

THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

CIN: L65100DL1920PLC099621

Registered office: 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi 110 004
Tel: 011- 66561206; Email: secretarial.ht@rediffmail.com, website: www.birlacotton.com

Date: - 30th September, 2022

To,
Secretary,
The Calcutta Stock Exchange Ltd,
7, Lyons Range, Kolkata 700 001

Subject:- Declaration of Voting Results of 126th Annual General Meeting of the Company

Dear Sirs,

This is to inform you that the 126th Annual General Meeting ("AGM") of the Company was concluded today (30-09-2022) at the Registered Office of the Company at 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi-110 001.

As required under the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a poll was conducted on all the resolution for Item No. 1 to item No 4 of the Notice to shareholders of the 126th AGM amongst all the shareholders who attended the AGM, in proportion to their shareholding. Electronic voting facility was also provided through Central Depository Services Limited (CDSL), which ended on 29.09.2022 at 5:00 p.m.

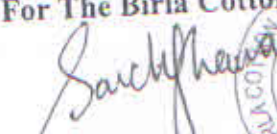
The details of the voting of the Poll at the AGM and the electronic voting opted by the shareholders on the resolution for Item No. 1 to Item No.4 of the Notice of the 126th AGM and Scrutinizers Report are enclosed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements).

You are requested to kindly take the same on your record pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours sincerely,

For The Birla Cotton Spinning & Weaving Mills Limited


Sanchi Sharma

Company Secretary/ Compliance Officer

Encl:A/A

CONSOLIDATED REPORT OF SCRUTINIZERS' FOR REMOTE E-VOTING AND POLL

**[Pursuant to Section 108 and 109 of Companies Act, 2013 readwith
Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman,

Annual General Meeting of the Equity Shareholders of

The Birla Cotton Spinning & Weaving Mill Limited held on Thursday, 30th September, 2022 at 11:30 A.M. at 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New- Delhi-110001.

Dear Sir,

Sub : Consolidated Report of Scrutinizers' on Remote E-voting and Voting through Ballot paper pursuant to Section 108 and 109 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 as amended.

I, Arun Kumar Soni (Practicing Company Secretary, C.P. No: 1726 appointed as Scrutinizer by the Board of Directors of The Birla Cotton Spinning & Weaving Mills Limited (the Company) for the purpose of scrutinizing the voting by electronic means (Remote e-voting) and voting through ballot paper carried by the Company pursuant to section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, on the resolution(s) contained in the notice to the Annual General Meeting (AGM) of the Equity Shareholders of The Birla Cotton Spinning & Weaving Mill Limited held on September 30, 2022 at 11:30 A.M. at 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New- Delhi-110001

A. Relating to Remote e-Voting

1. The Company has engaged the services of **Central Depository Services (India) Limited** ('CDSL') to offer the remote e-voting facility to its shareholders. The remote e-voting facility was offered and kept open by the Company to its Members for the period commencing from Tuesday, September 27, 2022 (9.00 a.m. Server time) up to Thursday, September 29, 2022 (5.00 p.m. Server time). The Members, whose names appear in the Register of Member as on Friday, September, 02nd, 2022 (cut-off date), were entitled to vote on proposed resolution (item no 1 to item no 4 set out in the notice of the AGM of the Company) by remote e-voting or voting through ballot paper at the AGM.

2. On September 30, 2022, after the conclusion of the AGM, remote e-voting event was unblocked by me in the capacity of the Scrutinizer(s) in the presence of two witnesses, Mr. Anil Shankar Bhatnagar and Mr. Pramod Negi who were not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Anil Shankar Bhatnagar



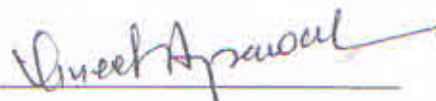
Name: Mr. Pramod Negi

B. Relating to voting through Ballot paper

3. At the AGM of the Company held on Friday, September 30, 2022, at 11.30 A.M. at 9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New- Delhi-110001 voting through ballot paper was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the remote e-voting to cast their votes through ballot paper.
4. Further, after the time fixed for closing of the ballot by the Chairman, one empty ballot (polling) box was locked and sealed by me in the presence of the members. Subsequent to the completion of voting through ballot paper, the ballot (polling) box was unlocked and the ballot papers were diligently scrutinized by me in the capacity of the Scrutinizer(s) in the presence of two witnesses, Mrs. Neha Dharewa and Mr Vineet Agrawal who were not in employment of the Company. They have signed below in confirmation of the ballot box being unlocked in their presence.



Name: Mrs. Neha Dharewa



Name: Mr. Vineet Agrawal

5. The ballot papers were reconciled with the records maintained by the Company and the Company has not received any proxies.
6. All the resolutions were passed with requisite majority. I hereby submit herewith my consolidated report on the results of voting through remote e-voting and voting through ballot paper on each of the resolutions. The result of the Poll is as under:

Item no.1:

Adoption of 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. **(Ordinary Resolution):**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	3	763674	100
(B) (Ballot Paper)	3	223	100
Total (A+B)	6	763897	100

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	Nil	Nil	Nil
(B) (Ballot Paper)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil

III. Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

IV. Abstained e-voting:

Number of members who abstained from voting	Total number of votes cast by them
Nil	Nil

Item no.2:

