

THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

CIN: L65100DL1920PLC099621

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

NOTICE

Notice is hereby given that the 126th Annual General Meeting of the shareholders of THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED will be held on Friday the 30th September , 2022, at 11:30 a.m. at the Registered Office of the Company at Hindustan Times House,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, 2022, including the Balance Sheet of the Company as on 31st March, 2022, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2022 together with the notes for the year ended 31st March, 2022 thereto along with the Director's and Auditor's Report thereon.

ITEM NO. 2

To appoint of M/s. M.L Garg & Co, Chartered Accountants, (FRN 001604N), New Delhi as Statutory Auditors of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), M/s. M.L Garg & Co, Chartered Accountants, (FRN 001604N), New Delhi , be and is hereby appointed as Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held in calendar year 2027, at such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

ITEM No. 3

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), Shri Rajendra Kumar Agrawal (DIN: 00043371), Independent Director, whose term will expire on 29th May,2023, be and is hereby re-appointed as an Independent Director of the Company with effect from 30th May,2023 to hold office for a period of 5 years.”

ITEM NO. 4

To approve existing as well as new material related party transactions

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of transfer of any resources, services or obligations to meet its business objectives/ requirements (“Related Party Transactions”) on such material terms and conditions **as detailed in the explanatory statement to this Resolution** and as may be mutually agreed between related parties and the Company, for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e. five financial years, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed Rs 100 Crores for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.

RESOLVED FURTHER that the Board of Directors/ Committee of Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution.

RESOLVED FURTHER that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

**Place: New Delhi
Date: 12th August,2022**

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

NOTES:

- 1. 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.**

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.

PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. The Register of Members of the Company shall remain closed from Friday the 23rd September, 2022 to Friday, 30th September, 2022 both days inclusive.
3. Copy of the Notice of the 126th 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 Email Id 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 format of updating PAN and Bank details for shareholders holding shares in physical form is attached as Annexure – 2
6. **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 126th 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 Tuesday 27th September, 2022 at 9:00 A.M. and ends on Thursday ,29th September, 2022 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date 29th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In order to increase the efficiency of the voting process, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.**
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

	launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at toll free no 18001020990 and 1800224430

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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"> 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.

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

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; secretarial.ht@rediffmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial.ht@rediffmail.com and/or rta1@adventz.zuarimoney.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

7. The Equity Shares of the Company are listed on the Calcutta Stock Exchange Limited.
8. 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.

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

ITEM No 2:

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), however, the same is strictly not required as per Section 102 of the Act. The Members at 121st Annual General Meeting (“AGM”) of the Company held on September 22, 2017, had approved the appointment of M/s. K.N. Gutgutia & Company (Firm Registration No. 304153E), Chartered Accountants as Statutory Auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held in calendar year, 2022. M/s. K.N. Gutgutia & Company have expressed their unwillingness for re appointment as Statutory Auditors of the Company. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 12th August, 2022, proposed the appointment of M/s. M.L Garg & Co, Chartered Accountants, (FRN 001604N) as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in calendar year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 2 of the Notice.

ITEM No. 3:

The term of Shri Rajendra Kumar Agrawal (DIN: 00043371), as Independent Director will be completing on 29th May, 2023 and therefore the Board in its meeting held on 12th August, 2022 on the recommendation of the Nomination and Remuneration Committee propose to re-appoint him as an independent director for another period of 5 years with effect from 30th May, 2023.

