incidental to give effect to above resolution.”

By Order of the Board
For The Birla Cotton Spinning & Weaving Mills Limited

Place: New Delhi
Date: 12th August, 2016

V.K. Charoria
(Director)
DIN:00046895

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead and the proxy need not be a member of the Company. Proxy, in order to be effective, must be received by the Company not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this notice.
2. The Register of Members of the Company shall remain closed from Monday the 5th September 2016 to Monday, 12th September 2016 both days inclusive
3. Physical copy of the Notice of the 120th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members at their registered address which are registered with the Company for communication purposes.
4. **Voting through electronic means**

In compliance with provisions of (Listing Obligation & Disclosure Requirement) Regulation 2015, and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 120th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services(India) Limited :

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on 26th Septmber,2016 at 9:00 a.m and ends on 28th September, 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form as on the cut-off date 5th September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
8. The equity shares of the Company is listed on The Calcutta Stock Exchange Association Limited. As per SEBI's note which is available in public domain has de recognized Delhi Stock Exchange Limited, with effect from 19th November, 2014 where the equity shares of the Company were listed.
9. All documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Annual General Meeting.

By Order of the Board
For The Birla Cotton Spinning & Weaving Mills Ltd.

Place: New Delhi
Date: 12th August, 2016

V.K. Charoria
(Director)
DIN:00046895

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

ITEM NO. 3

As per Section 181 of the Companies Act, 2013 the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is required for such contributions in case any amount the aggregate of which in any financial year if exceeds five percent of its average net profits during the three immediately preceding financial years. Company intends to contribute upto Rupees 1 Crores to charitable funds which exceed the limit as prescribed. The approval of the shareholders is being sought, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, upto Rs. 1 Crores.

None of the Directors, key managerial personnel or their relatives are interested in the above resolution.

The Board of Directors recommends as an ordinary resolution for your approval .

By Order of the Board
For The Birla Cotton Spinning & Weaving Mills Limited

Place: New Delhi
Date: 12th August, 2016

V.K. Charoria
(Director)
DIN:00046895