

## THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

**CIN: L65100DL1920PLC099621**

**Registered office:** 9<sup>th</sup> Floor, Hindustan Times House,  
18-20, Kasturba Gandhi Marg, New Delhi -110001  
website:www.birlacotton.com, Tel: 011- 66561206  
Fax : 011- 66561206; Email: secretarial.ht@rediffmail.com

### NOTICE

Notice is hereby given that the 123<sup>rd</sup> Annual General Meeting of the shareholders of THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED will be held on Monday the 30<sup>th</sup> September, 2019, at 9.30 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 statement for the year ended 31<sup>st</sup> March, 2019, including the Balance Sheet of the Company as on 31<sup>st</sup> March, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 together with the notes for the year ended 31<sup>st</sup> March, 2019 thereto along with the Director's and Auditor's Report thereon.

#### SPECIAL BUSINESS:

##### ITEM No. 2

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Smt. Manju Gupta (DIN: 00124974), Independent Director, whose term will expire on 31<sup>st</sup> March, 2020, be and is hereby re-appointed as an Independent Director of the Company with effect from 1<sup>st</sup> April, 2020 to hold office for a period of 5 years.”

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

Place: New Delhi  
Date: 14<sup>th</sup> August, 2019

Sd/-  
**Virendra Kumar 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 23<sup>rd</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 both days inclusive.
3. Physical copy of the Notice of the 123<sup>rd</sup> 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. The Explanatory statement pursuant to Section 102 of the Companies Act , 2013 is attached as **“Annexure – 1”**
6. The format of updating PAN and Bank details for shareholders holding shares in physical form is attached as **“Annexure – 2”**
7. **Voting through electronic means**

In compliance with provisions of (Listing Obligation & Disclosure Requirement) Regulations, 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 123<sup>rd</sup> 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 27<sup>th</sup> September, 2019 at 9:00 A.M. and ends on 29<sup>th</sup> September, 2019 at 5:00 P.M. During this period shareholders' of the Company,

---

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

holding shares in physical form, as on the cut-off date 30<sup>th</sup> August, 2019 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 / Members
- (iv) 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. 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 holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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	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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</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 as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

## THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

---

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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.

---

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

(xx) 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).

Members can call on toll free no.: 18002005533 or contact Mr. Rakesh Dalvi, Manager, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013, Email – [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for grievances connected with e-Voting.

8. The Equity Shares of the Company are listed on the Calcutta Stock Exchange Limited.
9. All documents referred to in the accompanying Notice and explanatory statement shall be open for inspection at the registered office of the Company during business hours i.e. 10.00 a.m. to 5.00 p.m., five days a week, except holidays.

**Annexure -1**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM No. 2:**

The term of Smt. Manju Gupta (DIN: 00124974), as an Independent Director will be completed on 31<sup>st</sup> March, 2019 and therefore the Board in its meeting held on 14<sup>th</sup> August, 2019 on the recommendation of the Nomination and Remuneration Committee proposed to re-appoint her as an independent Director for another period of 5 years with effect from 1<sup>st</sup> April, 2020.

The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Further Smt. Manju Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for re-appointment as an Independent Director of the Company.

Accordingly pursuant to the provisions of Section 149 (10) of the Companies Act, 2013 the Board recommends the special resolution for re-appointment of Smt. Manju Gupta for second consecutive term of 5 years as an Independent Director of the Company with effect from 1<sup>st</sup> April, 2020 and seeks your approval to the special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Smt. Manju Gupta in the special resolution as set out under Item No. 2 of the Notice.

Details of Directors seeking Appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Companies Act, 2013 read with Secretarial Standards and SEBI (LODR) Regulations, 2015):

Name	Smt. Manju Gupta
Age	67 years
Qualification	Graduate
Brief resume and experience	More than 40 years of industrial experience in field of Financial , Marketing & Investment activities.
Term & conditions of appointment	Re-appointed as an independent Director
Date of appointment	1 <sup>st</sup> April, 2015

---

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

Directorship in other companies	<ol style="list-style-type: none"><li>1. Vikram Polymers Private Limited</li><li>2. East Cost Ispat Private Limited</li><li>3. Moonriver Designs Private Limited</li><li>4. Matangi Rubber Private Limited</li><li>5. Paxton Estate Management Services Limited</li><li>6. Qualimax Electronics Private Limited</li></ol>
Chairman/Member in the committees of the Board of other companies	N.A.
No. of Board Meeting attended during the financial year	3
Nature of expertise	Finance and Marketing
Relationship between the Directors inter-se	None
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Nil
No. of shares held	Nil

