

**THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED**

Regd Office:9<sup>th</sup> 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 121<sup>st</sup> Annual General Meeting of the shareholders of THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED will be held on Friday the 22<sup>nd</sup> September, 2017, at 10.00 a.m. at the Registered Office of the Company at Hindustan Times House, 9<sup>th</sup> Floor, 18-20, Kasturba Gandhi Marg, New Delhi 110001 to transact the following business:

**ORDINARY BUSINESS:**

**ITEM NO. 1**

To receive, consider and adopt financial statements for the year ended 31<sup>st</sup> March, 2017, including the Balance Sheet of the Company as on 31<sup>st</sup> March, 2017 ,the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017, Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017 together with the notes thereto along with the Director's and Auditor's Report thereon.

**ITEM NO. 2**

To appoint Statutory Auditors and fix their remuneration:

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

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. K.N. Gutgutia & Company (Firm Registration No. 304153E), Chartered Accountant, New Delhi be and is hereby appointed as the Statutory Auditors of the Company for five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in calendar year, 2022 subject to ratification of appointment by the shareholders at every Annual General Meeting, in place of M/s K.C Gupta & Associates, Chartered Accountant (Firm Registration No. 021164N) who are retiring after completion of their term and that the Board be and is hereby authorized to fix remuneration as may be recommended by the Audit Committee of the Company from time to time.

RESOLVED FUTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution.”

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

Place: New Delhi  
Date: 14<sup>th</sup> August, 2017

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 Thursday the 14<sup>th</sup> September, 2017 to Thursday, 21<sup>st</sup> September, 2017 both days inclusive.
3. Physical copy of the Notice of the 121st 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. The route map showing directions to reach the venue of Annual General Meeting is annexed.
5. **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 121st 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 shareholders voting electronically are as under:**

- (i) The voting period begins on 19<sup>th</sup> September, 2017 at 9:00 A.M. and ends on 21<sup>st</sup> September, 2017 at 5:00 P.M. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date 25<sup>th</sup> August, 2017 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"><li>• 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.</li><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).</li></ul>

(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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 19<sup>th</sup> 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 Limited

Place: New Delhi  
Date: 14<sup>th</sup> August, 2017

V.K. Charoria  
(Director)  
DIN:00046895

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE  
COMPANIES ACT, 2013**

**ITEM NO. 2**

The statutory auditor of the Company has completed their term and pursuant to section 139(2) of Companies Act, 2013 and Rule 6 of Companies (Audit and Auditors) Rule, 2014, the statutory auditor is required to be rotated. Therefore, the Board recommends the appointment of M/s K.N. Gutgutia & Company, Chartered Accountants, as statutory auditor of the Company till the conclusion of the Annual General Meeting to be held in calendar year, 2022 on remuneration to be fixed by the Board of Directors. The certificate pursuant to section 139 of Companies Act, 2013 has been received by the Company.

None of the Directors and Key Managerial Personnel and their relatives are financially or otherwise interested or concerned in this resolution.

The Board of Directors recommends the resolution for approval of the shareholders.

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

Place: New Delhi  
Date: 14<sup>th</sup> August, 2017

V.K. Charoria  
(Director)  
DIN:00046895