

NOTICE

Notice is hereby given that the **84th (Eighty Fourth)** Annual General Meeting (“**AGM**”) of the Members of **Birla Cotsyn (India) Limited (“the Company”)** will be held on **Monday, 21st September, 2026 at 2.00 P.M (IST)** through video Conferencing (VC)/Other Audio-Visual Means (OVAM) to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No. 2: To Re-appoint Smt. Sheela Jain (DIN: 02553215), who retires by rotation, as Director:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt. Sheela Jain (DIN: 02553125), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

Item No. 3: To approve for Material Related Party Transaction:

To consider and, if thought fit, to pass, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulations 2(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee, approval of the Members, be and is hereby accorded to confirm and ratify any existing transaction(s), and/ or to enter into fresh material related party transaction(s) for giving or availing Loans, by way of contract(s)/ arrangement(s) entered into or proposed to be entered into between the Related Parties as mentioned in the below appended table, whether as an individual transaction or series of transactions, during the period commencing from ensuing 84th Annual General Meeting upto the 85th Annual General Meeting to be held in the calendar year 2027, on such terms and conditions as are/ may be agreed between the parties as per details set out in the explanatory statement, provided that such transactions, contracts or arrangements are carried out at arm’s length basis and in the ordinary course of business:

Sr. No	Name of the Parties	Relationship	Max Amount (in Crore)	Nature of the proposed Transaction	Nature of Business
1.	Careone Wellness And Retail Private Limited	Entity with Common KMP	30	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
2.	Wendt Finance Private Limited	Entity with Common KMP	50	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
3.	Wendt Corporate Services Private Limited	Entity with Common KMP	50	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
4.	Wendt Infosolutions Private Limited	Entity with Common KMP	30	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
5.	Rohstoffe International Private Limited	Entity with Common KMP	50	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
6.	Wendt Holdings Private Limited	Entity with Common KMP	30	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
7.	Threadlite (India) private Limited	Entity with Common KMP	30	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
8.	Mr. Akhil Jain	KMP	01	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business

RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid 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.”

Item No. 4: To Authorize the Board of Directors of the Company to Sell or Otherwise dispose of substantial of Undertaking of the Company situated at Malkapur Unit.

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and 179(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with the rules made thereunder, the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) regulation 2015, the provisions of the Memorandum and Article of Association of the Company and the subject to the approval of the shareholders of the company by way of a Special Resolution at the ensuing Annual General Meeting and such other approvals, permission and sanction as may be required from the statutory or regulatory authorities, consent of the Board of Directors be and is hereby accorded to recommend to the members the proposal for sale, transfer, disposal and/or alienation of the existing obsolete, old, unserviceable and/or redundant plant and machinery and such other movable assets of the Company’s factory at Malkapur Unit, C-6/1, MIDC Industrial Area, Malkapur, Dist. Buldhana, Maharashtra-443101, India on such terms and conditions and at such consideration as may be determined by the Board of Directors or any Committee thereof in the best interest of the Company.

RESOLVED FURTHER THAT the Board noted that the proposed disposal forms part of the Company’s modernization and capacity enhancement programme and that the proceeds arising from the sale of the existing machinery shall be utilized towards acquisition, installation and commissioning of new technologically advanced and modern machinery and allied infrastructure for improving operational efficiency, production capacity, product quality and overall competitiveness of the Company.

RESOLVED FURTHER THAT Mr. Akhil Jain (DIN:03296467) Managing Director of the Company hereby authorized or to delegate all or any of the powers herein conferred to power to delegate to any officer of the Company, with authorities as required to identify and finalise the specifications of the machinery, obtain quotations, negotiate commercial terms, appoint consultants, engineers, contractors, valuers and other professionals, issue purchase orders, execute contracts, agreements and other documents, make payments, utilise the sale proceeds for the aforesaid purpose and to undertake all such acts, deeds, matters and things as may be necessary, desirable or expedient for effective implementation of the modernization project

RESOLVED FURTHER THAT upon receipt of the approval of the members, the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize the list of machinery proposed to be disposed of, determine the reserve price, appoint valuers, auctioneers, consultants or other intermediaries, negotiate and finalize the terms and conditions of sale, execute deeds, agreements, delivery documents and all other writings, file necessary applications, returns and disclosures with the concerned authorities, stock exchanges and other regulatory bodies and to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT Mr. Akhil Jain (DIN: 03296467) Managing Director of the Company hereby authorized or to delegate all or any of the powers herein conferred to delegate to any officer of the Company, with authorities as required, severally authorized to sign, execute and submit all necessary applications, documents, declarations, forms, writings and correspondences and to do all such acts, deeds and things as may be necessary or incidental for implementation of the foregoing resolution and to settle any questions or difficulties that may arise in this regard.

