



# 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

**September 30, 2022**

The Manager  
Department of Corporate Services  
Bombay Stock Exchange Ltd.  
25, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001

**Ref.: Scrip Code No.: 507872**

Sub: Outcome / Proceeding of the 39<sup>th</sup> Annual General Meeting

Dear Sir,

Pursuant to Regulation 30 read with clause 13 of Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the gist of proceedings cum outcome of 39<sup>th</sup> Annual General Meeting held on Thursday, September 29, 2022, at 4:00 p. m. through Video Conferencing and Other Audio Visual Means. Further, pursuant to regulation 44 details of resolutions passed in the meeting with Scrutinizer's Report are also attached.

Please take the above in your record.

Yours Faithfully,  
For **Ashnoor Textile Mills Limited**

  
**Suneel Gupta**  
Managing Director  
DIN-00052084  
79-A, Sainik Farms  
W3, Western Avenue  
New Delhi-110062  
Delhi

Enclosed: As Above



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## GIST SUMMARY OF PROCEEDINGS OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF ASHNOOR TEXTILE MILLS LIMITED

The 39<sup>th</sup> Annual General Meeting (AGM) of the Members of Ashnoor Textile Mills Limited ("the Company") was held on Thursday, September 29, 2022, at 4:00 p.m. (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The meeting was held in compliance and conformity with regulatory provisions and circular issued by the Ministry of Corporate Affairs, Government of India and Securities And Exchange Board of India.

### Directors and Others in attendance

Mr. Suneel Gupta-Chairman and Managing Director- joined the meeting through VC from Gurugram. Mr. Anil Aggarwal-Independent Director (Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relation Committee and Corporate Social Responsibility Committee), Mr. Sanjay Arora-Independent Director, Mr. Anil Kumar Arora-Secretarial Auditors and Mr. Deepak Bansal-Scrutinizer attended the meeting through VC from their respective locations at that time. Mrs. Sangeeta Gupta and Mr. Abhinav Gupta-Whole Time Directors, Mr. Naresh Kumar Aggarwal and Mrs. Divya Aggarwal, Independent Directors and Ms. Noor Gupta-Non Executive Director of the Company, were unable to attend the meeting due to different reasons.

### Members Present

42 (Forty Two) Members attended the meeting through VC. Mr. Anil Aggarwal-Independent Director and Chairman of various Committees of the Board welcomed the members present in the meeting and introduced the Directors and other representatives who had joined the meeting through VC. The Company provided an e-voting facility from Monday, September 26, 2022, to Wednesday, September 28, 2022. The members attending this AGM were allowed to vote if they had not voted earlier by using the e-voting facility provided by the Company.

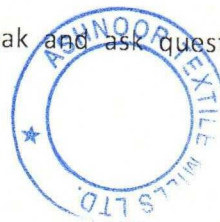
The Chairman commenced the proceedings of the meeting after ascertaining that the requisite quorum was present. The meeting commenced at 4:00 p.m. (IST) and concluded at 4.30 p.m. (IST) (including the time allowed for e-voting at AGM).

The Chairman welcomed the members and other attendees present in the meeting. He, then, gave an overview of the operations and the financial performance of the Company during the financial year 2021-2022.

Thereafter, Mr. Anil Aggarwal, Chairman of the Audit Committee, read the Auditors' report. Notice of the meeting alongwith the explanatory statement was taken as read with the approval of the members. Mr. Anil Aggarwal placed all the resolutions before the meeting.

The members were requested to cast their vote on all the resolutions if they had not cast their vote through remote e-voting facility.

Thereafter, speaker shareholders were invited to speak and ask questions, if any. Two speakers spoke at the meeting.



The Chairman concluded the meeting by extending special thanks to Members, Directors, other attendees and RTA for arranging AGM virtually.

