ASHNOOR

Annual Report

2024-2025

Ashnoor Textile Mills Limited

ASHNOOR

Board of Directors

1.	Mr. Suneel Gupta	Managing Director
2.	Dr. (Mrs.) Sangeeta Gupta	Whole-time Director
3.	Mr. Abhinav Gupta	Director
4.	Ms. Noor Gupta	Whole-time Director
5.	Mr. Anil Aggarwal	Independent Director
6.	Mr. Sanjay Arora	Independent Director
7.	Ms. Divya Agarwal	Independent Director
8.	Mr. Naresh Kumar Aggarwal	Independent Director

Registered Office and Factory

Behrampur Road, Village Khandsa
District Gurgaon, Haryana - 122 001

Auditors

Messrs KSA & Co.
Chartered Accountants
K-8, Ground Floor, Jangpura Extension
New Delhi-110014

Bankers

Bank of Baroda
International Business Branch
Bank of Baroda Building
1, Sansad Marg, New Delhi - 110 001

Registrar

Messrs MUFG Intime India Private Limited
Noble Heights, 1st Floor, Plot NH 2,
C-1 Block LSC, Near Savitri Market,
Janak Puri, New Delhi-110058

ASHNOOR

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ASHNOOR TEXTILE MILLS LIMITED

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the members of the Ashnoor Textile Mills Limited will be held on Monday, September 29, 2025, at 4:00 p.m. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025, the Report of the Board of Directors and the Auditors' thereon.

2. To appoint Mr. Abhinav Gupta (DIN-02766867), who retires by rotation as a Director and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Secretarial Auditors of the Company. in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

   "RESOLVED THAT in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, M/s Anil Arora & Associates, Practicing Company Secretaries, be and are hereby appointed as Secretarial Auditor of the Company, for a term of five (5) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, at a professional fee of INR 2.00 lakhs per annum and that the Managing Director be and is hereby authorized to increase the professional fee from time to time in consultation with the Secretarial Auditor."

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Naresh Kumar Aggarwal (DIN: 00224371), who was appointed as an Independent Director and holds office of Independent Director up to February 26, 2026, being eligible, be and is hereby re-appointed as an Independent Director of the Company to the hold office for a second term of 5 (five) consecutive years, i.e. from February 27, 2026, to February 26, 2031, and whose office shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

   "RESOLVED THAT pursuant to provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (Act), relevant Rules (including any statutory

modification(s) or re-enactment for the time being in force) and Ms. Parul Aggarwal (DIN-08428713) who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act signifying his intention to propose Ms. Parul Aggarwal as a candidate for the office of Director Company, be and is hereby appointed as non-executive Independent Director for a tenure of five (5) years effective October 1, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts,deeds, matters and things as may be considered necessary to give effect to this resolution."

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, at the recommendation of the Nomination and Remuneration Committee, Mr. Suneel Gupta (DIN-00052084) be and is hereby re-appointed as Managing Director for a further period of three years effective from January 10, 2026, at the remuneration, allowances/perquisites and other terms and conditions as detailed below and will not be liable to retire by rotation:

Basic Remuneration: INR 400,000 per month

Perquisites:- In addition to the above salary, the Managing Director shall be entitled to the following perquisites –

a) Contribution to provident fund, superannuation fund or annuity fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c) Encashment of leave at the end of tenure.

In addition to the above, the Managing Director shall also be entitled to use the Company's car with a driver, a telephone at her residence and a mobile. However, personal long-distance calls on the telephone/ mobile device and the use of a car for private purposes shall be billed by the Company to the Managing Director.

No sitting fee shall be payable to the Managing Director for attending any meeting of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT in any financial year during the currency of his tenure, if the Company has no profits or its profits are inadequate, the Company shall pay to the Managing Director the remuneration as mentioned above as minimum remuneration as per provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to increase the remuneration from time to time at the recommendation of the Nomination and Remuneration Committee and do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT in accordance with the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, at the recommendation of the Nomination and Remuneration Committee, Dr. (Mrs.) Sangeeta Gupta (DIN-00052121) be and is hereby re-appointed as Whole Time Director for a period of three years, effective from May 1, 2026, at the remuneration, allowances/ perquisites and other terms and conditions as detailed below and shall be liable to retire by rotation:

Basic Remuneration: INR 400,000/- per month

Perquisites: In addition to the above salary, the Whole Time Director shall be entitled to the following perquisites –

a) Contribution to provident fund, superannuation fund or annuity fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c) Encashment of leave at the end of tenure.

In addition to the above, the Whole Time Director shall also be entitled to use the Company's car with a driver, a telephone at her residence and also mobile. However, personal long-distance calls on the telephone/mobile device and the use of a car for private purposes shall be billed by the Company to the Whole Time Director.

No sitting fee shall be payable to the Whole Time Director for attending any meeting of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT in any financial year during the currency of her tenure, if the Company has no profits or its profits are inadequate, the Company shall pay to the Whole Time Director the remuneration as mentioned above as minimum remuneration as per provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to increase the remuneration from time to time at the recommendation of the Nomination and Remuneration Committee and do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Registered Office:
Village Khandsa, Behrampur Road
Gurgaon, Haryana-122001
CIN-L17226HR1984PLC033384
E-mail: atml_delhi@yahoo.com
Phone: 0124 4809756
Web: ashnoortex.com
Place: Gurugram
Date: August 13, 2025

ASHNOOR TEXTILE MILLS LIMITED

NOTES

1. Explanatory statements pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM, are annexed hereto.

2. The Company will conduct its 42nd Annual General Meeting (AGM) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.

3. MUFG Intime India Private Limited, Registrar & Transfer Agent of the Company, shall be providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

4. As the AGM will be held through VC/ OAVM, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted to reckon the quorum under section 103 of the Companies Act, 2013 ("the Act").

5. Since this AGM is being held through VC/OAVM, the facility for appointment of proxies by the members will not be available for the AGM, and hence the Proxy Form and Attendance Slip route map are not annexed to this Notice.

6. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Company at accounts@ashnoortex.com with a copy to Scrutinizer at e-mail ID csdeepakbansal@gmail.com and RTA to delhi@linkintime.co.in authorizing its representative(s) to attend and vote through VC/OAVM on their behalf at the Meeting, pursuant to section 113 of the Act.

7. In compliance with conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs, Government of India, and Securities and Exchange Board of India from time to time, the Notice of the AGM along with the Annual Report for the financial year 2024-25 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the financial year 2024-25 will be available on the Company's website www.ashnoortex.com, the website of the Stock Exchange, i.e., BSE Limited, at www.bseindia.com, and on the website of the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited, at www.in.mpms.mufg.com

8. For receiving all communication (including Annual Report) from the Company electronically:

   a. Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register or update it by writing to the Company with the details of their folio number and attaching a self-attested copy of their PAN card to delhi@in.mpms.mufg.com.

   b. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.

9. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and in view of the aforesaid MCA and SEBI Circulars, the Company has obtained the services of MUFG Intime India Private Limited (MUFG) to provide the facility of voting by the electronic voting system to all the Members to enable them to cast their votes electronically before AGM or during the AGM in respect of all the businesses to be transacted at the AGM. The facility of casting of votes by Members using such an electronic voting system from a place other than the venue of the AGM ("remotee-voting") will also be provided by the Company through MUFG.

10. The VC/OAVM facility provided by the Company can allow 1000 members to participate in the meeting on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs, the Chairman of the various Committees of the Board, etc., may be allowed to attend the meeting without restriction on account of the first-come-first-served principle. The Company is providing a two-way teleconferencing facility for the ease of participation of the members. The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. Members attending the Meeting through VC/OAVM shall be counted for reckoning with the quorum under Section 103 of the Act, 2013.

11. The member who will cast their vote by remote e-voting before the meeting time may also attend the meeting, but shall not be entitled to cast their vote again.

12. The Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, September 23, 2025, to Monday, September 29, 2025 (both days inclusive)**.

13. The Board of Directors of the Company has appointed Mr. Deepak Bansal, Practicing Company Secretary, Proprietor of M/s Deepak Bansal & Associates, Company Secretaries, Flat Number 1601, 16th Floor, Tower-M, Arihant Arden, Plot Number-GH-07A, Sector-01, Greater Noida, Gautam Budh Nagar, Uttar Pradesh-201306 as the Scrutinizer to scrutinize the e-voting and remote e-voting process for the Annual General Meeting fairly and transparently.

14. SEBI has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in physical form may forward their PAN details to the Company or its RTA, while the members holding shares in electronic form may submit their PAN details to their Depository Participants with whom they are maintaining their demat accounts.

15. The Securities and Exchange Board of India has mandated that the securities of listed companies can be transferred only in the dematerialized form, effective from April 1, 2019. Accordingly, the Company/ RTA has stopped the transfer of shares in the physical form. Members holding shares in physical form are requested to convert their shares in electronic mode and also register their email address with the RTA of the Company.

16. The Company was not required to transfer any amount or shares to the Investor Education and Protection Fund.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

18. All the documents referred to in the Notice will also be available electronically for inspection by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to accounts@ashnoortex.com.

19. Members seeking any information with regards to accounts or any matter to be placed at the AGM are requested to write to the Company at least 5 days before the date of the AGM through email at accounts@ ashnoortex.com. The same will be replied to by the Company suitably.

20. Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Abhinav Gupta (DIN-02766867), Director, will retire by rotation at the Annual General Meeting and, being eligible, has offered himself for re-appointment. Mr. Abhinav Gupta, aged around 34 years, is a Commerce Graduate from Bostan University, USA, has been on the Board since October 1, 2009, having good experience in the textile industry and also in marketing. He was holding 15,86,000 (9.95%) shares in the Company on March 31, 2025. He is the son of Mr. Suneel Gupta, Managing Director, and Mrs. Sangeeta Gupta, Whole Time Director and brother of Ms. Noor Gupta, Whole Time Director, and not related to any other Director or Key Managerial Personnel in the Company. He is neither a Director in any other public Company nor a Member/Chairperson of the Committee of the Board of a Public Limited Company. He is neither debarred from holding the office of Director pursuant to any order of SEBI nor disqualified under any provision of the Companies Act, 2013. His attendance at Board meetings is given in the Corporate Governance Report. Mr. Suneel Gupta, Ms. Noor Gupta and Mrs. Sangeeta Gupta, being her relatives, are interested in resolution number 2(two) of the Notice. Save and except the above, none of the other Directors and Key Managerial Personnel in the Company/their relatives, in any way, are concerned or interested, financially or otherwise.

21. Remote e-Voting Instructions for Shareholders:

As per the SEBI circular dated July 11, 2023, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

The voting period begins on Friday, September 26, 2025, at 9:00 AM and ends on Sunday, September 28,2025, at 5:00 PM. During this period, shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 22, 2025, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.

Login Method for Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with the NSDL IDeAS facility

Users who have registered for the NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on the "Beneficial Owner" icon under "Login".

b) Enter user ID and password. Click on "Login".

c) After successful authentication, you will be able to see e-voting services under Value-Added Services. Click on "Access to e-voting" under e-voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for the NSDL IDeAS facility:

a) To register, visit the URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp "

b) Proceed with updating the required fields.

c) Post successful registration, the user will be provided with a Login ID and password.

d) After successful login, you will be able to see e-voting services under the value-added services. Click on "Access to e-voting" under e-voting services

e) Click on "MUFA InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – Individual Shareholders directly visiting the e-voting website of NSDL:

a) Visit URL: https://www.evoting.nsdl.com/

b) Click on the "Login" tab available under the 'Shareholder/Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen.

d) Post successful authentication, you will be redirected to the NSDL depository website, wherein you can see "Access to e-voting" under e-voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – Individual Shareholders who have registered opted for the CDSL Easi/ Easiest facility

Shareholders who have registered/opted for the CDSL Easi/Easiest facility.

a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After a successful login, the user will be able to see the e-voting option. The e-voting option will have links to e-voting service providers, i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for the CDSL Easi/Easiest facility.

a) To register, visit the URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ http://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields.

c) Post registration, the user will be provided a username and password.

d) After successful login, the user will be able to see the e-voting menu.

e) Click on "MUFG In Time" or "evoting link displayed alongside Company's Name" and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – Individual Shareholders directly visiting the e-voting website of CDSL.

a) Visit URL: https://www.cdslindia.com/

b) Go to the e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account

e) After successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside the Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depositor Participant:

Individual shareholders can also login using the login credentials of their demat account through your depository participant registered with NSDL/CDSL for the e-voting facility.

a) Login to the DP website

b) After a successful login, members shall navigate through the "e-voting" option.

c) Click on the e-voting option, and members will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature.

d) After successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside the Company's Name" and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

The login method for Individual shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding shares in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: https://instavote.linkintime.co.in

Shareholders who have not registered with InstaVote Facility:

b) Click on **"Sign Up"** under the **'SHAREHOLDER'** tab and register with the following details:

A. **User ID:**

NSDL Demat Account - User ID is 8 8-character DP ID followed by 8 Digit Client ID.
CDSL Demat Account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in Physical form – User ID.

