

Regd. Office & Works: BEHRAMPUR ROAD, KHANDSA VILLAGE, GURGAON, HARYANA Tel.: 0124-2215828, 2215829, 4940550 ☐ FAX: 0124-4940555

□ Email: atml_delhi@yahoo.com

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of **Ashnoor Textile Mills Limited** will be held on Tuesday, **19**th **March, 2013 at 10.30 A.M at** Behrampur Road, Village Khandsa, Gurgaon 122001 to transact the following special business:-

SPECIAL BUSINESS

1. ALTERATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and if thought fit, then to pass, with or without modification(s), the Resolution for Increase in Authorized Share Capital as an <u>ORDINARY</u> <u>RESOLUTION</u>:

"RESOLVED THAT in accordance with the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956,including any statutory modifications or re-enactments thereof, for the time being in force, the present Authorized Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 10,75,00,000/- (Rupees Ten Crore Seventy Fifty Lacs) divided into 1,07,50,000 (One Crore Seven Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of 7,50,000 (Seven Lac Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing clause V of the Memorandum of Association of the Company as to share capital be and is hereby substituted as follows:-

V. The Authorised Share Capital of the Company is Rs. 10,75,00,000/(Rupees Ten Crore Seventy Five Lacs only) divided into 1,07,50,000
(One Crore Seven Lacs Fifty Thousand) Equity Shares of Rs. 10/(Rupees Ten) each.



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2. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for change in Articles of Association as a <u>SPECIAL</u> RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956,including any statutory modifications or re-enactments thereof, for the time being in force, Clause 4 of the Articles of Association of the Company be and is hereby substituted by the following clause:

4. The Authorized Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association".

3. PREFERENTIAL ALLOTMENT OF EQUITY SHARES:

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for the Preferential Allotment of Equity Shares as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange(s) where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI") (including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, the SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 2011) (including any statutory amendment(s), modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to the approvals, consents, permissions and/



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or sanctions, as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies ("Concerned Authorities"), institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee, which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 23,35,562 (Twenty Three Lacs Thirty Five Thousand Five Hundred and Sixty Two only) Equity Shares of face value of Rs.10/- each on Preferential basis to the persons belonging to Promoters and Non-Promoters Group for cash at an exercise price of Rs. 10/- (Rupees Ten) each computed in accordance with SEBI (ICDR) Regulations, 2009 and any amendments thereto, on such terms and conditions as may be finalized by the Board of Directors in the following manner:

Promoters/Non-Promoters Group	No. of Equity Shares
Promoters Group	18,92,239
Non-Promoters Group	4,43,323
	1, 10,020



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RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The proposed allottees of Equity Shares shall be required to bring in 100% of the consideration on the shares to be allotted to them, on or before the date of allotment thereof.
- (b) Equity Shares being allotted to Promoters Group shall be locked in for a period of 3 years from the date of their allotment or as may be required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 except to the extent and in the manner permitted there under.
- (c) Equity Shares being allotted to Non-Promoters Group shall be locked in for a period of 1 year from the date of their allotment or as may be required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 except to the extent and in the manner permitted there under.
- (d) Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (e) The Equity Shares shall be allotted within a period of 15 days from the date of passing this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, 2009, as amended up to date, for the determination of issue price of the Equity Shares is 15th February, 2013 i.e. 30 days prior to the date of Extraordinary General Meeting on 19th March, 2013.



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RESOLVED FURTHER THAT the equity shares proposed to be allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment and listing of the Equity Shares with the Stock Exchange(s) and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue or the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

4. RE-ISSUANCE OF FORFEITED EQUITY SHARES

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for the Preferential Allotment of Equity Shares as a <u>SPECIAL RESOLUTION</u>:

"RESOLVED THAT in accordance with the provisions of Section 81 (1A) and other applicable provisions, if any, of The Companies Act, 1956 (including any amendment thereto or re-enactment thereof), Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) where the Equity Shares of the Company are listed and the rules/regulations/guidelines, notifications, circulars and clarifications, if any,



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issued by the Securities and Exchange Board of India (SEBI) and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the

Board by this Resolution), the consent of the Company be and is hereby accorded to the Board in its absolute discretion to re-issue 45,849 (Forty Five Thousand Eight Hundred and Forty Nine) forfeited Equity Shares of Rs. 10/each at a re-issue price of Rs. 10/each which is not less than the price arrived at as per Chapter VII of the SEBI (Issue of capital and Disclosure Requirements) Regulations 2009 to such persons, belonging to non-promoter category, at such other terms and conditions, as the Board deems fit.

