

# **THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED**

**CIN: L65100DL1920PLC099621**

**Registered office:** Hindustan Times House, Mezzanine Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 01

**Tel:** 011- 66561306; **Email:** [secretarial.ht@hindustantimes.com](mailto:secretarial.ht@hindustantimes.com), **Fax :** 011- 66561365

**website:** [www.birlacotton.com](http://www.birlacotton.com)

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## **NOTICE**

Notice is hereby given that the 129<sup>th</sup> Annual General Meeting of the shareholders of **THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED** will be held on Monday the 30th June 2025 at 11:30 A.M. at the Registered Office of the Company at Hindustan Times House, 18-20, Mezzanine Floor, 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 31<sup>st</sup> March, 2025, including the Balance Sheet of the Company as on 31<sup>st</sup> March, 2025 the Statement of Profit & Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2025 together with the notes including a statement of changes in equity for the year ended 31<sup>st</sup> March, 2025 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 a Special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with 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), Smt Jaya Saurabh Srivastava(DIN:11015909), who was appointed as an Independent additional director with effect from 31st March, 2025 on the Board of the Company be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 31<sup>st</sup> March, 2025 ”.

#### **ITEM NO.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 provision of Section 204 and other applicable provision, if any, of the Companies Act, 2013 read with Rule 9 of the Companies(Appointment and Remuneration of Managerial Personnel) rules, 2014(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 24A and any other applicable provisions of the Securities and Exchange Board of India(Listing Obligation and Disclosure requirements) regulation 2015 , as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors M/s.Arun Kumar Soni & Co, Practicing Company Secretary be and is hereby appointed as the Secretarial Auditor of the Company to conduct Secretarial Audit and issue Secretarial Audit Report for a term of five(5) consecutive years from financial year April 1, 2025 upto March 31, 2030 at a remuneration as may decided by the Board of Directors of the Company based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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

**Place: New Delhi  
Date: 30<sup>th</sup> May, 2025**

**Sd/-  
Rajendra Kumar Agrawal  
Director  
DIN:00043371**

**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 Thursday the 19th June, 2025 to Saturday, 28<sup>th</sup> June, 2025 both days inclusive.**
- 3. Copy of the Notice of the 129<sup>th</sup> 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 as Annexure-2.**
- 5. As per Sebi Circular we are informing to those shareholders who are holding shares in physical form and details of PAN, Bank and nomination details at the earliest.**
- 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 129<sup>th</sup> 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 Friday 27<sup>th</sup> June, 2025 at 9:00 A.M. and ends on Sunday, 29<sup>th</sup> June, 2025 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 2<sup>nd</sup> June 2025 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 Depository	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by</li> </ol>

	<p>sending OTP on registered mobile &amp; 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 21 09911</b>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>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.</li> </ul>
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy)

Bank Details	format) as recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 Scrutinizer and to the Company at the email address viz; [secretarial.ht@hindustantimes.com](mailto:secretarial.ht@hindustantimes.com) and [arunkumarsoni@rediffmail.com](mailto:arunkumarsoni@rediffmail.com) (designated email address by company) , 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 **Company/RTA email id**.
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 & joining virtual meetings through Depository.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 18002109911

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO.2:**

Pursuant to the provisions of Section 149,152 and 161 of the Companies Act, 2013 and as per recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 31st March 2025, has appointed Smt Jaya Saurabh Srivastava as an Independent additional director of the Company to hold office upto the approval of the shareholders at ensuing Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from Smt Jaya Saurabh Srivastava(i) consent in writing to act as Director(DIR-2) pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form DIR-8 in term of Companies(Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act (iii) declaration to effect that they she meet criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulation. She does not hold equity shares of the Company.

The Board of Director further recommends the appointment of Smt Jaya Saurabh Srivastava as Director of the Company for a period of five years with effect from 31<sup>st</sup> March, 2025 and proposed the Special resolution for your approval.

None of the Directors except Smt Jaya Saurabh Srivastava 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. 2 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	Smt Jaya Saurabh Srivastava
Age	51 years
Qualification	Graduate
Brief resume and experience	More than 20 years of industry experience
Term & conditions of appointment	Appointed as Non-Executive Independent additional director
Date of appointment	31.03.2025
Directorship in other companies	NIL
Chairman/Member in the committees of the Board of other companies	N.A.
No. of Board Meeting attended during the financial year	NA
Nature of expertise	General Administration
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 3**

This explanatory statement is provided pursuant to Regulation 36(5) of the Securities and Exchange board of India(Listing Obligation and Disclosure Requirement) Regulation 2015(SEBI Listing Regulation).

In accordance to Section 204 of the Act read with Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014and Regulation 24A of the SEBI Listing regulation the Company has appointed M/s. Arun Kumar Soni & Co. Practicing Company Secretary as Secretarial Auditor of the Company.

Pursuant to Regulation 24A of the SEBI Listing Regulations the Company is required to appoint a peer reviewed company secretary to conduct the Secretarial Audit of the Company for a term not more than five(5) consecutive years.

The Board of the Directors of the Company at its Meeting held on 30<sup>th</sup> May,2025 based on the recommendation of the Audit Committee, has after considering and evaluating various proposals and factors such as independence, industry experience, technical skill, audit quality report etc recommended the appointment of M/s. Arun Kumar Soni & Co. a peer reviewed firm of the Company Secretaries in practice, to conduct Secretarial Audit and issue Secretarial Audit Report for a term of five years from Financial Year April 1, 2025 to March 31, 2030 at such remuneration as may be determined by the Board of Directors based on recommendation of the Audit Committee.

The Company has obtained consent and confirmed eligibility of M/s. Arun Kumar Soni & Co. as Secretarial Auditor of the Company.

The Board of Director further recommends the appointment of M/s. Arun Kumar Soni & Co. as Secretarial Auditor of the Company and proposed the Ordinary 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 Ordinary resolution as set out under Item No. 3 of the Notice.

**For The Birla Cotton Spinning & Weaving Mills Limited**

Sd/-  
**Rajendra Kumar Agrawal**  
Director  
DIN:00043371

**THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED**

**CIN: L65100DL1920PLC099621**

**Registered office:** Hindustan Times House, Mezzanine Floor, 18-20, Kasturba Gandhi Marg,  
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website: [www.birlacotton.com](http://www.birlacotton.com)

Annexure-2

**ROUTE MAP**