Shareholders holding shares in Physical form – User ID is Event No. + Folio Number registered with the Company.

B. **PAN:**

Enter your 10-digit Permanent Account Number (PAN)

Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:**

Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company) in DD/MM/YYYY format.

D. **Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form** shall provide 'D' above

Set the password of your choice (The password should contain a minimum of 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet, and at least one capital letter).

Enter Image Verification (CAPTCHA) Code.

Click "submit" (Your password is now generated).

Shareholders who have registered for INSTAVOTE facility:

A) Click on **"LOGIN"** under the Shareholder tab.

a. User ID: Enter your user ID
b. Enter your Password
c. Enter Image Verification (CAPTCHA) Code.
d. Click "submit"

B) **Cast your vote electronically:**

a. After successful login, you will be able to see the notification for e-voting.
b. Select the **'View'** icon**.**

C) The e-voting page will appear.

D) Refer to the Resolution description and cast your vote by selecting your desired option **'Favour/ Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).

E) After selecting the desired option, i.e. Favour/Against, click on **'Submit'.**

A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

ASHNOOR TEXTILE MILLS LIMITED

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID are generated and sent to the Primary contact person's email ID (which is filled in at the time of sign-up). The said form is to be signed by the Authorized Signatory, Director, and Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organization ID; Password) are sent to the Primary contact person's email ID (You will be registered on InstaVote)\

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on the "Investor Mapping" tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' -

i. NSDL demat account - User ID is 8 8-character DP ID followed by 8 8-digit Client ID.

ii. CDSL demat account - User ID is a 16-digit Beneficiary ID.

A. 'Investor's Name - Enter Investor's name as updated with DP.

B. 'Investor PAN' - Enter your 10-digit PAN.

C. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

The file Name for the Board resolution/Power of Attorney – DP ID and Client ID or 16-digit Beneficiary ID. Further, Custodians/Corporate Body/Mutual Funds shall also upload a specimen signature.

E. Click on the Submit button (the investor is now mapped with Custodians/ Corporate Body/ Mutual Funds. The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting period:

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote credentials.

b) Click on the 'Votes Entry' tab under the Menu section.

c) Enter the "Event No." for which you want to cast a vote.

Event No. can be viewed on the home page of Instavote under "ongoing events".

d) Enter the '16-digit Demat Account No.' for which you want to cast a vote.

e) Refer to the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

f) After selecting the desired option, i.e., Favour/Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select the **'View'** icon for **'Company's Name / Event number '.**

d) An E-voting page will appear.

e) Download a sample vote file from the 'Download Sample Vote File' tab.

f) Cast your vote by selecting your desired option 'Favour/against' in the sample vote file and upload the same under the 'Upload Vote File' option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through the Depository i.e., NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at: 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at: helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode/Non-individual Shareholders holding securities in demat mode:

Shareholder holding securities in physical mode/Non-individual Shareholders securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **'Login'** under the **'SHAREHOLDER'** tab.
- Click **'forgot password?'**
- Enter your User ID, select Mode, and enter the Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, a Password will be sent to his/her registered email address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits), etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet, and at least one capital letter.

User ID:

NSDL Demat Account - User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL Demat Account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in Physical form – User ID.

Shareholders holding shares in Physical form – User ID is Event No. + Folio Number registered with the Company.

In case "Corporate Body/ Custodian/Mutual Fund") have forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on https://instavote.linkintime.co.in.

Click on **'Login'** under the **'Corporate Body/ Custodian/Mutual Fund'** tab.
Click **'forgot password?'**
Enter User ID, and Organization ID, and Enter the Image Verification Code (CAPTCHA). Click on "SUBMIT".

In case a shareholder has a valid email address, a Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits), etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet, and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the User ID (Login ID) or password or both, then the Shareholders are advised to use the Forget User ID and Forget Password option available at the abovementioned depository/depository participants' website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of times till they have voted on the resolution(s) for a particular "Event".

ASHNOOR TEXTILE MILLS LIMITED

1. **Process and manner for attending the General Meeting through InstaMeet**

A) Login method for shareholders to attend the General Meeting through InstaMeet:

a. Visit URL: https://instameet.linkintime.co.in and click on "Login"

b. Select the "Company Name" and and register with your following details:

c. Select Check Box - Demat Account No./Folio No/PAN

i. Shareholders/members holding shares in NSDL/CDSL demat account shall Select check box – Demat Account No. and enter the 16 Digit demat account number.

ii. Shareholders/members holding shares in physical form shall select check box – Folio No. and enter the Folio No. registered with the Company.

iii. Shareholder shall select check box – PAN and enter 10 digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided by MUFG Intime, if applicable.

iv. Mobile No.: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No. with the DP shall enter the mobile no.is displayed Enter your mobile number.

v. Email ID: Email ID as updated with DP is displayed automatically. Shareholders who have not updated their email ID with the DP shall enter the email ID.

d) Click "Go to Meeting".

You are now registered for InstaMeet and your attendance ismarked for the meeting.

B) Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:

a. Shareholders who would like to speak during the meeting must register their request by September 24, 2025, with the company on accounts@ashnoortex.com.

b. Shareholders will get confirmation on first cum first basis depending upon the provisions made by the Company.

c. Shareholders will receive a "speaking serial number" once they mark attendance for the meeting.

Please remember to speaking serial number and start your conversation with the panelist by switching on the video mode and audio of your device.

d. Other shareholders has not registered as "Speaker Shareholder" may still ask questions to the panelist, via active chat-board during themeeting.
Shareholders are requested to speak only when the moderator of the meeting/ managementwill announce the name and serial number for speaking.

C) Instructions for Shareholders to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".

b. Enter your 16-digit Demat Account Number/Folio Number and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet.

c. Click on'Submit'.

d. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e. Cast your vote by selecting the appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.

f. After selecting the appropriate option i.e. Favour/against as desired and you have decidedto vote, click on "Save". A confirmation box will be displayed. If you wish to confirm yourvote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

g. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Please note that:

a. Shareholders/Members, who will be present in the AGM through the InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwisenot barred from doing so, shall be eligible to vote through the e-Voting facility duringthe meeting.

b. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

c. Shareholders/Members are encouraged to join the meeting through Tablets/ Laptops connected through broadband for a better experience.

d. Shareholders/Members are requested to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

e. Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspots may experience Audio/Visual loss due to fluctuationsin their network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

f. Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending request at instameet@in.mpms.mufg.com or contact on;- Tel: 022-49186000 / 49186175.