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

Place: New Delhi  
Date: 14<sup>th</sup> August, 2019

Sd/-  
**Virendra Kumar Charoria**  
(Director)  
DIN:00046895

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

**CIN: L65100DL1920PLC099621**

**Registered office:** 9<sup>th</sup> Floor, Hindustan Times House,  
18-20, Kasturba Gandhi Marg, New Delhi -110001  
website:www.birlacotton.com, Tel: 011- 66561206  
Fax : 011- 66561206; Email: secretarial.ht@rediffmail.com,

**Annexure - 2**

Dear Shareholders ,

**Sub : Updation of PAN, Bank account details, Email address of Shareholders holding physical securities of the Company:**

As per SEBI circular, We are informing to those shareholders who are holding shares in physical form and detail of PAN and Bank not updated with the Company. Hence, we request you to send us the enclosed form, duly filled and signed by all shareholders (including joint holders, if any) along with the documents as prescribed in enclosed form, at the registered address of the Company within 21 days from the receipt of letter.

It is also requested that in "Go Green initiative" of SEBI and as per Regulation 36 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall communicate all relevant corresponds in soft copies to all those shareholder(s) who have registered their e-mail address(es) for the purpose. Kindly provide us your e-mail id, which will be registered with us for all future communications. We seek your co-operation in this regard.

Kindly ignore this notice if you're holding shares in Demat form.

**For The Birla Cotton Spinning and Weaving Mills Limited**

Sd/-

**Virendra Kumar Charoria**

**(Director)**

**DIN:00046895**



**Request form**

To  
The Birla Cotton Spinning and Weaving Mills Limited  
Hindustan Times House, 9<sup>th</sup> Floor,  
18-20, Kasturba Gandhi Marg,  
**New Delhi – 110001**

Name : .....

Folio No. ....

**Sub:- Updation of PAN and Bank Account details in company records**

With reference to your letter regarding the captioned subject, please find below our bank and PAN details for updating the same in company records (attach self attested proofs also) :

A. PAN of 1st shareholder : 

--	--	--	--	--	--	--	--	--	--

PAN of 2nd holder : 

--	--	--	--	--	--	--	--	--	--

PAN of 3rd holder : 

--	--	--	--	--	--	--	--	--	--

*(kindly provide self attested copies of PAN)*

B. Bank Details of 1st Shareholder [attach Original cancelled cheque(with name printed on it)

i) Name of bank: .....

ii) Branch address : .....

