

THE BIRLA COTTON SPINNING AND 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 122nd Annual General Meeting of the shareholders of THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED will be held on Friday the 28th September, 2018, at 10.00 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 financial statement 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.

SPECIAL BUSINESS:

ITEM NO. 2

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 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), Sh. Rajendra Kumar Agrawal (DIN: 00043371), who was appointed as an additional Independent Director of the Company with effect from May 30, 2018 to hold office upto ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from May 30, 2018.”

ITEM No. 3

To consider and, if thought fit, to pass with or without modification(s), the following resolution as 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), Sh. Virendra Kumar Charoria (DIN: 00046895), Independent Director, whose term will expire on 31st March, 2019, be and is hereby re-appointed as an Independent Director of the Company with effect from 1st April, 2019 to hold office for a period of 5 years.”

ITEM No. 4

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

“RESOLVED THAT pursuant to section 13 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the consent of the shareholders be and are hereby accorded to align the activity code in Corporate Identification Number (CIN) with the existing business activities of the Company as per the directions/ instructions of Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

RESOLVED FURTHER THAT any one of the directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary or incidental thereto.”

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

Place: New Delhi
Date: 14th August, 2018

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 Friday the 21st September, 2018 to Friday, 28th September, 2018 both days inclusive.
3. Physical copy of the Notice of the 122nd 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) 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 122nd 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 25th September, 2018 at 9:00 A.M. and ends on 27th September, 2018 at 5:00 P.M. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date 30th August, 2018 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/Members.
- (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	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company 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 OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the company please enter the 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. 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 Birla Cotton Spinning and Weaving Mills Limited”.
- (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) 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.
- (xvii) **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.
- (xviii) 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 are listed on The Calcutta Stock Exchange Limited. SEBI has derecognized Delhi Stock Exchange Limited (DSE), where the Equity Shares of the Company were listed, with effect from 19th Nov, 2014 as per SEBI's note which is available in public domain.
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 and Weaving Mills Limited

Place: New Delhi
Date: 14th August, 2018

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

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

ITEM No. 2:

Pursuant to Section 161(1) of the Companies Act, 2013 the Board on the recommendation of the Nomination and Remuneration Committee appointed Shri Rajendra Kumar Agrawal as an additional independent director for a period of 5 years with effect from 30th May, 2018, who holds office upto the date of ensuing Annual General Meeting.

The Company has received declaration to this effect that he 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 Shri Rajendra Kumar Agrawal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company.

Accordingly the Board recommends the Ordinary Resolution for appointment of Shri Rajendra Kumar Agrawal as an Independent Director of the Company for a period of 5 years with effect from 30th May, 2018 and seeks your approval to the said 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 Sh. Rajendra Kumar Agrawal in the Ordinary resolution as set out under Item No. 2 of the Notice.

ITEM No. 3:

The term of Shri Virendra Kumar Charoria (DIN: 00046895), as Independent Director will be completed on 31st March, 2019 and therefore the Board in its meeting held on 14th August, 2018 on the recommendation of the Nomination and Remuneration Committee proposed to re-appoint him as an independent director for another period of 5 years with effect from 1st April, 2019.

The Company has received declaration to this effect that he 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 Shri Virendra Kumar Charoria 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 Shri Virendra Kumar

Charoria for second consecutive term as an Independent Director of the Company for a period of 5 years with effect from 1st April, 2019 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 Shri Virendra Kumar Charoria in the special resolution as set out under Item No. 3 of the Notice.

ITEM No. 4:

The Company has received directions from Registrar of Companies, NCT of Delhi & Haryana, to align the activity code in the Corporate Identification Number (CIN) of the Company with the present business activities. Ministry of Corporate Affairs (MCA) is considering this change as an alteration in the object clause of Memorandum of Association.

Pursuant to section 13 of Companies Act, 2013, any alteration in the object clause of Memorandum of Association requires consent of the shareholders by way of special resolution in General Meeting.

Therefore the Board of Directors recommends the resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the Special Resolution as set out under Item No. 4 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	Sh. Rajendra Kumar Agrawal	Sh. Virendra Kumar Charoria
Age	67 years	65 years
Qualification	B. Com (Hons)	B. Com(Hon's), P.G.D.B.M, FCS and FCMA
Brief resume and experience	45 years of industry experience in Finance and General Administration Commerce Graduate from Delhi University in 1970, worked on senior position in various companies relating to media and textile industry	More than 45 years of industry experience in finance, legal & Secretarial and Real Estate Business. He is also being associated as a Director with many reputed companies such as The Hindustan Times Limited, Shine Foundation etc.
Term & conditions of appointment	Appointed as an independent director	Re-appointed as an Independent Director
Date of appointment	30 th May, 2018	2 nd May, 1994
Directorship in other companies	1. Pramanand Commercial Private Limited 2. HT Interactive Media Properties Limited 3. Mehul Finvest Private Limited 4. Daily Marketing and Services Company Private Limited	1. Goodstone Estate Management Services Private Limited 2. White Tide Amusement Limited 3. Daily Marketing and Services Co Private Limited 4. Go4I Com(India) Private Limited

	5. Go4i.Com (India) Private Limited 6. Paxton Estate Management Services Limited 7. White Tide Amusement Limited 8. HT Information Services Limited 9. HTL Computers Service Private Limited 10. Superior Landcon Private Limited 11. Birla Real Estate Limited 12. BCM Holding Limited 13. Earthstone Investment & Finance Limited 14. Priyavrat Infrastructure Private Limited 15. Shine Foundation 16. IVY Talent India Private Limited 17. Jubilant E & P Ventures Private Limited 18. VPC Financial Services Private Limited	5. BCM Holding Limited 6. The Hindustan Times Limited 7. Birla Real Estate Limited 8. Earthstone Investment & Finance Limited 9. Earthstone Holding (One) Private Limited 10. Superior Landcon Private Limited 11. Priyavrat Infrastructure Private Limited 12. Shine Foundation 13. HT Information Services Limited 14. Earthstone Holding Overseas Private Limited
Chairman/Member in the committees of the Board of other companies	N.A.	N.A.
No. of Board Meeting attended during the financial year	Nil	5
Nature of expertise	Finance & General Administration	Legal & Secretarial, Finance, Taxation and Accounts
Relationship between the Directors inter-se	None	None
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Nil	Nil
No. of shares held	Nil	Nil