ASHNOOR TEXTILE MILLS LIMITED

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item Number-3

Pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake a secretarial audit and annexe a report with the annual report of the listed entity. Further, pursuant to Regulation 24A of the Listing Regulations, a listed entity is required to appoint a Peer-Reviewed Company Secretary or a firm of Company Secretaries as a Secretarial Auditor with the approval of shareholders in its Annual General Meeting. The Board of Directors at its meeting held on August 13, 2025, on the recommendation of the Audit Committee, has recommended to the approval of members of the Company, the appointment of Mr. Anil Kumar Arora, Proprietor of Anil Arora & Associates, Practicing Company Secretaries, New Delhi (Peer-Reviewed) as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30. The firm was established in 2002 by its Proprietor and inter alia, has experience in secretarial audits, certifications, and consulting, advisory and related services. Mr. Anil Kumar Arora has given his consent to his appointment as Secretarial Auditor, if appointed, and has confirmed that they are eligible for appointment as a Secretarial Auditor and is free from any disqualifications as specified by SEBI. In view of the rich experience, expertise and considerable time and effort involved, the proposed fee for the Secretarial Auditor for the financial year 2025-26 is INR 2.00 lakhs, including applicable taxes and out-of-pocket expenses. The fee for the subsequent years of their term shall be fixed by the Managing Director as authorised by the Board of Directors based on the recommendation of the Audit Committee of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Ordinary Resolution set out at Item Number 3 of the Notice for approval by the members.

Item Number-4

The First term of Mr. Naresh Kumar Aggarwal (DIN: 00224371) as an Independent Director commenced on February 27, 2021, and will be completed on February 26, 2026. The Board, on the recommendation of the Nomination and Remuneration Committee (NRC), proposes to re-appoint Mr. Naresh Kumar Aggarwal as an Independent Director of the Company for the second term of 5 (five) consecutive years with effect from February 27, 2026. Your Directors confirm that the proposed re-appointee possesses the requisite skill, experience and expertise. The Company has received a written notice under Section 160 of the Act from a member proposing his candidature for the office of Director. The Company has also received:

a) his consent to act as Director in form DIR-2 as per Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;

b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and

c) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The resolution seeks the approval of the members for the appointment of Mr. Naresh Kumar Aggarwal as an Independent Director of the Company for a second term of five consecutive years, effective February 27, 2026,

as per the provisions of Section 149 read with Schedule IV and other applicable provisions of the Act and rules made thereunder. He will not be liable to retire by rotation.

Mr. Naresh Kumar Aggarwal fulfils the conditions specified in the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details as per Regulation 36 (3) of the Listing regulations are given as follows:

Mr. Naresh Kumar Aggarwal, aged about 56 years, is a Chartered Accountant in Practice since 1993. He is an expert in Finance and Accounts, Auditing, Banking, and his expert knowledge in these fields will be of immense benefit to the Company. He is neither holding any office of Director in any public limited company nor is a member/chairman of any committee of the Board except this Company. He will not be paid any remuneration except the sitting fee. The special resolution seeks the approval of the members for the appointment of Mr. Naresh Kumar Aggarwal as an Independent Director of the Company for a period of 5 consecutive years, effective from February 27, 2026, as per the provisions of section 149 read with Schedule IV and other applicable provisions of the Act and rules made thereunder. He will not be liable to retire by rotation. He is neither holding any share in the Company nor holding a beneficial interest in any share of the Company. He is not related to any directors, key managerial personnel or their relatives.

The Board/NRC believe that Mr. Naresh Kumar Aggarwal fulfils the conditions specified for the appointment as an independent director in the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not holding any shares in the Company. He is not related to any Director or Key Managerial Personnel or their relatives in the Company. He is neither a Director in any other public Company nor a Member/Chairperson of the Committee of the Board of any Public Limited Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Naresh Kumar Aggarwal, is concerned or interested in the resolution.

The Board recommends the special resolution set out at number 4 of the Notice for your approval.

Item Number-5

Ms. Parul Aggarwal is proposed for being appointed as an Independent Director under section 149 of the Companies Act, 2013, for her first consecutive term of five years, effective from October 1, 2025. She is not disqualified from being appointed as a director as per the provisions of section 164 of the Companies Act, 2013.

The Company has received notice in writing from a member as per the provisions of Section 160 of the Act, proposing the candidature of Ms. Parul Aggarwal for the Directors of the Company. The Company has also received a declaration from the proposed Director that she meets the criteria of independence as prescribed under Section 149(6) of the Act. She will not be paid any remuneration except the sitting fee.

Ms. Parul Aggarwal fulfils the conditions specified in the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details as per Regulation 36 (3) of the Listing regulations are given as follows:

Ms. Parul Aggarwal, aged 32 years, is a Bachelor of Commerce, an Associate Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. She has experience of over 8 years in various fields, viz., auditing, taxation, accounts and finance, FEMA, secretarial matters, and regulatory compliances. Currently, she is working and managing a Chartered Accountancy practice firm.

She is an expert in auditing, taxation, accounts and finance, FEMA, secretarial matters, and regulatory compliance, and her knowledge in these fields will be of immense benifit for the Company and particularly in complying with the provisions of applicable laws. She is neither holding any share in the Company nor holding a beneficial interest in any share of the Company. She is not related to any directors, key managerial personnel or their relatives.

She is neither holding the office of Director in any public limited company nor is a member/chairman of any committee of the Board. In the opinion of the Board of Directors, she is a person of integrity and possesses relevant expertise and experience.

Except Ms. Parul Aggarwal, none of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise.

The Board recommends the special resolution set out at number 5 of the Notice for your approval.

Item Number-6

The present term of Mr. Suneel Gupta, Managing Director, will complete on January 9, 2026. Pursuant to the proviso of sub-section 2 of section 196 of the Companies Act, 2013, no appointment of the Managing Director shall be made earlier than one year before the expiry of his term. The present term of the Managing Director will expire within less than one year. Therefore, it is proposed to appoint him for 3 years, effective from January 10, 2026, and fix his remuneration and terms and conditions as given in the resolution. The Nomination and Remuneration Committee has recommended his re-appointment and remuneration to the Board of Directors. The Board has accepted the recommendation of the Nomination and Remuneration Committee and approved his reappointment, and fixed remuneration, terms and conditions in its meetings held on August 13, 2025, subject to your approval. There is no change in the remuneration and terms and conditions of the Managing Director. The remuneration conforms to the provisions and requirements of sections 196 and 197, read with Schedule V of the Companies Act, 2013. Accordingly, no approval from the Central Government is required. The effective capital of the Company is more than INR 5.00 Crores. The Company has not defaulted in the repayment of any debt or interest payable thereon for a continuous period of thirty days in the preceding financial year.

