

Mrs. Jaya Saurabh Srivastava

Independent Non-Executive Director – The Birla Cotton Spinning & Weaving Mills Limited

Mrs. Jaya Saurabh Srivastava (DIN: 11015909) joined the Board of Directors of The Birla Cotton Spinning & Weaving Mills Limited as an Independent Non-Executive Director on 31st March, 2025 to hold office for a term of five years. Mrs. Jaya Saurabh Srivastava is member of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholder Relationship committee of the Company.

Mrs. Jaya Saurabh Srivastava, aged around 52years, is graduate from Delhi University having more than 30 years of experience in Corporates.

Date: 31st March, 2025

Mrs Jaya Saurabh Srivastava
Delhi

Sub.: Appointment as an Independent Non-Executive Director under Companies Act, 2013

Madam,

We are pleased to inform you that your appointment as an Independent Non-Executive Director of the Company w.e.f. 31st March 2025, has been approved by the Board of the Company subject to the approval of the members of the Company.

As per the requirements of the Companies Act, 2013, the above is being formalised through this letter of appointment. Please note that this is a contract for service and is not a contract of employment.

Appointment

Your appointment is for a term of five consecutive years upto 30th March 2030. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

You will be eligible for re-appointment for another term of up to 5 years, subject to your fulfilling the criteria for being an Independent Director, not being disqualified to be a Director and keeping in view the retirement policy for non - executive directors. Further, the re-appointment shall be on the basis of report of your performance evaluation by the Board of Directors. The re-appointment would require Special resolution of shareholders and any other necessary approvals.

Role on the Board

You are expected to provide your expertise and experience *inter-alia* in the field of business in the functioning of the Board and the committees of the Board to which you may be nominated. In addition to routine board meetings you should allow time for committee meetings and ensure that you are in a position to make the necessary overall time commitment.

Duties and Liabilities

The duties and liabilities that come with your appointment would be as per the applicable laws, company's policies and the Articles of Association of the Company.

The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, some of which are specifically outlined below.

You will follow "the Code for Independent Director" as per Schedule IV of the Companies Act, 2013.

You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013 and not participate in the meeting of the Board where any contract or arrangement in which you are interested is discussed.

Technology

You may give your consent by advance notification to the Company Secretary to participate in any meeting(s) of the board or committee of directors, when necessary through video conferencing or other audio visual means, as per the provisions of the Companies Act, 2013 and Rules made thereunder. When necessary, you can also participate through telephone, electronic mail or any other technology which permits you to communicate with every other Director, though such participation would not be reckoned as attending the meeting under the Companies Act, 2013.

Independence

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'independent' in accordance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. You are expected to continue to be qualified as 'independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.

Evaluation Processes

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of non-independent directors and the Board as a whole and other independent directors.

Code of Business Conduct

You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman or Company Secretary.

Prohibition on Insider Trading

You will follow the Company's Policy on Insider Information and the requirements under the Companies Act, 2013 and SEBI Regulations, which *inter-alia* requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

General

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the Courts of India.

Yours sincerely

The Birla Cotton Spinning & Weaving Mills Limited

Sd/-

Rajendra Kumar Agrawal
Director

Mr. Ankush Singhal

Independent Non-Executive Director – The Birla Cotton Spinning & Weaving Mills Limited

Mr. Ankush Singhal (DIN: 10061148) joined the Board of Directors of The Birla Cotton Spinning & Weaving Mills Limited as an Independent Non-Executive Director on 24th May, 2024 to hold office for a term of five years. Mr. Ankush Singhal is member of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholder Relationship committee of the Company.

Mr. Ankush Singhal, aged around 49years, is commerce graduate and having more than 26 years of experience in Finance.

Date: 24th May, 2024

Mr. Ankush Singhal
Delhi

Sub.: Appointment as an Independent Non-Executive Director under Companies Act, 2013

Madam,

We are pleased to inform you that your appointment as an Independent Non-Executive Director of the Company w.e.f. 24th May 2024, has been approved by the Board of Directors of the Company subject to the approval of the members of the Company.