By Order of the Board of Directors

Birla Cotsyn (India) Limited

Sd/-

Gaurav Anand

Company Secretary & Compliance Officer

ACS: 73886

Date: 13.08.2026

Place: Mumbai

Registered Office:

1105, 11th Floor, Regent Chambers,
Jamnalal Bajaj Road, Nariman Point,
Mumbai- 400021

CIN: L17110MH1941PLC003429

Website: www.birlacotsyn.com

Email: complianceofficer@birlacotsyn.com

Tel: +91 22 22831287

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company, i.e 1105, 11th Floor, Regent Chambers, Jamnalal Bajaj Road, Nariman Point- 400021 Maharashtra.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under the Item No. 3 and Item No.4 of the Notice annexed hereto. The relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are also annexed
3. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI circulars, the facility for appointment of Proxies by the members will not be available for this AGM and Hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
4. The Participation of Members through VC/OAVM will be counted for the purpose of ascertaining the quorum for the AGM as per Section 103 of the Companies Act, 2013.
5. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution /authorization letter to the Company by email to complianceofficer@birlacotsyn.com or Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent at info@adroitcorporate.com with a copy marked to www.cdslindia.com.
6. Since, the AGM will be held through VC/OVAM, the route map. Proxy form and attendance slip are not attached to this notice.
7. Members are requested to register their E-mail address with the Company/Registrar & Transfer Agents so as to receive the Annual Report and other communication electronically.
8. Members will be provided with a facility of e-voting and attending AGM through VC/OVAM by the Central Depository Services Limited (“CDSL”) e-voting system i.e www.evotingindia.com
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. In accordance with the Circulars and SEBI Listing Regulations, the Annual Report 2025-26 including notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that Annual Report 2025-26 including notice of the AGM, are also available on the website of the Company, i.e., www.birlacotsyn.com on website of the stock exchange i.e. BSE limited at www.bseindia.com and also on website of CDSL (i.e. www.evotingindia.com). In case any Member is desirous of obtaining a hard copy of the Annual Report for the Financial Year 2025-26 and the Notice of the 84th AGM of the Company, they may send a request to the Company’s e-mail address at complianceofficer@birlacotsyn.com, mentioning their Folio No./DP ID and Client ID
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements

in which the directors are interested, maintained under Section 189 of the Act will be available for inspection in electronic form by the members during the AGM. All documents referred to in the notice will also be available for inspection in electronic by the members from the date of circulation of this notice up to the date of AGM during business hours. Members seeking to inspect the aforesaid documents may send their request in writing to the Company at complianceofficer@birlacotsyn.com mentioning their Folio No./DP ID and Client ID (BO ID).

12. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Adroit Corporate Service Private Limited having its registered office at 19/20, Jaferbhoy Industrial Estate, Makwana Road, off Andheri Kurla Road, Marol Naka, Andheri East, Mumbai, Maharashtra-400059.
13. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. Form No. ISR-1 for capturing additional details is available on the Company's website under the section 'Investors Services'. Members holding shares in physical form are requested to submit the filled-in form to the Company at complianceofficer@birlacotsyn.com or to the Registrar in physical mode, or in electronic mode at info@adroitcorporate.com as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the KYC details to their respective DPs only and not to the Company or RTA. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to Registrar/their DPs. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
14. SEBI vide its circular dated February 6, 2026 has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition effective April 2, 2026. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details, along with the latest Client Master List.
15. During February 2026, SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialised form. Please refer website of RTA at <https://www.adroitcorporate.com> for the requirement of relevant documents.
16. Special Window for lodgement of physical share transfer requests: A special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027, to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialised form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged. Shareholders desirous of availing these services are requested to refer to the detailed procedure hosted on the website of the Company.
17. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. The Company has also issued a Notice in this regard in the Newspapers.
18. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
19. Information and other instructions relating to e-voting are as under:
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars as mentioned above the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
 - b. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the



Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- c. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- d. The Board of Directors of the Company at their meeting held on 13th August, 2026 has appointed Mr. Vijay Tiwari (M.No. 33084), proprietor of M/s. Vijay S.Tiwari & Associates, Practicing Company secretary, as the scrutinizer, to Scrutinize the e-voting process prior to AGM in a fair and transparent manner and he has communicated in willingness to appointed and will be available for same purpose.
- e. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner as on the cutoff date i.e 14th September, 2026.
- f. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e 14th September, 2026 only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- g. The Scrutinizer after scrutinizing e-voting at the AGM and remote e-voting, will not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company www.birlacotsyn.com. The results shall simultaneously be communicated to the Stock Exchange where the shares of the Company are listed.
- h. Subject of receipt of requisite number of votes, the Resolutions deemed to be passed on the date of the Meeting, i.e September 21, 2026.
- i. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTINGS AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The remote e-voting period begins on **Friday, September 18, 2026 at 09.00 A.M (IST) and Sunday, September 20, 2026 at 05:00 P.M (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday September 14, 2026 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

How do I Vote electronically using CDSL e-voting system?