Information as per sub-clause iv of the second proviso of clause-B of Section-II of Part-II of Schedule V of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given below:-

The Company was incorporated on January 21, 1984 and has already been manufacturing Terry Towels. The Company has not entered into any foreign collaborations.

Mr. Suneel Gupta, aged 65 years, MBA, has been on the Company's Board since January 21, 1984. He has vast experience in the Textile Industry, and his job profile as Managing Director of the Company is entrusted with substantial powers to manage the Company, including administrative acts of a routine nature, with the authorization of the Board of Directors of the Company. On the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members by passing of a special resolution, the Board has re-appointed him at a remuneration of INR 400,000/- per month (Presently, drawing the same remuneration). No recognition/award has been provided to him by any organization/ authority. The Nomination and Remuneration Committee has considered him the most suitable person for the post of Managing Director of the Company, considering his experience and past performance as Managing Director of the Company. The proposed remuneration is favorably comparable with the remuneration paid to managerial personnel in

similar types of companies and is commensurate with the size of the Company, profile, and position of Mr. Suneel Gupta. Terms of appointment are as given in the special resolution of his appointment in this notice. He is the husband of Mrs. (Dr.) Sangeeta Gupta, Whole Time Director and father of Ms. Noor Gupta, Whole Time Director and Mr. Abhinav Gupta-Non Executive Director. He is also concerned and interested as one of the shareholders of the Company. The Company's earnings are continuously increasing. But, remuneration payable to him exceeds the limit provided under section 197 of the Companies Act, 2013. Therefore, it is decided to pay remuneration as per Schedule V of the Act. The Company is likely to continue with good performance. To survive in the stiff competition prevailing in the industry and increase profit margin, the Company is implementing various cost reduction measures on the operational and administrative front. The Company is also exploring the possibilities of expanding into new service areas, which may yield better results for the Company. As stated above, the Company is in the Textile industry and, therefore, it is not possible to quantify the profits in measurable terms since the performance of the Company depends largely upon other uncontrollable factors. In view of various steps taken/to be taken as mentioned above, the Company expects far better results in the future. The details of the number of meetings of the Board attended by him during the financial year, his directorships in other companies' boards and Membership/ Chairmanship of Committees of other Boards, are given in the Corporate Governance Report, which is a part of the Annual Report. None of the Directors, Key Managerial Personnel and their relatives except Mr. Suneel Gupta, Managing Director, holding 32.57% paid up equity capital, Mrs. Sangeeta Gupta, Whole Time Director, holding 23.43% paid up equity capital, Mr. Abhinav Gupta, Non-Executive Director, holding 9.95% paid up equity capital and Ms. Noor Gupta, Whole Time Director, holding 5.73% paid up capital are interested in the resolution.

The Board recommends the special resolution set forth in item number 6 for your approval by passing of the special resolution.

Item Number-7

The present term of Mrs. (Dr.) Sangeeta Gupta, Whole Time Director, will complete on April 30, 2023. Pursuant to the proviso of sub-section 2 of section 196 of the Companies Act, 2013, no appointment of Whole Time Director shall be made earlier than one year before the expiry of his term. The present term of the Whole Time Director will expire within less than one year. Therefore, it is proposed to appoint her for 3 years, effective from May 1, 2026, and fix her remuneration, terms, and conditions as given in the resolution. The Nomination and Remuneration Committee has recommended her re-appointment and remuneration to the Board of Directors. The Board has accepted the recommendation of the Nomination and Remuneration Committee and approved her re-appointment and fixed remuneration, terms and conditions, subject to your approval, in its meetings held on August 9, 2022. There is no change in the remuneration and terms and conditions of the Whole Time Director. The remuneration conforms to the provisions and requirements of sections 196 and 197, read with Schedule V of the Companies Act, 2013.

Accordingly, no approval from the Central Government is required. The effective capital of the Company is more than INR 5.00 Crores. The Company has not defaulted in the repayment of any debt or interest payable thereon for a continuous period of thirty days in the preceding financial year.

Information as per sub-clause iv of the second proviso of clause-B of Section-II of Part-II of Schedule V of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given below:-

The Company was incorporated on January 21, 1984, and has already been manufacturing Terry Towels. The Company has not entered into any foreign collaborations.

Mrs. (Dr.) Sangeeta Gupta, aged 65 years, MBBS, has been on the Company's Board since March 9, 1994. She has vast experience in the Textile Industry. Her job profile as Whole Time Director of the Company comprises managing all activities under the supervision, control and guidance of the Board of Directors of the Company. On the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members by passing of the special resolution at a remuneration of INR 400,000/- per month. Presently, she is drawing the same remuneration. No recognition/award has been provided to her by any organization/ authority. The Nomination and Remuneration Committee has considered her the most suitable person for the post of Whole-Time Director of the Company, considering her experience and performance as Whole-Time Director of the Company. Terms of appointment are as given in the special resolution of her appointment in this notice. The proposed remuneration is favorably comparable with the remuneration paid to managerial personnel in similar types of companies and is commensurate with the size of the Company, profile and position of Mrs. (Dr.) Sangeeta Gupta. She is the wife of Mr. Suneel Gupta, Managing Director and mother of Ms. Noor Gupta, Whole Time Director and Mr. Abhinav Gupta-Non Executive Director. She is also concerned and interested as one of the shareholders of the Company. The Company's earnings are continuously increasing. But, remuneration payable to her, collectively with the remuneration payable to other executive directors, exceeds the limit provided under section 197 of the Companies Act, 2013. Therefore, it is decided to pay remuneration as per Schedule V of the Act. The Company is likely to continue with good performance. To survive in the stiff competition prevailing in the industry and increase profit margin, the Company is implementing various cost reduction measures on the operational and administrative front. The Company is also exploring the possibilities of expanding into new service areas, which may yield better results for the Company. As stated above, the Company is in the Textile industry and, therefore, it is not possible to quantify the profits in measurable terms since the performance of the Company depends largely upon other uncontrollable factors. However, in view of various steps taken/to be taken as mentioned above, the Company expects far better results in the future. Mrs. (Dr.) Sangeeta Gupta will be a retiring Director and eligible for re-appointment.

The details of the number of meetings of the Board/Committee(s) attended by her during the financial year, her directorships of other companies' Boards and Membership/ Chairmanship of Committees of other Boards, are given in the Corporate Governance Report section of the Annual Report.

None of the Directors, Key Managerial Personnel and their relatives except Mrs. Sangeeta Gupta, Whole Time Director, holding 23.43% paid up equity capital Mr. Suneel Gupta, Managing Director, holding 32.57% paid up equity capital, Mr. Abhinav Gupta, Non-Executive Director, holding 9.95% paid up equity capital and Ms. Noor Gupta-Whole Time Director, holding 5.73% paid up equity capital are interested in the resolution.