As per the requirements of the Companies Act, 2013, the above is being formalised through this letter of appointment. Please note that this is a contract for service and is not a contract of employment.

Appointment

Your appointment is for a term of five consecutive years upto 23rd May 2029. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

You will be eligible for re-appointment for another term of up to 5 years, subject to your fulfilling the criteria for being an Independent Director, not being disqualified to be a Director and keeping in view the retirement policy for non - executive directors. Further, the re-appointment shall be on the basis of report of your performance evaluation by the Board of Directors. The re-appointment would require Special resolution of shareholders and any other necessary approvals.

Role on the Board

You are expected to provide your expertise and experience *inter-alia* in the field of business in the functioning of the Board and the committees of the Board to which you may be nominated. In addition to routine board meetings you should allow time for committee meetings and ensure that you are in a position to make the necessary overall time commitment.

Duties and Liabilities

The duties and liabilities that come with your appointment would be as per the applicable laws, company's policies and the Articles of Association of the Company.

The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, some of which are specifically outlined below.

You will follow "the Code for Independent Director" as per Schedule IV of the Companies Act, 2013.

You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013 and not participate in the meeting of the Board where any contract or arrangement in which you are interested is discussed.

Technology

You may give your consent by advance notification to the Company Secretary to participate in any meeting(s) of the board or committee of directors, when necessary through video conferencing or other audio visual means, as per the provisions of the Companies Act, 2013 and Rules made thereunder. When necessary, you can also participate through telephone, electronic mail or any other technology which permits you to communicate with every other Director, though such participation would not be reckoned as attending the meeting under the Companies Act, 2013.

Independence

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'independent' in accordance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. You are expected to continue to be qualified as 'independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.

Evaluation Processes

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of non-independent directors and the Board as a whole and other independent directors.

Code of Business Conduct

You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman or Company Secretary.

Prohibition on Insider Trading

You will follow the Company's Policy on Insider Information and the requirements under the Companies Act, 2013 and SEBI Regulations, which *inter-alia* requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

General

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the Courts of India.

Yours sincerely

The Birla Cotton Spinning & Weaving Mills Limited

Sd/-

Rajendra Kumar Agrawal
Director

Mr. Rajendra Kumar Agrawal

Independent Non-Executive Director – The Birla Cotton Spinning & Weaving Mills Limited

Mr. Rajendra Kumar Agrawal (DIN: 00043371) joined the Board of Directors of The Birla Cotton Spinning & Weaving Mills Limited as an Independent Non-Executive Director on 30th May, 2018 to hold office for a term of five years. Mr. Rajendra Kumar Agrawal is Chairman of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholder Relationship committee of the Company.

Mr. Rajendra Kumar Agrawal, aged around 75years, is commerce graduate from Delhi University in year 1970 and having more than 47 years of experience in Finance and General Administration also worked on senior position in various companies relating to media and textile industry.

Date: 30th May 2018

Mr. Rajendra Kumar Agrawal
Delhi

Sub.: Appointment as an Independent Non-Executive Director under Companies Act, 2013

Madam,

We are pleased to inform you that your appointment as an Independent Non-Executive Director of the Company w.e.f. 30th May 2018, has been approved by the Board of Directors of the Company subject to the approval of the members of the Company.

As per the requirements of the Companies Act, 2013, the above is being formalised through this letter of appointment. Please note that this is a contract for service and is not a contract of employment.

Appointment

Your appointment is for a term of five consecutive years upto 29th May 2023. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

You will be eligible for re-appointment for another term of up to 5 years, subject to your fulfilling the criteria for being an Independent Director, not being disqualified to be a Director and keeping in view the retirement policy for non - executive directors. Further, the re-appointment shall be on the basis of report of your performance evaluation by the Board of Directors. The re-appointment would require Special resolution of shareholders and any other necessary approvals.

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Yours sincerely

The Birla Cotton Spinning & Weaving Mills Limited

Sd/-

**Virendra Kumar Charoria
Director**