



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

August 29, 2023

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

Ref.: Scrip Code No.: 507872

Sub: Outcome / Proceeding of the 40th 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 40th Annual General Meeting held on Monday, August 28, 2023, at 4:00 p. m. through Video Conferencing and Other Audio Visual Means and concluded at 4:40 p.m. Further, pursuant to regulation 44 details of resolutions passed in the meeting with Scrutinizer's Report is also attached for your record.

Thanking you.

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 40TH ANNUAL GENERAL MEETING OF ASHNOOR TEXTILE MILLS LIMITED

The 40th Annual General Meeting (AGM) of the Members of Ashnoor Textile Mills Limited ("the Company") was held on Monday, August 28, 2023, at 4:00 p.m. (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") and deemed to be held at the Registered Office of the Company. 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/Managing Director/Member – Attended meeting from
Registered Office

Mrs. Sangeeta Gupta-Whole Time Director/Member

Mr. Abhinav Gupta-Whole Time Director/Member-Attended meeting from Registered Office

Ms. Noor Gupta-Director/Member

Mr. Anil Aggarwal-Independent Director and Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relation Committee and Corporate Social Responsibility Committee)

Mr. Sanjay Arora-Independent Director

Ms. Yashima Saluja-Company Secretary

Mr. Girish Singh Adhikari-Chief Financial Officer

Mr. Rasmi Ranjan Jati-Statutory Auditors

Mr. Deepak Bansal-Scrutinizer

Mr. Anil Kumar Arora-Secretarial Auditors

Attended the meeting through VC from their respective locations at that time. Mrs. Divya Aggarwal and Mr. Naresh Kumar Aggarwal-Independent Directors could not attend the meeting due to personal reasons.

Members Present

54 (Fifty Four) Members including 4(Four) Promoters 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 Friday, August 25, 2023 (from 9:00 a.m.) to Sunday, August 27, 2023 (till 5:00 p.m.). 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 4.40 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 2022-2023. He also informed about the future plans of the Company.

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. A few members spoke at the meeting. A member raised a question, which was suitably replied by the Director.

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 40th AGM were transacted:

Resolution Number	Resolutions	Type of Resolutions
Ordinary Business:		
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023, together with the Report of the Directors' and the Auditors' thereon.	Ordinary Resolution
2.	To appoint Ms. Noor Gupta, (DIN-05611790), who retires by rotation as a Director and, being eligible, offers herself for re-appointment.	Ordinary Resolution
Special Business:		
3.	To increase the Authorized Share Capital of the Company from Rs.12,75,00,000/- divided into 1,27,50,000 equity shares of Rs.10/- each to Rs.16,00,00,000/- divided into 1,60,00,000 equity shares of Rs.10/- each	Ordinary Resolution
4.	To append a following sub-clause (4) after the sub-clause (3) in Clause IIIA by altering the Object clause in the Memorandum of Association of the Company: "To carry on the investment in and sale and purchase of all types of securities including derivatives, shares, bonds and mutual funds, Government securities, debentures, warrants and other types of financial instruments, Commodities including cotton and other products relating to textiles and currencies."	Special Resolution

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

Place: Gurugram

Date: August 29, 2023



Anil Aggarwal
CHAIRMAN

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

August 28, 2023

To
The Chairman of 40th 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 40th Annual General Meeting of Ashnoor Textile Mills Limited held on 28th August, 2023 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 40th Annual General Meeting of the equity shareholders of the company, held on Monday, 28th August, 2023 at 4 PM through VC/OAVM.

The remote e-voting period remained open from Friday, 25th August, 2023 (09:00 A.M) and ended on Sunday, 27th August, 2023 (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 15 minutes after conclusion of 40th 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
Firm No. S2007UP59100

DEEPAK
BANSAL
DEEPAK BANSAL
Prop.
FCS: 3736; CP: 7433; PR-900/2020
UDIN: F003736E000877653

Digitally signed by DEEPAK BANSAL
Date: 2023.08.28 22:29:27 +05'30'


Countersigned by Chairman

Witness 1


Abhilash
S/o Anand, Dalupur, Sultanpur
Deen Nagar, Kanauj UP

Witness 2

Omesh
S/o: Hari Shankar,
1 Sampur, Sambhal


UP.