The Board recommends the special resolution set forth in item number 7 for the approval of the members.

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Registered Office:
Village Khandsa, Behrampur Road
Gurgaon, Haryana-122001
CIN-L17226HR1984PLCO33384
E-mail: atml_delhi@yahoo.com
Phone: 0124 4809756
Web: ashnoortex.com
Place: Gurugram
Date: August 13, 2025

ASHNOOR TEXTILE MILLS LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their 42nd Annual Report on the affairs of the Company together with the Audited Accounts for the financial year ended on March 31, 2025.

FINANCIAL PERFORMANCE AND OUTLOOK

The Company's financial performance for the financial year ended March 31, 2025 vis-à-vis financial year ended March 31, 2024 are summarized below:

Rupees in Lakh

PARTICULARS	2024-2025	2023-2024
Operative Income	17,847.71	12,910.42
Other Income	569.51	694.84
Total Income	**18,417.22**	**13,605.26**
Gross Profit before financial overheads and depreciation	2,957.10	1,933.41
Financial Overheads	481.35	529.66
Depreciation	423.90	433.10
Profit before Tax, Exceptional and Extra-Ordinary Items	**2,051.85**	**970.65**
Exceptional and Extraordinary Items	(1.75)	1.35
Profit before Tax	**2,050.10**	**972.00**
Income Tax	467.32	218.74
Deferred Tax Benefit/(Liability)	13.27	(9.70)
Profit after Tax available for appropriation	**1,596.04**	**743.56**
Basic Earnings Per Share	**12.52**	**5.83**

During the financial year 2024-2025, the Company's operating income increased by 38.2427% due to dedicated efforts at all levels in the Company. The effect of an increase in income was also noted on profit after tax. The Company is carrying out business activities only in one segment, i.e. Teroy Towels. The detailed financial performance and outlook is given in Management Discussion and Analysis Report.

Financial Statements of the Company have been prepared on the IND-AS basis. There was no change in the nature of the Company's business. Further, there has been no material change/commitment that occurred after March 31, 2025, until the date of this report affecting the financial position of the Company. The Company has complied with all the applicable provisions of the Companies Act, 2013, relevant Rules and Secretarial Standards. The Company has not revised its financial statement or Board's report in any of the three preceding financial years. The key financial ratios with analysis as on March 31, 2025, are given in the Corporate Governance Report. The Company has neither made any application during the financial year nor is any proceeding against the Company pending at the end of the financial year under the Insolvency and Bankruptcy Code, 2016. The Company has not entered into a one-time settlement with any of the banks.

TRANSFER TO RESERVE

The Board of Directors of the company has decided not to transfer any amount to any specific reserve and the entire profit after tax has been carried over to the Balance Sheet as surplus.

ASHNOOR TEXTILE MILLS LIMITED

DIVIDEND

In view of the requirement for more funds for more growth of the Company, the Board of Directors does not recommend any dividend for the year under review.

FIXED DEPOSITS

The Company has never accepted deposits from the public. During the year under review, your Company has neither invited nor accepted/renewed any fixed deposit. No fixed deposits outstanding or unclaimed as on March 31, 2025.

CAPITAL STRUCTURE

During the year under review, the Company allotted 3,186,462 equity shares of INR 10 each at an issue price of INR 20 per share on a rights basis to existing shareholders. Out of these 1,909,139 shares were issued to the Promoters by adjusting their loan against the application money. The issued, subscribed, and paid-up share capital as on March 31, 2025 was INR 159,323,110 divided into 15,932,311 equity shares of INR 10 each. The Company has neither issued shares with differential voting rights nor granted any employee stock options or sweat equity shares. During the financial year, the Company has not issued any type of debentures or preference shares or bonds.

INVESTOR EDUCATION AND PROTECTION FUND

During the year, the Company was not required to transfer any amount or shares to the Investor Education and Protection Fund.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors of your Company is disqualified under the provisions of the Companies Act, 2013 ((hereinafter in this report called "the Act") or Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter in this report called "the Listing Regulations") as on March 31, 2025. A certificate issued by the Practicing Company Secretary in this respect is annexed and forms part of the Annual Report.

All the Independent Directors of the Company have given declarations confirming that they meet the criteria of independence as prescribed under the Act and the Listing Regulations.

In accordance with Section 152 of the Companies Act, 2013, and the Articles of Association of the Company, Mr. Abhinav Gupta (DIN-02766867), Director, will retire by rotation and, being eligible, offers himself for re-appointment.

The First term of Mr. Naresh Kumar Aggarwal (DIN: 00224371), as an Independent Director, will be completed on February 26, 2026. The Board, on the recommendation of the Nomination and Remuneration Committee, proposes to re-appoint Mr. Naresh Kumar Aggarwal as Independent Director of the Company for a second term of 5 (five) consecutive years with effect from February 27, 2026. Your Directors confirm that the proposed re-appointee possesses the requisite skill, experience and expertise.

Your Directors recommend the appointment of Ms. Parul Aggarwal as an Independent Director under section 149 of the Companies Act, 2013, for her first consecutive term of five years, effective from October 1, 2025. She is B.Com., Associate Chartered Accountant and Associate Company Secretary and having experience of 8 years in various fields. Your Directors recommends her appointment for your approval by passing the special resolution. Your Directors confirm that the proposed appointee possesses the requisite skill, experience and expertise.

The three-year term of Mr. Suneel Gupta (DIN-00052084), Managing Director, will be completed on January 9, 2026. In view of his contribution to the growth of the Company, the Board at the recommendation of the Nomination and Remuneration Committee, has re-appointed him in its meeting held on August 13, 2025, subject to the approval of members by passing of special resolution as Managing Director for three years effective from January 10, 2025 at the remuneration, allowances/perquisites and other terms and conditions as detailed in the resolution.

Further, the three-year term of Dr. (Mrs.) Sangeeta Gupta (DIN-00052121), Whole Time Director, will complete on April 30, 2026. In view of her contribution to the growth of the Company, the Board, at the recommendation of the Nomination and Remuneration Committee, has re-appointed her on August 13, 2025, subject to the approval of members by passing of special resolution as Whole Time Director for a further period of three years effective from May 1, 2026, at the remuneration, allowances/perquisites and other terms and conditions as detailed in the resolution.