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 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 Rajendra Kumar Agrawal for second consecutive term of 5 years as an Independent Director of the Company with effect from 30th May, 2023 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 Rajendra Kumar Agrawal in the special resolution as set out under Item No. 3 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
Age	71 years
Qualification	B. Com(Hon's)
Brief resume and experience	47 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
Term & conditions of appointment	Re-appointed as an independent director
Date of appointment	30 th May,2018
Directorship in other companies	<ol style="list-style-type: none"> 1. White Tide Amusement Limited 2. Daily Marketing and Services Co Private Limited 3. Go4I Com(India) Private Limited 4. Paxton Estate Management Services Limited 5. Birla Real Estate Limited 6. BCM Holding Limited 7. Superior Landcon Private Limited 8. Priyavrat Infrastructure Private Limited 9. Shine Foundation 10. HT Information Services Limited 11. NBK Fitness Centre private Limited 12. VPC Financial Services Private Limited 13. Pramanand Commercial Private Limited 14. Mehul Finvest Private Limited 15. Jubilant E&P Ventures Private Limited 16. Earthstone Investment & Finance Limited
Chairman/Member in the committees of the Board of other companies	N.A.
No. of Board Meeting attended during the financial year	7
Nature of expertise	Finance , Media 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

ITEM NO-4

The Securities and Exchange Board of India (“SEBI”), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (“Amendments”) introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity’s consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders’ approval with the threshold of lower of `1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The Company has given

Inter Corporate Deposit to Krishna Shobhana Bhartia Family Trust amounting Rs 30 Crores since year 2019.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product and services between the Company and “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

None of the Directors or Key Managerial Personnel of the Company or its respective relatives is concerned or interested, in the resolution. The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members. It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

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

**Place: New Delhi
Date: 12th August, 2022**

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

THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

CIN: L65100DL1920PLC099621

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

As per SEBI Circular SEBI/HO/MIRSD/MIRSD-RTAMB/CIR/2021/655 dated 03rd November, 2021 wherein it has been decided by the SEBI to mandatorily update the PAN, KYC, Nomination details, Bank details, Contact details and Specimen Signature of all shareholders holding shares in physical form and compulsory linking of PAN with Aadhaar by all shareholders.

In the said circular, SEBI has also stipulated that if the shareholders holding shares in physical mode do not update the PAN, KYC and Nomination details or these details are not made available to the Company/their Registrar and Share Transfer Agent (RTA) by 31st March, 2023, then such folios shall be frozen by RTA on or after 01st April, 2023 as per the directive issued by SEBI.

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, 9th 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 :

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- PAN of 2nd holder :

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- PAN of 3rd holder :

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(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

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Registered office: 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi -110001 Tel: 011- 66561206; Email: secretarial.ht@rediffmail.com,

Fax : 011- 66561206 website:www.birlacotton.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 : L65100DL1920PLC099621
Name of the Company : The Birla Cotton Spinning and Weaving Mills Limited
Registered Office : 9th 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 :
Signature

or failing him

2. Name :
Address:
E-mail ID :
Signature

or failing him

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 126th Annual General Meeting of the Company, to be held on Friday, 30th September, 2022 at 11:30 A.M. at the Registered Office of the Company at 9th 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.	To receive, consider and adopt financial statement for the year ended 31 st March, 2022, including the Balance Sheet of the Company as on 31 st March, 2022, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31 st March, 2022 together with the notes for the year ended 31 st March, 2022 thereto along with the Director's and Auditor's Report thereon.		
2.	To appoint Statutory Auditors for a term of 5(five) years		
3.	To re-appoint Shri Rajendra Kumar Agrawal, Independent Director of the Company for a further term of 5(five) years		
4.	To approve existing and new related party transactions		

Signed this ____ day of September, 2022

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix Rs.1
Revenue
Stamp

Note:

1. 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.

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.

PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. 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: 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi -110001 Tel: 011- 66561206; Email: secretarial.ht@rediffmail.com,
Fax : 011- 66561206 website:www.birlacotton.com

ATTENDANCE SLIP

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

126th Annual General Meeting held on Friday, 30th September, 2022 at 11:30 A. M. at the Registered office of the Company i.e. 9th 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 126th Annual General Meeting of the Company to be held on Friday, 30th September, 2022 at 11:30 A. M. at the Registered office of the Company i.e. 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi 110001.

Signature of Shareholder/Proxy:
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