

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 119th Annual General Meeting of the Shareholders of THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED, will be held on Tuesday the 29th September, 2015, 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 110 001 to transact the following business:

ORDINARY BUSINESS:

1. To Receive, consider and adopt the audited Financial Statements including consolidated financial statements of the Company for the financial year ended 31st March 2015, together with Reports of the Board of Directors and the Auditor.
2. To ratify the appointment of M/s. K.C. Gupta & Associates, Chartered Accountants, New Delhi, as Statutory Auditors of the Company.

SPECIAL BUSINESS:

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under, read with schedule IV of this Act, as amended from time to time, Smt. Manju Gupta (DIN 00124974), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015 to hold office upto ensuing Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of 5(five) consecutive years upto 30th March, 2020."

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

Place: New Delhi
Date: 14th August, 2015

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. Proxies, 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 7th September 2015 to Monday, 14th September 2015 both days inclusive
3. Physical copy of the Notice of the 119th 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 Agreement 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 119th 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) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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) First time user follow the steps given below:

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| | For Members holding shares in Demat Form and Physical Form |
|------------------------|---|
| 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 for the said demat account or folio.</p> <ul style="list-style-type: none">● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) The voting period begins on 25th September 2015 at 9.00 a.m and ends on 26th September 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date 7th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xvii) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
8. The Securities of the Company are listed on the following Stock Exchanges:
- i. The Delhi Stock Exchange Association Ltd.
DSE House, 3/1, Asaf Ali Road,
New Delhi-110 002
 - ii. The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata 700 001
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: 14th August, 2015

V.K. Charoria
(Director)
DIN:00046895

Explanatory Statement in respect of Special Business pursuant to Section 102 of the Companies Act, 2013

ITEM NO.3

Smt. Manju Gupta was appointed by the Board of directors as an Additional Director of the Company with effect from 31st March, 2015, As per the provisions of the Section 161 of the Companies Act, 2013, she holds office as an Additional Director upto the ensuing Annual General Meeting.

The Company has received a notice under section 160 of the Act together with a deposit of Rs 1,00,000/- from a member proposing her candidature as a Non-Executive Independent Director of the Company. In accordance with the provisions of the Act, it is proposed to appoint Smt. Manju Gupta as a Non-Executive Independent Director for a period of five consecutive years upto 30th March, 2015.

None of the directors, Key Managerial Personnel and their relatives in interest except Smt. Manju Gupta is interested in the above resolution.

PROFILE OF DIRECTORS BEING APPOINTED

Name : Smt. Manju Gupta
Age : 63 Years
Qualification : Graduate
Experience : Experience in the field of Financial, Marketing & Investment Activities.

Other Directorship:

Name of the Company:

| S. No | Name of the Company |
|--------------|--|
| 1. | Vikram Polymers Private Limited |
| 2. | Qulimax Electronics Private Limited |
| 3. | Moonriver Design Private Limited |
| 4. | Matangi Rubber Private Limited |
| 5. | Annapurna Bioenergy Limited |
| 6. | East Coast Ispat Private Limited |
| 7. | Paxton Estate Mangement Services Private Limited |
| 8. | Earthstone Holding (Two) Limited |

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Membership of Committees:

| S.No. | Name of Company | Committee | Designation |
|--------------|------------------------|------------------|--------------------|
| NIL | NIL | NIL | NIL |

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

Place: New Delhi
Date: 14th August, 2015

V.K. Charoria
(Director)
DIN: 00046895
Address: C-305, Agrasen Apartment,
66 IP Extension, Patpar Ganj,
Delhi-110092