RESOLVED FURTHER THAT the relevant date as per Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the determination of applicable price for the issue of Equity Shares shall be 15th February, 2013 i.e. 30 days prior to the date of this Meeting.

RESOLVED FURTHER THAT the aforesaid Equity Shares shall rank pari passu in all respect with the existing Equity Shares of the Company. The Equity Shares allotted on preferential basis shall be locked in from the date of their allotment for such periods as prescribed in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.



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RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment and listing of the Equity Shares with the Stock Exchange(s) and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue or the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

On behalf of the Board

For ASHNOOR TEXTILE MILLS LTD.

Director

Suneel Gupta Managing Director

Date: 20th February, 2013

Place: New Delhi



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Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF, PROXY NEED NOT BE A MEMBER.
- 2. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
- 3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of aforementioned businesses is attached

All documents referred to in the notice or in the accompanying explanatory statement are open for inspection by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of Extraordinary General Meeting and will also be available for inspection at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 1& 2

Your Company has proposed expansion of business and for this in the opinion of the Board of Directors of the Company the present Authorized Share Capital of Rs. 10,00,00,000/- (Rupees Ten Crores) is inadequate. Thus, your Board proposes to increase the Authorized Share Capital of the Company by creating a further capital of Rs. 75,00,000/- (Rupees Seventy Five Lacs only) divided into 7,50,000 Equity shares of Rs. 10/- each whereby the capital of the Company stands increased to Rs. 10,75,00,000/- (Rupees Ten Crore Seventy Fifty Lacs) divided into 1,07,50,000 (One Crore Seven Lacs Fifty Thousand) Equity Shares of Rs. 10/- each.



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Increase in the authorized share capital of the Company requires alteration in capital clause in the Memorandum of Association of the Company. Thus, your board proposes amendment in the Memorandum of Association of the Company.

The Board of Directors, in accordance with Section 94 of the Companies Act, 1956, recommends the resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

Existing Article 4 of the Articles of Association is also proposed to be amended by way of substitution of existing Article 4 with new Article 4 in its place as given in the Resolution at Item No. 2. This amendment in Article 4 is required to give effect to the increase in the Authorised Share Capital of the Company.

None of the Directors of the Company is interested or concerned in the said resolution except as members of the Company.

Item No. 3

With a view to augment funds to meet the working capital requirements of the growing business, the Board of Directors has been considering and discussing the proposal of making preferential allotment of securities to the Promoter and Non Promoter Category. In its Meeting held on 20th February, 2013, it approved the decision to make preferential allotment of Equity Shares to the persons belonging to Promoter and Non-Promoter category, to the extent of 23,35,562 Equity Shares at an Issue Price of Rs. 10/- each determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 and any amendments thereto. Pursuant to provisions of Section 81 (1A) of the Companies Act, 1956, any preferential allotment of securities, is needed to be approved by the shareholders by way of Special Resolution. Further, in terms of Reg. 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the following disclosures are needed to be made in the Explanatory Statement to the Notice of General Meeting:



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A. Objects of the issue:

The object of the proposed preferential issue is to augment funds for meeting the working capital requirements of the growing business.

B. Type of Security Offered and the Number of Security Offered

The Company proposes to offer issue and allot 23,35,562 Equity Shares of Rs. 10/- each at par aggregating to approximately Rs.2.33 Crores to the Promoters and Non Promoters on the terms and conditions determined by the Board.

C. Intention of promoters/directors/ key management persons to subscribe to the offer:

To meet the objects of the issue, Promoters have also shown their interest to subscribe to the equity shares, to the extent of 18,92,239 Equity Shares.

D. Relevant Date and Issue price:

The Relevant Date for the purpose of determining the pricing of shares arising out of Equity Shares in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is 15th February, 2013. (i.e. 30 days prior to the date of Extraordinary General meeting).

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations, 2009.

The issue price for the proposed issue of Equity Shares will be Rs. 10/- each computed in accordance with the Regulations for pricing of the preferential issue under Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009.



