

DEEPAK BANSAL & ASSOCIATES
Company Secretaries

E-102/2, Naraina Vihar, New Delhi-110028
Ph: 011-45141907; 9899167774

October 1, 2018

To
The Chairperson of 35th Annual General Meeting of Equity Shareholders of
Ashnoor Textile Mills Limited

Sub: **Scrutinizers' Report on passing of resolutions through e-Voting and poll conducted at 35th Annual General Meeting of Ashnoor Textile Mills Limited held on 29th September, 2018.**

Sir

We, M/s Deepak Bansal & Associates, Company Secretaries, New Delhi appointed as Scrutinizer for the purpose of scrutinizing e-Voting and Poll in a fair and transparent manner in respect to the resolutions contained in the notice of 35th Annual General Meeting of the equity shareholders of the company, held on Saturday 29th September, 2018.

The e-voting period remained open from Wednesday, 26th September, 2018 (9:30 A.M) and ended on Friday, 28th September, 2018 (05:00 PM). 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 poll process.

There was polling reported through e-voting and polling done at Annual General Meeting was diligently scrutinized under our supervision and we are attaching herewith our following reports on poll conducted to enable you to declare result thereof: -

- i. Report on poll conducted at 35th 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 / poll 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 e-voting and poll.

Thanking You,
Yours faithfully
For **DEEPAK BANSAL & ASSOCIATES**
Company Secretaries

DRMMW

DEEPAK BANSAL
Proprietor
FCS: 3736
CP: 7433



DEEPAK BANSAL & ASSOCIATES

Company Secretaries

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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 35th Annual General Meeting of the Equity Shareholders of **ASHNOOR TEXTILE MILLS LIMITED** (the company) held on Saturday, 29th September, 2018 at 9:30 A.M at Behrampur Road, Village Khandsa, District Gurgaon, Haryana - 122001.

Dear Sir

We, M/s Deepak Bansal and Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 35th Annual General Meeting of the Equity Shareholders of Ashnoor Textile Mills Limited, held on 29th September, 2018 at 9:30 A.M at Behrampur Road, Village Khandsa, District Gurgaon, Haryana - 122001, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We found no poll papers as invalid.
4. The result of the Poll is as under:

Item No.1 (Type of Resolution: Ordinary)

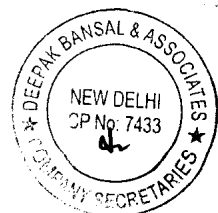
To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 March, 2018, the Report of the Board of Directors and Auditors thereon.

(i) Voted in favor 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 |
|--|------------------------------|---------------------------------------|
| 153 | 7285022 | 100.00 |

(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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |



(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.2 (Type of Resolution: Ordinary)

To appoint a Director in place of Ms. (Dr) Sangeeta Gupta (DIN 00052121) who retires by rotation at this Annual General Meeting and being eligible, offers her for re-appointment

(i) Voted in favor 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 |
|--|------------------------------|---------------------------------------|
| 148 | 51009 | 100.00 |

(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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(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.3 (Type of Resolution: Ordinary)

To appoint Ms Divya Agarwal (DIN 08016384) as Independent Director effective from December 9,2017 for a period of 5 years

(i) Voted in favor 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 |
|--|------------------------------|---------------------------------------|
| 153 | 7285022 | 100.00 |

(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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(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: Ordinary)

To appoint Ms. Noor Gupta (DIN 03611790), as Director in Promoter category.

(i) Voted in favor 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 |
|--|------------------------------|---------------------------------------|
| 148 | 51009 | 100.00 |

(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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(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)

To approve re-appointment of Mr Abhinav Gupta -Whole Time Director effective from February 1st, 2019 for a period of three years and fix his remuneration

(i) Voted in favor 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 |
|--|------------------------------|---------------------------------------|
| 148 | 51009 | 100.00 |

(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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(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: Ordinary)

To approve increase of authorised share capital by altering Clause 5 of the Memorandum of Association of the Company

(iv) Voted in favor 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 |
|--|------------------------------|---------------------------------------|
| 148 | 51009 | 100.00 |