iii) 9 Digit MICR Code : \_\_\_\_\_

iv) Bank Account Number \_\_\_\_\_

v) 11 Digit IFSC Code \_\_\_\_\_

C. EMAIL –ID (in block letters): \_\_\_\_\_

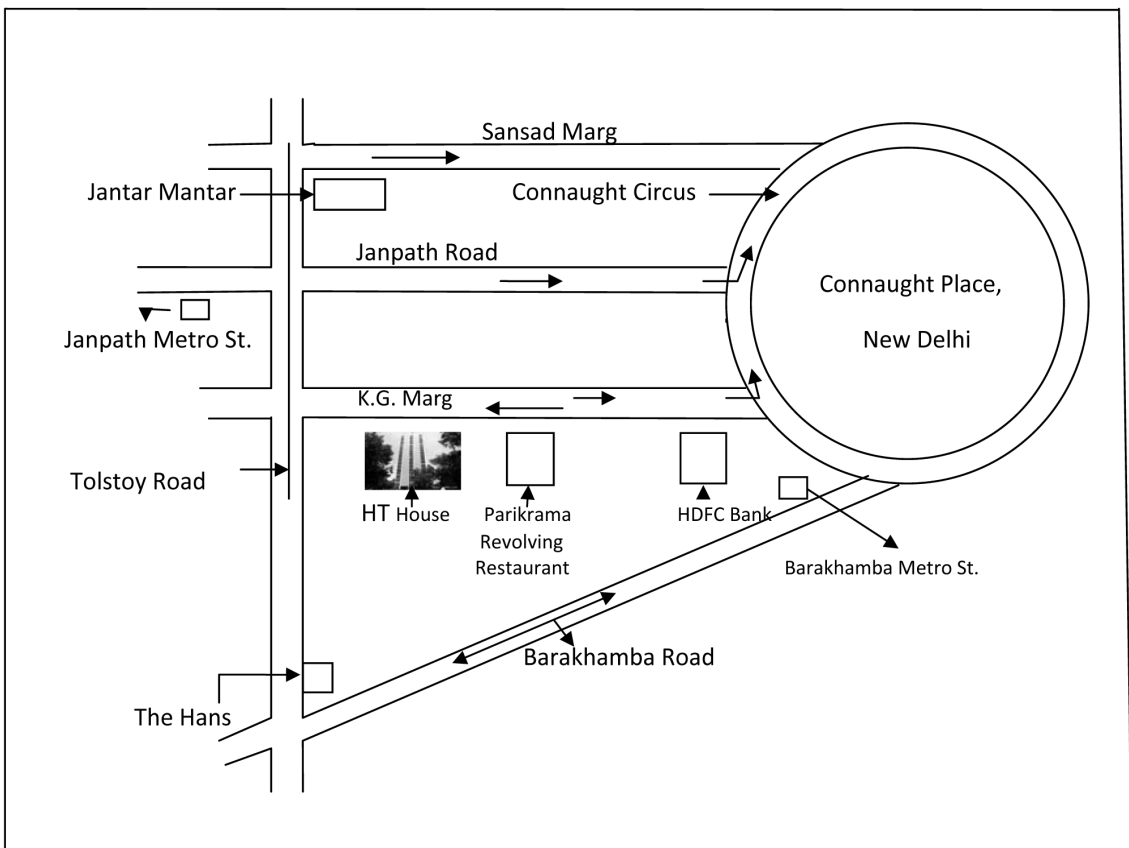
Signature of 1st Shareholder \_\_\_\_\_

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

**CIN: L65100DL1920PLC099621**

**Registered office:** 9<sup>th</sup> Floor, Hindustan Times House,  
18-20, Kasturba Gandhi Marg, New Delhi -110001  
website:www.birlacotton.com, Tel: 011- 66561206  
Fax : 011- 66561206; Email: secretarial.ht@rediffmail.com

**ROUTE MAP**



# THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

**CIN: L65100DL1920PLC099621**

**Registered office:** 9<sup>th</sup> Floor, Hindustan Times House,  
18-20, Kasturba Gandhi Marg, New Delhi -110001  
website:www.birlacotton.com, Tel: 011- 66561206  
Fax : 011- 66561206; Email: secretarial.ht@rediffmail.com

## FORM NO-MGT-11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN** : L65000DL1920PLC099621

**Name of the Company** : The Birla Cotton Spinning and Weaving Mills Limited

**Registered Office** : 9<sup>th</sup> Floor, Hindustan Time House, 18-20, Kasturba Gandhi Marg,  
New Delhi-110001

Name of the member(s)	
Registered Address :	
E-mail ID	
Folio No.	

I/We, being the member(s) of ..... shares of the above name company, hereby appoint

1. Name :

Address:

E-mail ID :

or failing him

Signature .....

2. Name :

Address:

E-mail ID :

or failing him

Signature .....

3. Name :

Address:

E-mail ID :

Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 123rd Annual General Meeting of the Company, to be held on Monday, 30<sup>th</sup> September, 2019 at 9.30 A.M. at the Registered Office of the Company at 9<sup>th</sup> Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	RESOLUTIONS	Vote (Optional see note no. 3)	
		For	Against
1.	Adoption of Audited Financial Statement for the year ended March 31, 2019.		
2.	To approve the appointment of Smt. Manju Gupta as an Independent Director for a further period of 5 years with effect from April 01, 2020.		

Signed this \_\_\_\_ day of September, 2019.

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix Rs.1  
Revenue  
Stamp

**Note:**

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.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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

**CIN: L65100DL1920PLC099621**

**Registered office:** 9<sup>th</sup> Floor, Hindustan Times House,  
18-20, Kasturba Gandhi Marg, New Delhi -110001  
website:www.birlacotton.com, Tel: 011- 66561206;  
Fax : 011- 66561206, Email: secretarial.ht@rediffmail.com

**ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.

123<sup>rd</sup> Annual General Meeting held on Monday, 30<sup>th</sup> September, 2019 at 9.30 A. M. at the Registered office of the Company i.e. 9<sup>th</sup> Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi 110001.

Ledger Folio No. :	No. of Shares held :
Name :	
Address:	

I hereby record my presence at the 123<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 9.30 A. M. at the Registered office of the Company i.e. 9<sup>th</sup> Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi 110001.

Signature of Shareholder/Proxy:
---------------------------------