The following items of business as set out in the Notice of the 39<sup>th</sup> AGM were transacted:

Resolution Number	Resolutions	Type of Resolutions
<b>Ordinary Business:</b>		
1.	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2022, the Report of the Directors' and the Auditors' thereon.	Ordinary Resolution
2.	To appoint Mr. Abhinav Gupta (DIN-02766867), who retires by rotation as a Director and, being eligible, offers himself for re-appointment as a Director.	Ordinary Resolution
3.	To appoint KSA & Co., Chartered Accountants, New Delhi as Statutory Auditors for a period of 5 years, from the conclusion of this Annual General Meeting to the conclusion of th 44 <sup>th</sup> Annual General Meeting.	
<b>Special Business:</b>		
4.	To reappoint Mr. Suneel Gupta (DIN-00052084), as Managing Director for a period of 3 years effective from January 10, 2023, and fix his remuneration.	Special Resolution
5.	To reappoint Dr. (Mrs.) Sangeeta Gupta (DIN-00052121), as Whole Time Director for a period of 3 years effective from May 1, 2023, and fix her remuneration.	Special Resolution
6.	To reappoint Mrs. Divya Aggarwal (DIN-08016384), for 2 <sup>nd</sup> term of 5 consecutive years as Non-Executive Independent Director effective from December 9, 2022.	Special Resolution
7.	To approve payment of sitting fee to Mr. Anil Aggarwal, Non-Executive Independent Director, exceeding 50% of the total payment of sitting fee paid to all the Non-Executive Directors.	Special Resolution

The meeting ended with a vote of thanks to the Chair.

Place: Gurugram

Date: September 30, 2022


  
 CHAIRPERSON

# DEEPAK BANSAL & ASSOCIATES

## Company Secretaries

Flat No.1601, 16th Floor, Tower M, Arihant Arden, Plot No.GH-07A,  
Sector 01, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh-201306  
Ph.: 98991 67774; Email: csdeepakbansal@gmail.com

September 30, 2022

To  
The Chairman of 39<sup>th</sup> Annual General Meeting of Equity Shareholders of  
**Ashnoor Textile Mills Limited**

Sub: **Scrutinizers' Report on passing of resolutions through remote e-Voting and e-Voting during AGM conducted at 39<sup>th</sup> Annual General Meeting of Mahaan Foods Limited held on 29<sup>th</sup> September, 2022 through VC/OAVM.**

Sir

We, M/s Deepak Bansal & Associates, Company Secretaries, New Delhi appointed as Scrutinizer for the purpose of scrutinizing remote e-Voting and e-Voting during AGM, in a fair and transparent manner in respect to the resolutions contained in the notice of 39<sup>th</sup> Annual General Meeting of the equity shareholders of the company, held on Thursday, 29<sup>th</sup> September, 2022 at 4 PM through VC/OAVM.

The remote e-voting period remained open from Monday, 26<sup>th</sup> September, 2022 (09:00 A.M) and ended on Wednesday, 28<sup>th</sup> September, 2022 (05:00 P.M). Further, the Company facilitated the members present in the Annual General Meeting who could not exercise their votes through e-voting, to record their votes through e-voting within 15 minutes from the conclusion of Annual General Meeting.

All the votes casted on remote e-voting and e-voting during AGM and till 15 minutes after conclusion of AGM, were diligently scrutinized under our supervision and we are attaching herewith our following reports on the remote e-voting / e-voting during AGM conducted to enable you to declare result thereof:-

- i. Report on e-Voting during AGM and within 30 minutes after conclusion of 39<sup>th</sup> Annual General Meeting in the prescribed form MGT-13 as **Annexure – I**
- ii. A consolidated report on voting done on all the resolution through e-voting / e-voting during AGM as **Annexure - II**

We further confirm, that a register has been maintained electronically to record the assent or dissent received mentioning the particulars of name, address, folio number or client Id of the shareholders, number of shares held by them, nominal value of such shares along with the data sheet, papers / registers relating to remote e-voting and e-voting during AGM.

Yours faithfully

For **DEEPAK BANSAL & ASSOCIATES**  
Company Secretaries

**DEEPAK**  
**BANSAL** Digitally signed by  
DEEPAK BANSAL  
Date: 2022.09.30  
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**DEEPAK BANSAL**  
FCS: 3736; CP: 7433  
UDIN: F003736D001095981

**FORM NO. MGT- 13**  
**Report of Scrutinizer(s)**  
**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies**  
**(Management and Administration) Rules, 2014]**

To

The Chairman of 39<sup>th</sup> Annual General Meeting of the Equity Shareholders of **ASHNOOR TEXTILE MILLS LIMITED** (the company) held on Thursday, 29<sup>th</sup> September, 2022 at 4.00 P.M through Video Conferencing / Other Audio Video Means.