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E. Shareholding Pattern of the Company before and after the issue:

The shareholding pattern of the Company before and after the issue of Equity Shares to Promoters and Non-Promoters is as under:

Name of shareholders	Pre issue shareholding			Post issue Shareholding	
	No of Shares held	% of shares	No. of Equity Shares	No of Shares held	% of shares
	(A) Promo	ters' Shareh	nolding		
Promoter & Promoter Group					
(1) Indian					
	-		_		_
(a) Individuals /HUF	4899051	58.57%	1892239	6791290	63.47%
(b) Central Govt. /State Govt.	-	_			00:11 70
(c)Bodies Corporate		_		_	
(d) Financial Institutions /Banks	•	_	_		
Sub Total (A)(1)	4899051	58.57%	1892239	6791290	63.47%
(2) Foreign				0101200	00.47 70
(a) Individuals (NRIs/ Foreign Individuals)	-	_	_		
(b) Bodies Corporate					
(c) Institutions					
Sub Total (A)(2)		_			_
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	4899051	58.57%	1892239	6791290	63.47%



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	(B) Non P	romoters' Sh	nareholding		
Institutional Investors				·	
(a) Mutual Funds/UTI	3080	0.04%		3080	0.03%
(b) Financial		0.0470	1		0.0376
Institutions/Banks	1505	0.02%		1505	0.01%
Non-Institutions:				<u> </u>	
		1000	(C)		
(a) Bodies Corporate	82385	0.98%		82385	0.77%
(b) (i) Individual holding nominal share capital up to Rs.					
1Lacs	3319487	39.69%	-	3319487	31.02%
(ii) Individual holding nominal share capital in excess of Rs 1					
Lacs	38410	0.46%	443323	481733	4.50%
(c) Any Other –		8			-
(i)Non Resident Indians	14924	0.18%	_	14924	0.14%
(ii) Trusts	1120	0.0001339		1120	0.01%
(iii) Clearing Member	4476	0.05%	-	4476	0.04%
Total Public					5.5 . 70
Shareholding (B)	3465387	41.43%	443323	3908710	36.53%
TOTAL (A+B)					
	8364438	100%	2335562	10700000	100%

F. Proposed time within which the allotment shall be completed

The Board proposes to allot the above stated Equity Shares within a period of 15 days from the date of passing of the resolutions by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.



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G. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them

S. No	Name of the Proposed Allottees	Category	Pre-Issue Shareholding		Number of Equity Shares	Post Issue shareholding	
			No. of shares	%		No. of shares	%
1.	Sangeeta Gupta	Promoter	1693933	20.25%	892239	2586172	24.17%
2.	Abhinav Gupta	Promoter	-		1000000	1000000	9.35%
3.	Rajesh Gupta	Non- Promoter	_		147774	147774	1.38%
4.	Gautam Gupta	Non- Promoter	-		147774	147774	1.38%
5.	Gaurav Gupta	Non- Promoter	-		147775	147775	1.38%
		Total	1693933	20.25%	2335562	7234613	67.61%

H. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern however there shall not be any change in the management control of the Company.

I. Auditor's Certificate:

A Certificate from KSA & Co, Chartered Accountants, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 shall be available for inspection at the registered office of the company and also in the Extra Ordinary General Meeting of the company.



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J. Lock-in

- (a) Equity Shares being allotted to Promoter(s) shall be locked in for a period of 3 year from the date of allotment of equity shares or as may be required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 except to the extent and in the manner permitted there under.
- (b) Equity Shares being allotted to Non-Promoter(s) shall be locked in for a period of 1 year from the date of allotment of equity shares or as may be required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 except to the extent and in the manner permitted there under.

K. Change in Management/ Control:

The issue of equity shares will not result in any change in the management or control of the Company.

In terms of provisions of the Companies Act, 1956, approval of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolutions. The Board may be authorized to issue the Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation of the resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution, except to the extent of their shareholding if any.

The Board of Directors recommends the resolution for the approval of the shareholders.



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Item No. 4

Your Directors at their meeting held on 29th January, 2010 had forfeited 45,849 Equity Shares for non-payment of allotment/ call money due. Prior to the forfeiture, your Company had sent forfeiture notices to shareholders in respect of 45,849 Equity Shares but they have not remitted the outstanding call/ allotment money due and therefore their shares were forfeited.

