



ASHNOOR TEXTILE MILLS LIMITED

Regd. Office & Works : BEHRAMPUR ROAD, KHANDSA VILLAGE, GURGAON, HARYANA
TEL. : 0124-4940550 □ FAX : 0124-4940555
□ email : atml_delhi@yahoo.com
Registration No. : L17226HR1984PLC033384

October 1, 2018

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


Ref.: Scrip Code No.: 507872
Sub: Proceeding of the 35th 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 of 35th Annual General Meeting held on Saturday, September 29, 2018 at 9:30 a. m. at the registered office of the Company at Behrampur Road, Village Khandsa, District Gurgaon, Haryana-122001

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 OF PROCEEDINGS OF THE 35th ANNUAL GENERAL MEETING OF ASHNOOR TEXTILE MILLS LIMITED HELD ON SATURDAY, SEPTEMBER 29, 2018 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BEHRAMPUR ROAD, VILLAGE KHANDSA, DISTRICT GURGAON, HARYANA-122001

1. Date, time and venue of the Meeting:

The 35th Annual General Meeting of the Company was held on Tuesday, September 29, 2018 at the registered office of the Company at Behrampur Road, Village Khandsa, District Gurgaon, Haryana-122001. The meeting commenced at 9:30 a. m. and concluded at 10:25 a. m. on the same day.

2. Brief details of items deliberated at the Meeting and results thereof:

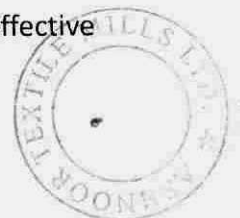
Mr. Suneel Gupta, Chairman of the Company, chaired the proceedings of the Meeting. He welcomed the Directors (including Chairman of Audit Committee), Company Secretary, representative of Statutory Auditors and members present in the meeting.

The requisite quorum being present, the Chairman called the Meeting to order and informed that members register, documents mentioned in notice of Annual General Meeting and other statutory records as required under the Companies Act, 2013 was available for inspection in the meeting.

The Chairman read his Statement and informed that remote e-voting commenced on Wednesday, September 26, 2018 (9.30 a. m. IST) and ended on Friday, September 28, 2017 (5.00 p. m. IST). The notice of the meeting was taken as read. Audit report with annexure was read at the meeting.

The Chairman apprised that the following items of business as set out in the Notice calling the Meeting are being put for shareholder's approval through Ballot:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2018, the Report of the Board of Directors and Auditors thereon; **(ORDINARY RESOLUTION)**
2. To appoint a Director in place of Mrs. (Dr.) Sangeeta Gupta (DIN-00052121) who retires by rotation and, being eligible, offers herself for re-appointment; **(ORDINARY RESOLUTION)**
3. To appoint Ms. Divya Agarwal (DIN-08016384) as Independent Director effective from December 9, 2018 for a period of 5 years; **(ORDINARY RESOLUTION)**



4. To appoint of Ms. Noor Gupta (DIN-03611790), as Director in Promoter Category; **(ORDINARY RESOLUTION)**
5. To approve re-appointment of Mr. Abhinav Gupta-Whole Time Director effective from February 1, 2019 for a period of three years and fix his remuneration; **(SPECIAL RESOLUTION)**
6. To approve increase of Authorized Share Capital be altering clause V of the Memorandum of Association of the Company; **(ORDINARY RESOLUTION)**
7. To create, offer, issue and allot 1,000,000 equity shares of Rs.10/- each at a price of Rs.22/- per share to the persons belonging to Promoter Category on preferential basis; **(SPECIAL RESOLUTION)** and
8. To create, offer, issue and allot in one or more trenches 1,000,000 convertible warrants to the persons belonging to Promoter Category on preferential basis; **(SPECIAL RESOLUTION)**

The shareholders put the Ballot Paper in the sealed Ballot Box available at the venue of the Annual General Meeting.

The Chairperson provided the clarifications to the queries raised by the shareholders at the meeting. The clarifications Quarries raised in respect of resolutions in which Chairperson was interested were replied by the Chairman of Audit Committee.

3. Manner of approval

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015, the Company had provided remote e-voting facility to its members to cast votes electronically, on all resolution set out in the notice convening the 35th Annual General Meeting of the Company.

Further, the facility for Poll through Ballot was made available to the members who were present at the Meeting and had not cast their vote by remote e-voting.

The Chairperson informed that Messrs Deepak Bansal & Associates, Company Secretaries, New Delhi, was appointed as the Scrutinizer for the purpose of scrutinizing the poll and remote e-voting process.

The Chairperson informed that the results of e-voting shall be disseminated to the BSE and also uploaded on the website of the Company and Link Intime India Private Limited, the agency providing e-voting facility.

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

Place: Gurugram

Date: October 1, 2018



[Handwritten Signature]
CHAIRPERSON