(v) 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(vi) 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)

To create, offer, issue and allot 10 lakh equity shares of Rs 10/- each at a price of Rs 22/- per share to the persons belonging to the Promoters Category on Preferential basis

(i) Voted in favor 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 |
|--|------------------------------|---------------------------------------|
| 148 | 51009 | 100.00 |

(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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(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.8 (Type of Resolution: Special)

To create, offer, issue and allot in one or more tranches 10 lakh convertible warrants to the persons belonging to the Promoters Category on Preferential basis

(iv) Voted in favor 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 |
|--|------------------------------|---------------------------------------|
| 148 | 51009 | 100.00 |

(v) 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(vi) 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 |

For DEEPAK BANSAL & ASSOCIATES
Company Secretaries



DEEPAK BANSAL
Proprietor
FCS: 3736; CP: 7433



Date : 30/09/2018
Place: New Delhi

CONSOLIDATED REPORT ON e-VOTING / POLL

ASHNOOR TEXTILE MILLS LIMITED
35th Annual General Meeting - 29th September, 2018

Item No.1 (Type of Resolution: Ordinary)

To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 March, 2018, the Report 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 | 4 | 153 | 157 | 107 | 7285022 | 7285129 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 4 | 153 | 157 | 107 | 7285022 | 7285129 | 100.00 |

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

Item No.2 (Type of Resolution: Ordinary)

To appoint a Director in place of Ms. (Dr) Sangeeta Gupta (DIN 00052121) who retires by rotation at this Annual General Meeting and being eligible, offers her for re-appointment

| Particulars | No. of Voters | | | No of Votes | | | Percentage |
|-------------|---------------|----------|-----------|---------------|----------|-----------|------------|
| | E- Voting (a) | Poll (b) | Total [c] | E- Voting (d) | Poll (e) | Total (f) | |
| Assent | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |

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



Item No.3 (Type of Resolution: Ordinary)

To appoint Ms Divya Agarwal (DIN 08016384) as Independent Director effective from December 9,2017 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 | 4 | 153 | 157 | 107 | 7285022 | 7285129 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 4 | 153 | 157 | 107 | 7285022 | 7285129 | 100.00 |

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

Item No.4 (Type of Resolution: Ordinary)

To appoint Ms. Noor Gupta (DIN 03611790), as Director in Promoter category

| Particulars | No. of Voters | | | No of Votes | | | Percentage |
|-------------|---------------|----------|-----------|---------------|----------|-----------|------------|
| | E- Voting (a) | Poll (b) | Total [c] | E- Voting (d) | Poll (e) | Total (f) | |
| Assent | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |

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



Item No.5 (Type of Resolution: Special)

To approve re-appointment of Mr Abhinav Gupta -Whole Time Director effective from February 1st, 2019 for a period of three years 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 | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |

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

Item No.6 (Type of Resolution: Ordinary)

To approve increase of authorised share capital by altering Clause 5 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 | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |

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



Item No.7 (Type of Resolution: Special)

To create, offer, issue and allot 10 lakh equity shares of Rs 10/- each at a price of Rs 22/- per share to the persons belonging to the Promoters Category on Preferential basis

| Particulars | No. of Voters | | | No of Votes | | | Percentage |
|-------------|---------------|----------|-----------|---------------|----------|-----------|------------|
| | E- Voting (a) | Poll (b) | Total [c] | E- Voting (d) | Poll (e) | Total (f) | |
| Assent | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |

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

Item No.8 (Type of Resolution: Special)

To create, offer, issue and allot in one or more tranches 10 lakh convertible warrants to the persons belonging to the Promoters Category on Preferential basis

| Particulars | No. of Voters | | | No of Votes | | | Percentage |
|-------------|---------------|----------|-----------|---------------|----------|-----------|------------|
| | E- Voting (a) | Poll (b) | Total [c] | E- Voting (d) | Poll (e) | Total (f) | |
| Assent | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 4 | 148 | 152 | 107 | 51009 | 51116 | 100.00 |

Thus, the Special Resolution as contained in Item No 8 is passed with requisite majority