Article 47 of the Articles of Association of the Company provides that any shares forfeited, shall be sold or disposed of on such terms and in such manner as the Board thinks fit. Therefore the Board has decided to re-issue these forfeited shares to the persons belonging to the Non-Promoter category.

As per clause 23 (a) of the Listing Agreement in the first instance all shares (including forfeited shares, unless the Exchange otherwise agrees) be issued and offered to subscribe to pro rata to the equity shareholders of the Company unless the shareholders in the general meeting decide otherwise.

Further pursuant to Section 81(1A) of the Companies Act, 1956; the Equity Shares may offered by the Company to such persons in the manner whatsoever, if a special resolution to that effect is passed by the Company in the General Meeting.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956, Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 and in terms of the provisions of the clause 23 (a) of the Listing Agreement to re-issue and allot Equity Shares as stated in the Special Resolution and on following terms as stated herein below:



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A. Objects of the Re- issue:

By disposing of forfeited shares, It is intended to raise funds for meeting the Working Capital Requirement of the company.

B. Intention of promoters/directors/ key management persons to subscribe to the offer:

The Promoters/Directors/Key Management of the Company are not intended to subscribe to the re- issue of forfeited shares being offered which is proposed for shareholders' approval at Item No. 4.

C. Relevant Date and Issue price:

The Relevant Date for the purpose of determining the re-issue price of forfeited equity shares in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is 15th February, 2013. (i.e. 30 days prior to the date of Extraordinary General meeting).

The re-issue price for the proposed issue of Equity Shares will be Rs. 10/- each computed in accordance with the Regulations for pricing of the preferential issue under Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009.



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D. Shareholding Pattern before and after the re-issue of forfeited shares:

S. No.	Shareholder Category	Shareholding Pattern prior to the re-issue o forfeited Equity Share and after the propose Preferential issue		Shareholding Pattern pos to the re-issue of forfeited Equity Shares		
		No. of shares	%	No. of shares	%	
1.	Promoter	67,91,290	63.47	67,91,290	63.20	
2.	Non-Promoter	39,08,710	36.53	39,54,559	36.80	

E. Lock-in:

Equity Shares being re-issued to Non-Promoter(s) shall be locked in for a period of 1 year from the date of allotment of equity shares or as may be required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 except to the extent and in the manner permitted there under.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their shareholding if any.

The Board of Directors recommends the resolution for the approval of the shareholders.

On behalf of the Board

For ASHNOOR TEXTILE MILLS LTD.

Suneel Gupta Dies

Managing Director

Date: 20th February, 2013

Place: New Delhi



Regd. Office-Behrampur Road, Village Khandsa, Gurgaon, Haryana-122001

FORM OF PROXY

I/W	e			
Of_				
tailii MEE the (ng him of as my/our proxy of the Company to be	to vote for me/us on my held at 10.30 A.M. on Tu	y, hereby appoint v/our behalf at the EXTRA OR lesday, March 19, 2013 at the c, DISTRICT GURGAON, HARYA	DINARY GENERAL registered office of
Ledg	ger Folio No./Client ID		DP ID	
No.	of Shares held			
Witr	ness	Signed this	day of	2013
lmp	ortant	7 Me 7 A A		
b) c)	The Companies Act, 1956 la	cross the stamp as per sp ys down that an instrum pany not less than FORT	i. Decimen signature registered v Bent appointing a proxy shall b BY EIGHT HOURS BEFORE THI	ne deposited at the

ASHNOOR TEXTILE MILLS LIMITED



Regd. Office- Behrampur Road, Village Khandsa, Gurgaon, Haryana-122001

ATTENDANCE SLIP

To be handed over at the entrance of the Me	eting Place/hall	
Name of the attending Member (IN BLOCK LETTER)	Ledger Folio No./Client ID	I hereby record My presence at the EXTRA ORDINARY GENERAL MEETING of the Company being held to be held at 10.30 A.M. on
Name of proxy (IN BLOCK LETTERS (To be filled if the proxy attends instead of the member)	Number of shares held	Tuesday, the March 19, 2013, Behrampur Road Khandsa Village, District Gurgaon, Haryana-122001

Member's Proxy's Signature

(To be signed at the time of handling over this slip)

Note: Members/Proxies are requested to bring the attendance slip with them at the meeting and hand it over at the entrance after signing it.