Pursuant to sections 2(51) and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following persons are the Key Managerial Personnel of the Company:

- Mr. Suneel Gupta — Managing Director
- Mr. Girish Singh Adhikari — Chief Financial Officer
- Ms. Yashima Saluja — Company Secretary

The brief resume and other details of the Directors to be re-appointed, as required under Listing Regulations, have been provided in the notice of the Annual General Meeting. Details of the meeting attended by the Directors are given in the Corporate Governance Report. The balance of funds borrowed from Promoter Directors as on March 31, 2025, was INR 409.45 Lakhs.

Mr. Girish Singh Adhikari-Chief Finance Officer, Ms. Yashima Saluja-Company Secretary, Mr. Arun Paliwal-Production Head, Mr. Aditya Kumar-Merchandiser, Mr. Avnesh Kumar-Purchase Manager and Mr. Deepak Bhati-Manager HR, Ms. Manisha Rajput-Manager Export/Import, were in the Senior Management during the financial year 2024-25. During the year, Mr. Arun Paliwal replaced Mr. Abhijit Chowdhary-Production Manager. There has been no other change in Senior Management since the close of the financial year.

RELATIONSHIP BETWEEN DIRECTORS INTER-SE

The entire promoter Directors are relatives within the meaning of the term 'relative' as per section 2(77) of the Companies Act, 2013. None of the remaining Directors is related to the promoters or inter-se.

AUDITORS AND AUDITORS' REPORT

M/s KSA & Co., Chartered Accountants, New Delhi, were appointed as the Statutory Auditors for 5 years from April 1, 2022. They will continue to be the Auditors for the financial year 2025-26.

There are no qualifications, reservations or adverse remarks in the audit report on the financial statement of the Company for the financial year ended March 31, 2025. The Report of the Auditors on the Financial Statements, including relevant rules on the accounts for the financial year ended March 31, 2025, are self-explanatory and does not call for any further comments. The report forms part of the Annual Report.

COST AUDIT

The provisions relating to Cost Audit do not apply to the Company.

INTERNAL AUDITORS

Pursuant to the requirements of section 138 of the Act, M/s M. Mittal & Co., Chartered Accountants, New Delhi, has been appointed as Internal Auditors for the financial year 2025-26.

SECRETARIAL AUDIT REPORT

M/s Anil Arora & Associates, Company Secretaries, New Delhi, was appointed as Secretarial Auditors by the Board of Directors, for the financial year 2024-25, as per provisions of section 204 of the Companies Act, 2013. The report of Secretarial Auditors is annexed with the Annual Report and forms part of the Annual report. In accordance with the latest amendments in the Listing Regulations, the Board of Directors has recommended the appointment of Mr. Anil Kumar Arora, Practice Company Secretary, Proprietor of M/s Anil Arora & Associates as Secretarial Auditors for the approval of the members at the forthcoming Annual General Meeting for a period of 5 consecutive years effective from the financial year 2025-26 to 2029-30.

HOLDING, SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

The Company does not have any Holding, Subsidiary, Material Subsidiary, Joint Venture or Associate Company.

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

Pursuant to section 134(3)(p) of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its performance and that of its Committees as well as the performance of all the Directors individually, including Independent Directors. The Nomination and Remuneration Committee had prepared detailed criteria for evaluating the performance of the Directors, including Independent Directors, as per provisions of Schedule-II, Part-D of the Listing Regulations. The Independent Directors have evaluated the performance of the Chairman and non-Independent Directors in their separate meeting. Evaluation has been made as per the criteria provided by the Nomination and Remunerations Committee, as per provisions of the Companies Act 2013 in the Listing Regulations.

The detail of programs held during the financial year for familiarization of the Independent Directors with the Company, informing them about their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, the business model of the Company and related matters are available on the website of the Company at the web link:https://www.ashnoortex.com/admin/pdf/Familization-Policy-for-Independent-Directors.pdf.

CODE OF CONDUCT

As per provisions of the Companies Act, 2013 and Listing Regulations, the Company has laid down a code of conduct for all members of the Board of Directors, including Independent Directors and Senior Management, which includes the duties of independent directors as laid down in the Act. All Board members and senior management personnel are required to affirm compliance with the code of conduct. They have affirmed compliance with the code for the financial year 2024-25, and the Managing Director has given a declaration affirming compliance with the Code. The Code of Conduct is available on the website of the Company on the web link: https://www.ashnoortex.com/admin/pdf/Code-of-Conduct-For-the-Board-Members-and-Senior-Management.pdf.

DIRECTORS' RESPONSIBILITIES STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, your Directors, in terms of section 134(3)(c) of the Companies Act, 2013, confirm that:

a. in preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting

standards (Ind-AS) have been followed along with the explanations relating to material departures, if any;

b. the directors have selected such appropriate accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the State of affairs of the Company as on March 31, 2025, and of the profit of the Company for that period;

c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the directors had prepared the annual accounts for the financial year ended March 31, 2025, on a going concern basis;

e. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF BOARD MEETINGS

During the financial year 2024-25, nine (9) meetings of the Board of Directors of the Company were held. All the required details of these meetings, including the attendance of the Directors in these meetings, are given in the Corporate Governance Report.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

Your Company has complied with all Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of the Corporate Governance Report as prescribed under the Listing Regulations.

A detailed report on Corporate Governance is annexed as part of the Annual Report. A certificate issued by the Statutory Auditors on Corporate Governance is also annexed with a detailed report on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion and Analysis Report is annexed to the Annual Report and forms an integral part of the Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The related party transaction(s) are used to negotiate on an arm's-length basis and are in the ordinary course of business. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or which are required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. Therefore, the Provisions of Section 188(1) of the Companies Act, 2013 are not applicable in the financial year 2024-25. However, suitable disclosure has been made in note number 46 to the Financial Statements.

The Policy on materiality of related party transactions of the Company is available on the Company's website at the web link: https://www.ashnoortex.com/admin/pdf/Policy-on-Related-Party-Transactions.pdf.

BUSINESS RISK MANAGEMENT

Business Risk Management, being a very important part of any business, needs appropriate plans to control the mechanism and operating effectiveness of the Internal Financial Controls and Legal Compliance System. The Company has an appropriate risk management framework, which is designed to identify, assess, and mitigate the risks. The Board reviews the framework from time to time. During the financial year under review, no risk has been identified that in the opinion of the Board, may threaten the existence of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed against the Company by the regulators or courts, which would affect the going concern status of the Company and its future operations.

INTERNAL FINANCIAL CONTROL

A detailed note has been provided under the Management Discussion and Analysis Report appended hereto.

BOARD'S COMMITTEES

The Board of Directors have constituted the following Committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders Relationship Committee; and
4. Corporate Social Responsibility Committee.