Appointment of M/s M/ L Garg & Co., Chartered Accountants (FRN 001604N), New Delhi as Statutory Auditors of the Company for a term of 5 consecutive years. **(Ordinary Resolution):**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
----------------	-------------------------	------------------------------	---------------------------------------

(A) (Remote e-voting)	3	763674	100
(B) (Ballot Paper)	3	223	100
Total (A+B)	6	763897	100

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	Nil	Nil	Nil
(B) (Ballot Paper)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil

III. Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

IV. Abstained e-voting:

Number of members who abstained from voting	Total number of votes cast by them
Nil	Nil

Item no.3:

Re-appointment of Shri Rajendra Kumar Agrawal(DIN:-00043371) as an Independent Director of Company to hold office for a period of 5 years with effect from 30th May,2023. **(Special Resolution):**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	3	763674	100
(B) (Ballot Paper)	3	223	100
Total (A+B)	6	763897	100

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	Nil	Nil	Nil
(B) (Ballot Paper)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil

III. Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

IV. Abstained e-voting:

Number of members who abstained from voting	Total number of votes cast by them
Nil	Nil

Item no.4

To approve existing as well as new material related party transactions for each of the financial year 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.(Special Resolution):-

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) (Remote e-voting)	0	0	0
(B) (Ballot Paper)	2	23	100
Total (A+B)	2	23	100

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
----------------	-------------------------	------------------------------	---------------------------------------

(A) (Remote e-voting)	Nil	Nil	Nil
(B) (Ballot Paper)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil

III. Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
4	763874

IV. Abstained e-voting:

Number of members who abstained from voting	Total number of votes cast by them
Nil	Nil

Summary sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution and the ballot papers and all other relevant records were sealed and handed over to the Company Secretary of the Company.

Thanking You,

Yours sincerely,

Arun

Arun Kumar Soni

(Practicing Company Secretary)

Membership No : ACS 5441

C.P No:- 1726

UDIN:- A005441D001089040

Date:- 30th September, 2022

Place:- New- Delhi

Counter Signed by :

Sanchi Shama

Sanchi Shama
(Company Secretary & Compliance Officer)



Agenda Wise Disclosure

Given below is the resolution wise combined result of postal ballot and e-voting

Resolution No.1: Adoption of 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, 2021 together with the notes for the year ended 31st March, 2022 thereto along with the Director's and Auditor's Report thereon.

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in agenda/ resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on Outstanding Shares	No. of Votes in Favour	No. of vote s- agai nst	% of votes in favour on votes polled	% of votes against
Promoter and Promoter Group	E-Voting	763674	763674	100	763674	0	100	0
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	200	200	100	200	-	-	-
	Total (A)	763874	763874	100	763874	0	100	0
Public Institution	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-
Public Non-Institution s	E-Voting	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Poll	23	23	100	23	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total (C)	23	23	100	23	0	100	0
	Total Votes (A)+(B)+(C)	763897	763897	100	763897	0	100	-



Resolution No.2: Appointment of M/s M/ L Garg & Co., Chartered Accountants (FRN 001604N), New Delhi
Statutory Auditors of the Company for a term of 5 consecutive years

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in agenda/ resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on Outstanding Shares	No. of Votes in Favour	No. of votes against	% of votes in favour on votes polled	% of votes against
Promoter and Promoter Group	E-Voting	763674	763674	100	763674	0	100	0
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	200	200	100	200	-	-	-
	Total (A)	763874	763874	100	763874	0	100	0
Public Institution	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Poll	23	23	100	23	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total (C)	23	23	100	23	0	100	0
	Total Votes (A)+(B)+(C)	763897	763897	100	763897	0	100	-



Resolution No.3: Re-appointment of Shri Rajendra Kumar Agrawal(DIN:-00043371) as an Independent Director of Company to hold office for a period of 5 years with effect from 30th May,2023. **(Special Resolution)**

Resolution required: -						Special Resolution		
Whether promoter/ promoter group are interested in agenda/ resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on Outstanding Shares	No. of Votes in Favour	No. of votes against	% of votes in favour on votes polled	% of votes against
Promoter and Promoter Group	E-Voting	763674	763674	100	763674	0	100	0
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	200	200	100	200	-	-	-
	Total (A)	763874	763874	100	763874	0	100	0
Public Institution	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Poll	23	23	100	23	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total (C)	23	23	100	23	0	100	0
	Total Votes (A)+(B)+(C)	763897	763897	100	763897	0	100	-



Resolution No.4: To approve existing as well as new material related party transactions for each of the financial year 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.(Special Resolution):-

Resolution required:						Special Resolution		
Whether promoter/ promoter group are interested in agenda/ resolution						Yes		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on Outstanding Shares	No. of Votes in Favour	No. of votes against	% of votes in favour on votes polled	% of votes against
Promoter and Promoter Group	E-Voting	763674	763674	100	763674	0	100	0
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	200	200	100	200	-	-	-
	Total (A)	763874*	763874*	100*	763874*	0	100*	0
Public Institution	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Poll	23	23	100	23	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total (C)	23	23	100	23	0	100	0
	Total Votes (A)+(B)+(C)	763897*	763897**	100**	763897**	0	100	-

* All 763874 voting done for the Item No- 4 of the Notice of AGM are marked as invalid by the scrutnizer

** Out of total 763897 votes, it includes 763874 votes which has been marked as invalid by the scrutnizer