The way to vote electronically on CDSL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

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 abovesaid SEBI Circular, Login method for e-voting and joining Virtual meetings for **Individuals 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	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 CDSL website www.cdslindia.com and click on login icon & New System My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) tab and then click on registration option. 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. 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 e-voting 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 Depository	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.nsdl.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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.

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 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.

A. Login method for e-Voting and joining virtual meetings 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). 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. 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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.
- 9) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- 10) 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.
- 11) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 12) 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.
- 13) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 14) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 15) 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.
- 16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 17) 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 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 Individuals 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. _____ (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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OVAM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OVAM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@birlacotsyn.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@birlacotsyn.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 complianceofficer@birlacotsyn.com/ info@adroitcorporate.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 & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**Item No.: 3****To approve for Material Related Party Transaction.**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into agreement within the thresholds and conditions mentioned in the resolution.

The transaction amount involved in the Related Party Transaction as mention in the resolution exceeds the threshold of 10% of the annual turnover, as per the last audited financial statements of the listed entity. Accordingly, the matter is placed before the shareholders of the Company for approval through Resolution No. 03.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 13th August, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 03.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 03 as set out in this Notice.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 03 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item Nos. 03 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024

Material Related Party Transaction by the Company

Sr. No	Description	Particulars
1	Name of the related party	a. Careone Wellness And Retail Private Limited b. Wendt Finance Private Limited c. Wendt Corporate Services Private Limited d. Wendt Infosolutions Private Limited e. Rohstoffe International Private Limited f. Wendt Holdings Private Limited g. Threadlite (India) private Limited h. Mr. Akhil Jain
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	The above related parties are enterprises controlled by common Key Management Personnel and hence related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
3	Type of the proposed transaction	Giving or availing Loans, by way of contract(s) / arrangement(s).
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum as below through contracts/ arrangements for a period commencing from ensuing 84 th Annual General Meeting upto the 85th Annual General Meeting to be held in the calendar year 2027. a. Careone Wellness And Retail Private Limited- 30 Cr. b. Wendt Finance Private Limited- 50 Cr. c. Wendt Corporate Services Private Limited- 50 Cr. d. Wendt Infosolutions Private Limited- 30 Cr. e. Rohstoffe International Private Limited- 50 Cr. f. Wendt Holdings Private Limited- 50 cr. g. Threadlite (India) private Limited- 50 cr. h. Mr. Akhil Jain- 1 Cr.
5	Particulars of the proposed transaction	Giving or availing Loans, by way of contract(s) / arrangement(s)
6	Tenure of the transaction	Period commencing from ensuing 84th Annual General Meeting upto the 85th Annual General Meeting to be held in the calendar year 2027.
7	Value of the proposed transaction	a. Careone Wellness And Retail Private Limited- 30 Cr. b. Wendt Finance Private Limited- 50 Cr. c. Wendt Corporate Services Private Limited- 50 Cr. d. Wendt Infosolutions Private Limited- 30 Cr. e. Rohstoffe International Private Limited- 50 Cr. f. Wendt Holdings Private Limited- 30 cr. g. Threadlite (India) private Limited- 30 Crore h. Akhil Jain- 01 Crore
8	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	N.A
9	Justification of the proposed transaction	During the course of rendering such services, the Company also leverages niche skills, capabilities and resources of entities within the group. These transactions aim at providing enhanced level of user experience to the end-consumers of the group companied and provide the entities within the group cutting edge technologies to sustain and grow their business.
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Akhil Jain and Mrs. Sheela Jain

Item No. 4: To Authorize the Board of Directors of the Company to Sell or Otherwise dispose of substantial of Undertaking of the Company situated at Malkapur Unit.

The Company is presently undertaking various measures for revival, modernisation and strengthening of its manufacturing operations at its **Malkapur Unit situated at C-6/1, MIDC Industrial Area, Malkapur, District Buldhana, Maharashtra – 443101**. As part of the Company's ongoing modernisation and capacity enhancement programme, the management has undertaken a comprehensive review of the existing plant and machinery installed at the said Unit.