Dear Sir

We, M/s Deepak Bansal and Associates, appointed as Scrutinizer for the purpose of the e-Voting taken on the below mentioned resolution(s), at the 39<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ashnoor Textile Mills Limited, held on 29<sup>th</sup> September, 2022 through Video Conferencing / Other Audio Video Means, submit our report as under:

1. After the time fixed for closing of the e-Voting after AGM by the Chairman, e-voting results were downloaded from the platform of e-Voting of Link Intime India Private Limited.
2. The results as downloaded from the e-Voting website of Link Intime were subsequently opened in our presence and remote e-Voting and e-Voting during AGM and within 15 minutes of AGM were diligently scrutinized. The results were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
3. We did not find any e-Voting as invalid.
4. The result of the e-Voting during AGM and within 15 minutes of AGM is as under:

**Item No.1 (Type of Resolution: Ordinary)**

**Adoption of the Audited Financial Statements of the Company for the financial year ended 31 March, 2022 with the Reports of the Board of Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(ii) Voted Against the Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:

Total Number of members (in person or by Proxy) whose votes were declared invalid	Total number votes cast by them
0	0

**Item No.2 (Type of Resolution: Ordinary)****To appoint Mr.Abhinav Gupta (DIN-02766867) ,who retires by rotation as a director.**

(i) Voted in favour of the resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(ii) Voted Against the Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:

Total Number of members (in person or by Proxy) whose votes were declared invalid	Total number votes cast by them
0	0

**Item No.3 (Type of Resolution: Ordinary)****Appointment of M/s KSA & Co., Chartered Accountants, New Delhi as Statutory Auditors for a period of 5 years**

(i) Voted in favour of the resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(ii) Voted Against the Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:

Total Number of members (in person or by Proxy) whose votes were declared in valid	Total number votes cast by them
0	0

**Item No.4 (Type of Resolution: Special)****Re-appointment of Mr. Suneel Gupta (DIN-00052084), as Managing Director for a period of 3 years effective from January 10, 2023 and fix his remuneration.**

(i) Voted in favour of the resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(ii) Voted Against the Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:

Total Number of members (in person or by Proxy) whose votes were declared in valid	Total number votes cast by them
0	0

**Item No.5 (Type of Resolution: Special)****Re-appointment of Dr. (Mrs.) Sangeeta Gupta (DIN-00052121), as Whole Time Director for a period of 3 years effective from May 1, 2023 and fix her remuneration.**

(i) Voted in favour of the resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(ii) Voted Against the Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:

Total Number of members (in person or by Proxy) whose votes were declared in valid	Total number votes cast by them
0	0

**Item No.6 (Type of Resolution: Special)**

**Re-appointment of Mrs. Divya Aggarwal (DIN-08016384), for 2nd term of 5 consecutive years as Non-Executive Independent Director effective from December 9, 2022.**

(i) Voted in favour of the resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(ii) Voted Against the Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:

Total Number of members (in person or by Proxy) whose votes were declared in valid	Total number votes cast by them
0	0

**Item No.7 (Type of Resolution: Special)**

**Approval for payment of sitting fee to Mr. Anil Aggarwal, Non-Executive Independent Director, exceeding 50% of the total payment of sitting fee paid to all the Non –Executive Directors**

(i) Voted in favour of the resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(ii) Voted Against the Resolution:

Number of Members Present and Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:

Total Number of members (in person or by Proxy) whose votes were declared in valid	Total number votes cast by them
0	0

**DEEPAK** Digitally signed by  
**BANSAL** DEEPAK BANSAL  
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**CONSOLIDATED REPORT ON e-VOTING / e-VOTING DURING AGM  
ASHNOOR TEXTILE MILLS LIMITED  
39<sup>th</sup> Annual General Meeting - 29<sup>th</sup> September, 2022**

