



ASHNOOR TEXTILE MILLS LIMITED

REGD. OFFICE & WORKS : BEHRAMPUR ROAD KHANDSA VILLAGE, GURUGRAM-122001 (HR.)

TEL. : 0124-4809756, 4809755

email : atml_delhi@yahoo.com

Registration No. : L17226HR1984PLC033384

May30, 2024

To,

The Deputy General Manager - Listing
Bombay Stock Exchange
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai-400001

Regarding: Secretarial Compliance Report as per Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015

Dear Sir/ Madam,

In respect of the captioned matter, please find enclosed herewith a Secretarial Compliance Report for the financial year ended March 31, 2024, issued by a Practicing Company Secretary for your kind perusal and record.

Thanking you.

Yours faithfully
for Ashnoor Textile Mills Limited


Suneel Gupta
Managing Director
DIN-00052084
79-A, Sainik Farms
W-3, Western Avenue
New Delhi-110062



Enclosed: as above

ANIL ARORA & ASSOCIATES

Company Secretaries

Secretarial Compliance Report of Ashnoor Textile Mills Limited for the financial year ended March 31, 2024.

I, Anil Kumar Arora, have examined:

- (a) all the documents and records made available to me and explanation provided by Ashnoor Textile Mills Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) other relevant document/filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **{Not applicable as the Company has not bought back any of its securities during the audit period under review};**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **{Not applicable as the Company has not granted any Option to the employees during the audit period};**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **{Not applicable as the Company has issued any non-convertible securities during the audit period};**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Other regulations as applicable.

And circulars/guidelines issued thereunder.



K-8, Ground Floor, Jangpura Extension, New Delhi-110014
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and based on the above examination, I hereby report that during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure-A attached to this report:**
- (b) The listed entity has taken the actions to comply with the observations made in previous reports as per **Annexure-B attached to this report**

I. I hereby report that during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	
3.	Maintenance and disclosures on the Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	



4.	Disqualification of Director: None of the Directors (s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable as the listed entity does not have any material subsidiary	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Not Applicable as no transactions as per Section 188 of the Companies Act, 2013	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	



11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column</p>	<p>Details of action taken against the listed entity is given in Annexure A to this report</p>	
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of the resignation of the statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraphs 6.1 and 6.2 of sections V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	<p>Not Applicable as Statutory Auditors have Not resigned</p>	
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance was observed for any SEBI regulation/circular/guidance note etc.</p>	<p>None</p>	



Assumptions and Limitations of Scope and Review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Anil Arora & Associates
Company Secretaries**



Anil Kumar Arora

Proprietor

FCS Number: 5695

CP Number: 4775

Peer Review Number: 1868/2022

UDIN: F005695F000496669

Date: May 30, 2024

Place: New Delhi

ANNEXURE-A

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (In Rupees)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Reg. 29(2) – Intimation of the Board Meeting	LODR	Delay in Submission of intimation for the Board meeting for results of quarter ended June 30, 2023	BSE	Penalty imposed	Intimation for the Board meeting for Q-1 results was shorter by one day.	10,000/- (Ten thousand) plus GST	Shorter notice for the results for the quarter ended June 30, 2023	Fine Paid	



ANNEXURE-B

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (In Rupees)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Reg. 13(3) – Statement of investors' complaints	LODR	Delay in Submission of statement as on June 30, 2022	BSE	Penalty imposed	Statement of Investors complaints as on June 30, 2022 not submitted within time limit specified in LODR	35,000/- plus GST	Delay in submitting Statement of Investors' complaints as per Regulation 13(3)	Fine Paid	



2.	Reg. 23(9) Disclosure of Related Party Transactions on consolidated basis	LODR	Delay in disclosure of transacti ons as on March 31, 2022	BSE	Penalty imposed	Disclosur e of Related Party Transacti ons on consolid ated basis was not made within the time limit specified in LODR	70,000/- plus GST	Delay to made half year disclosure of Related Party Transactions on consolidated basis as per Reg. 23(9)	Fine Paid	
3.	Reg. 23(9) Disclosure of Related Party Transactions on a consolidated basis	LODR	Delay in disclosure of transacti ons as on Septemb er 30, 2022	BSE	Penalty imposed	Disclosur e of Related Party Transacti ons on a consolid ated basis was not made within the time limit	145,000/- plus GST	Delay to make half-year disclosure of Related Party Transactions on a consolidated basis as per Reg. 23(9)	Fine Paid	



						specified in LODR				
4.	Reg. 33 and other regulations- Delay in compliance from 2014-2020	LODR	Delay in compliance during the period	BSE	Penalty imposed	Delay in submission of reports/ results	6,49,170/-	Delay in submission of Reports/Results as per Reg. 33 and other regulations from 2014 to 2020	Fine paid	A fine of Rs.15,000/- waived off vide email dated August 25, 2022
5.	Reg.17(1) Delay in appointing Independent Director	LODR	Delay in compliance	BSE	Penalty imposed	Delay in appointing an Independent Director with the time limit provided in LODR	6,30,000/-	Delay in appointing an Independent Director with the time limit provided in Reg.17(1) of LODR	Fine paid	A fine of Rs.345,000/- was paid in 2021-2022. A fine of Rs.285,000/ was waived off vide email dated August 25, 2022



30/5/2024