Upon such review, certain plant and machinery and other movable assets have been identified as **old, obsolete, unserviceable, redundant and/or technologically outdated**, and their continued use is considered commercially and operationally inefficient. The proposed disposal of such machinery is expected to facilitate rationalisation of the existing asset base, reduce maintenance and operating costs and enable the Company to deploy resources towards modern and technologically advanced machinery.

Accordingly, the Board of Directors, at its meeting held on **August 13, 2026**, after considering the operational requirements and long-term business objectives of the Company, approved the proposal to recommend to the Members the sale, transfer, disposal and/or alienation of the identified obsolete, old, unserviceable and/or redundant plant and machinery and such other movable assets situated at the Malkapur Unit, subject to obtaining the approval of the Members by way of a Special Resolution and such other approvals as may be required under applicable laws.

The proposed disposal is intended to be undertaken on such terms and conditions and for such consideration as may be determined by the Board of Directors or its duly authorised Committee, having regard to the prevailing market conditions, valuation, condition and utility of the respective assets and the commercial interests of the Company. The Company may adopt an appropriate process, including sale through auction, tender, negotiated sale or such other commercially appropriate mechanism, as may be determined by the Board.

The proceeds arising from the proposed sale/disposal of the existing machinery are proposed to be **utilised towards the acquisition, installation and commissioning of new technologically advanced and modern plant and machinery and allied infrastructure** at the Malkapur Unit. The proposed modernisation is expected to improve production efficiency, capacity utilisation, product quality, productivity and overall competitiveness of the Company.

The proposed transaction is being placed before the Members in view of the provisions of **Section 180(1)(a) of the Companies Act, 2013**, to the extent applicable, which require the consent of the Members by way of a Special Resolution for selling, leasing or otherwise disposing of the substantially of an undertaking of the Company. The proposed resolution is therefore intended to authorise the Board to undertake the proposed disposal, subject to the applicable statutory and regulatory requirements.

The Board considers that the proposed disposal of obsolete and redundant machinery, followed by reinvestment of the sale proceeds in modernisation of the Malkapur Unit, is in the **best interest of the Company and its stakeholders** and will support the Company's objective of improving operational efficiency and establishing a more modern & competitive manufacturing facility and/or utilize the sale proceeds for other corporate purposes, including but not limited to repayment of borrowings, meeting working capital requirements of the company.

The Board of Directors recommends the resolution set out in the Notice for approval of the members by a way of Special Resolution.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in item no. 4 as set out in this Notice.

By Order of the Board of Directors
Birla Cotsyn (India) Limited

Sd/-

Gaurav Anand

Company Secretary & Compliance Officer
ACS: 73886

Date: August 13, 2026
Place: Mumbai

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Smt. Sheela Jain (DIN: 02553215)
Date of Birth	17.05.1963
Date of First Appointment	10.02.2025
Brief Profile	Sheela Jain is a driven professional with rich expertise in Textile Sector, HR & Administration including training within the organisation. Over the years, she has vital role of in-House training and development at various program at textile industries and composite units like M/s. Birla Cotsyn (India) Limited, M/s. Rohstoffe International Private Ltd., etc. and conducted various training and HR development activities. She is also having thorough knowledge in Business promotion activities through various programmes & projects. During her professional journey, she has organized various conferences, seminar, exhibitions & trade promotion activities. Ms. Sheela Jain is contributing her expertise in Rohstoffe International Private Limited as a Director and looking after Export and other HR activities, including shop floor training to work force and skill development. She has a demonstrated capability of training in Industrial Sector, Social Sector and instrumental in setting up social development organization of a large business group and she is active in Social Activities like empowerment of poor villagers, uplifting of poor women, Skill Development, Education, Healthcare, Rural Development etc.
Expertise in Specific functional areas	She has an expertise in Export, HR Activities, Setting up Social Development
Terms and conditions of appointment or re-appointment	Re-appointment of Smt. Sheela Jain, whose term shall be liable to retire by rotation
Directorship in other listed entities as on March 31, 2026	NIL
Membership of any Committees of other listed entities as on March 31, 2026	NIL
Name of Listed entities from which the person has resigned in past three years	NIL
No of Equity Shares held in the Company as on 31.03.2026	25,00,000
Disclosure of relationship between inter se KMP and other Directors	Mrs. Sheel Jain is related to Mr. Akhil Jain and no any other director or any other KMP related to her.
No. of Board Meetings attended during the Financial Year 2025-26	The Company has conducted a total 6 Board Meetings in the financial year 2025-26. Mrs Sheela Jain attended all 6 Board Meetings.