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 40th Annual General Meeting of the Equity Shareholders of **ASHNOOR TEXTILE MILLS LIMITED** (the company) held on Monday, 28th August, 2023 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 40th Annual General Meeting of the Equity Shareholders of Ashnoor Textile Mills Limited, held on 28th August, 2023 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, 2023 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
1	10	100

(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 Ms. Noor Gupta (DIN-03611790) 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
1	10	100

(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)**Increase in the Authorised Capital of the Company**

(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
1	10	100

(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)

Alteration in object clause of the Memorandum of Association of the Company.

(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
1	10	100

(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

**CONSOLIDATED REPORT ON e-VOTING / e-VOTING DURING AGM
ASHNOOR TEXTILE MILLS LIMITED
40th Annual General Meeting - 28th August, 2023**

Item No.1 (Type of Resolution: Ordinary)

Adoption of the Audited Financial Statements of the Company for the financial year ended 31 March, 2023 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	33	1	34	9280263	10	9280273	100.00
Dissent	5	0	5	29	0	29	0.00
Total	38	1	39	9280292	10	9280302	100.000

* Shareholding as on 21st August, 2023

* 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 Ms. Noor Gupta (DIN-03611790) 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	33	1	34	9280263	10	9280273	100.00
Dissent	5	0	5	29	0	29	0.00
Total	38	1	39	9280292	10	9280302	100.000

* Shareholding as on 21st August, 2023

* 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)**Increase in the Authorised Capital of the Company**

Particulars	No. of Voters			No of Votes			Percentage
	E- Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	33	1	34	9280263	10	9280273	100.00
Dissent	5	0	5	29	0	29	0.00
Total	38	1	39	9280292	10	9280302	100.000

* Shareholding as on 21st August, 2023

* 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)**Alteration in object clause of the Memorandum of Association of the Company.**

Particulars	No. of Voters			No of Votes			Percentage
	E- Voting (a)	Poll* (b)	Total [c]	E- Voting (d)	Poll* (e)	Total (f)	
Assent	33	1	34	9280263	10	9280273	100.00
Dissent	5	0	5	29	0	29	0.00
Total	38	1	39	9280292	10	9280302	100.000

* Shareholding as on 21st August, 2023

* 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



ASHNOOR TEXTILE MILLS LIMITED

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Registration No. : L17226HR1984PLC033384

April 8, 2024

Listing Compliance Department,
Bombay Stock Exchange Limited,
Mumbai

Sub: Proceedings of 40th Annual General Meeting of the Company held on August 28, 2023

This is a reference to your mail dated April 6, 2024, regarding the delayed submission of proceedings of the Annual General Meeting (AGM). The earlier time to disclose all events or information under Regulation 30(6) of LODR Regulations read with schedule III (Part-A) was 24 hours, however, with effect from July 14, 2023, this time was reduced to 12 hours. At the time of notification of the amendment, the person responsible for Stock Exchange Compliance was involved in preparing for the 40th Annual General Meeting, which was held on August 28, 2023. Therefore, this amendment could not be noticed.

It is further submitted that the matters considered in the AGM are as under:

1. Adoption of Audited Financial Statements as on March 31, 2023;
2. Re-appointment of director retiring by rotation;
3. Increase of Authorized Share Capital by Rs.3, 25, 00,000/-; and
4. Add sub-clause (4) in the Clause IIIA of the Memorandum of Association.

None of the matter was price-sensitive. Moreover, the notice of the AGM had already been in the different public domains before holding the AGM. The essence of the amendment is that the developments at the AGM are disseminated at the earliest so that no shareholder is deprived of the advantage of price movements due to late knowledge of price-sensitive information that might have been decided at the AGM. In our case, there was no price-sensitive information which indicates that this delay was not intentional. Again, none of the shareholders have suffered due to a delay of around 12 hours.

The share price data for the relevant dates are as under:

<u>Date</u>	<u>Open</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
28.08.2023 (Date of AGM)	42.00	42.00	40.20	41.50
29.08.2023 (Actual date of submission)	39.50	42.00	39.50	41.77
30.08.2023 (One day after submission)	40.56	42.00	40.50	41.00


The above data also proves our submission

This AGM was first after the said amendment and, therefore, may be pardoned. The Company had never delayed earlier in submitting the proceeding of the AGM to this exchange. We assure you that in the future the Company will disclose the proceedings of the AGM and also other events /information provided to Regulation 30 (6) read with Part-A of Schedule-III within the amended time.

We have deep regret for the inconvenience caused to you due to this unintentional delay.

Thanking You,
Yours faithfully,

For Ashnoor Textile Mills Limited


Suneel Gupta
Managing-Director
DIN-00052084

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W3, Western Avenue
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