**Item No.1 (Type of Resolution: Ordinary)**

**Adoption of the Audited Financial Statements of the Company for the financial year ended 31 March, 2022 with the Reports of the Board of Directors and Auditors thereon:**

Particulars	No. of Voters			No of Votes			Percentage
	E-Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	44	0	44	6645636	0	6645636	99.999
Dissent	8	0	8	32	0	32	0.001
Total	52	0	52	6645668	0	6645668	100.000

\* Shareholding as on 22nd September, 2022

\* Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

Thus, the Ordinary Resolution as contained in Item No 1 is passed with requisite majority

**Item No.2 (Type of Resolution: Ordinary)**

**To appoint Mr. Abhinav Gupta (DIN-02766867) ,who retires by rotation as a director.**

Particulars	No. of Voters			No of Votes			Percentage
	E-Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	44	0	44	6645636	0	6645636	99.999
Dissent	8	0	8	32	0	32	0.001
Total	52	0	52	6645668	0	6645668	100.000

\* Shareholding as on 22nd September, 2022

\* Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

Thus, the Ordinary Resolution as contained in Item No 2 is passed with requisite majority

**Item No.3 (Type of Resolution: Ordinary)****Appointment of M/s KSA & Co., Chartered Accountants, New Delhi as Statutory Auditors for a period of 5 years**

Particulars	No. of Voters			No of Votes			Percentage
	E- Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	44	0	44	6645636	0	6645636	99.999
Dissent	8	0	8	32	0	32	0.001
Total	52	0	52	6645668	0	6645668	100.000

\* Shareholding as on 22nd<sup>l</sup> September, 2022

\* Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

Thus, the Ordinary Resolution as contained in Item No 3 is passed with requisite majority

**Item No.4 (Type of Resolution: Special)****Re-appointment of Mr. Suneel Gupta (DIN-00052084), as Managing Director for a period of 3 years effective from January 10, 2023 and fix his remuneration.**

Particulars	No. of Voters			No of Votes			Percentage
	E- Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	44	0	44	6645636	0	6645636	99.999
Dissent	8	0	8	32	0	32	0.001
Total	52	0	52	6645668	0	6645668	100.000

\* Shareholding as on 22nd<sup>l</sup> September, 2022

\* Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

Thus, the Special Resolution as contained in Item No 4 is passed with requisite majority

**Item No.5 (Type of Resolution: Special)**

**Re-appointment of Dr. (Mrs.) Sangeeta Gupta (DIN-00052121), as Whole Time Director for a period of 3 years effective from May 1, 2023 and fix her remuneration.**

Particulars	No. of Voters			No of Votes			Percentage
	E- Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	44	0	44	6645636	0	6645636	99.999
Dissent	8	0	8	32	0	32	0.001
Total	52	0	52	6645668	0	6645668	100.000

\* Shareholding as on 22<sup>nd</sup> September, 2022

\* Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

Thus, the Special Resolution as contained in Item No 5 is passed with requisite majority

**Item No.6 (Type of Resolution: Special)**

**Re-appointment of Mrs. Divya Aggarwal (DIN-08016384), for 2nd term of 5 consecutive years as Non-Executive Independent Director effective from December 9, 2022.**

Particulars	No. of Voters			No of Votes			Percentage
	E- Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	44	0	44	6645636	0	6645636	99.999
Dissent	8	0	8	32	0	32	0.001
Total	52	0	52	6645668	0	6645668	100.000

\* Shareholding as on 22<sup>nd</sup> September, 2022

\* Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

Thus, the Special Resolution as contained in Item No 6 is passed with requisite majority

**Item No.7 (Type of Resolution: Special)**

**Approval for payment of sitting fee to Mr. Anil Aggarwal, Non-Executive Independent Director, exceeding 50% of the total payment of sitting fee paid to all the Non –Executive Directors**

Particulars	No. of Voters			No of Votes			Percentage
	E- Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	44	0	44	6645636	0	6645636	99.999
Dissent	8	0	8	32	0	32	0.001
Total	52	0	52	6645668	0	6645668	100.000

\* Shareholding as on 22<sup>nd</sup> September, 2022

\* Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

Thus, the Special Resolution as contained in Item No 7 is passed with requisite majority

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