The Company is not required to constitute any other type of Committee. The composition and other details about the above Committees of the Board of Directors have been disclosed in the Corporate Governance Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **'Annexure-A'** to this Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the requirements of the Companies Act, 2013, your Company has formulated a CSR Policy, which includes the Company's approach towards CSR activities that may be carried on by the Company, implementation mechanism, monitoring and evaluation, etc.

The annual report on CSR activities and initiatives taken as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended in Annexure-II of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and annexed as **Annexure-B,** and forms an integral part of this report.

As per the requirements of the provisions of section 135 of the Companies Act, 2013, and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has formed a CSR Committee. The composition and other details of the Committee are given in the Corporate Governance Report. During the financial year 2024-25, the Company was required to incur INR 20.17 Lakh for Corporate Social Responsibility. The same has been incurred in promoting education, employability, and livelihoods enhancement as per provisions of the Section 135 of the Companies Act, read with relevant Rules, Schedule-VII and Policy of the Company on Corporate Social Responsibility.

During the financial year 2025-26, the Company is required to incur the expenses of INR 25.46 Lakhs on CSR. A CSR Policy is available on the Company's website at web link: https://www.ashnoortex.com/admin/pdf/CSR-Policy.pdf.

ASHNOOR TEXTILE MILLS LIMITED

ANNUAL RETURN

According to the provisions of Section 134(3)(a) and Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on March 31, 2025, is uploaded on the website of the Company at web link: https://www.ashnoortex.com/admin/pdf/Annual%20 Return-31-03-2025.pdf

VIGIL MECHANISM

The Company has established a robust Vigil Mechanism in the form of Whistle Blower Policy as per provisions of section 177(9) read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 Regulation 22 of the Listing Regulations, which provides freely reporting of any genuine concern to the Chairman of the Audit Committee by any Director(s) or employee(s) of the Company. The policy provides adequate safeguards against victimization to such Director(s) or employee(s). Whistle Blower Policy duly approved by the Board is available on the Company's website at the web link: https://www.ashnoortex.com/admin/pdf/Whistle-Blower-Policy.pdf.

PREVENTION OF INSIDER TRADING

In view of preventing insider trading in the securities and ensuring transparency, and also regulating trading in securities of the Company by the Directors and designated employees, the Company has framed a Code of Fair Disclosure as per the provisions of the Listing Regulations, which is available on the Company's website at the web link: https://www.ashnoortex.com/admin/pdf/Code%20of%20Fair%20Disclosure.pdf

MANAGERIAL REMUNERATION

Details about remuneration as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Rupees in Lakh

Sl. No	Name of Director/KMP	Designation	Remuneration during the Year	Percentage Increase/ Decrease in Remuneration during the Year	Ratio of Remuneration of each Director to median remuneration
1.	Mr. Suneel Gupta	Managing Director	33.00	83.33	29.53
2.	Mrs. (Dr.) Sangeeta Gupta	Whole Time Director	33.00	83.33	29.53
3.	Mr. Abhinav Gupta	Director	0.25	100.00	0.22
4.	Ms. Noor Gupta	Whole Time Director	*0.37	50.00	0.34
		Director	**17.50	100.00	15.66
5.	Mr. Anil Aggarwal	Independent Director	1.00	300.00	0.89
6.	Mr. Sanjay Arora	Independent Director	0.25	-	0.22
7.	Mrs. Divya Agarwal	Independent Director	0.75	200.00	0.67
8.	Mr. Naresh Kumar Aggarwal	Independent Director	0.25	-	0.22
8.	Girish Singh Adhikari	CFO	10.66	51.23	9.54
10.	Yashima Saluja	Company Secretary	4.40	(8.30)	3.94

* Sitting fee for the period before appointment as Whole Time Director

** Remuneration as Whole Time Director

No Commission was paid to Managing Director and Whole Time Directors from the Company. The Company was having 309 (Male -286 and Female-23) permanent employees on the rolls of the Company. There is no increase in the median remuneration of the employees in the financial year.

None of the employees of the Company is drawing remuneration as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, the Company has not given any Loan and Corporate Guarantee, which is covered under section 186 of the Act. The Company has invested of additional funds for the time being available with the Company as given in note number 3 in Balance Sheet, within the limit specified in section 186 of the Act.

COMPLAINT UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

No complaint was received for sexual harassment by Internal Complaints Committee set up under the captioned Act in the financial year 2024-25. Therefore, no complaint was pending for redressal on March 31, 2025.

MATERNITY BENEFITS ACT

During the financial year 2024-25, the Company has complied with the applicable provisions of the Maternity Benefits Act, 1961 as amended.

ACKNOWLEDGMENT

Your Directors express their gratitude and thanks to Banks, Central and State Government Authorities, Stock Exchange, Regulatory Authorities and stakeholders for their continued co-operation and support to the Company and also express their gratitude and thanks to Shareholders, Customers, Suppliers and other business associates for their continued co-operation and patronage. Your Directors also place on record its appreciation for the dedicated efforts put on by the employees of the Company at all levels.

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Registered Office:
Village Khandsa, Behrampur Road
Gurgaon, Haryana-122001
CIN-L17226HR1984PLC033384
E-mail: atml_delhi@yahoo.com
Phone: 0124 4809756
Web: ashnoortex.com
Place: Gurugram
Date: August 13, 2025

ASHNOOR TEXTILE MILLS LIMITED

ANNEXURE-A

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as per the provisions of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report.

1. CONSERVATION OF ENERGY

During the year under review, the Company always tried to conserve/efficiently utilize energy, and it played an important role in increasing the Company's profit. The Company continually made efforts to improve its energy performance. This not only saved energy resources for the future but also avoided wasteful utilization of energy. The Company's profit also increased due to the efficient utilization of energy.

a) Energy Conservation Measures Taken

- The Company continued to control potential areas where there was a possibility of suffering energy loss.
- It has already directed all the employees at all levels to avoid wastage of electricity by effective utilization of computer machines, switching off all computers, the AC System and lights when not required.

b) Utilization of an alternative source of energy

- Presently, the Company is not using any alternative source of energy, but is searching for a good alternative source.

c) Capital Investment in energy-conservative equipment

No significant investment is made in this financial year.

2. TECHNOLOGY ABSORPTION

A. Research and Development

a) Specific areas in which R&D is carried out by the Company

- R&D is an integral part of production is carried out in a continuous manner.

b) Benefits derived as a result of R&D

- Cost reduction

c) Future Plan of Action

- The Company continued to find out more ways to improve the quality of products and reduce costs.

d) Expenditure on R&D

- As mentioned above in 2(A) (a), R&D being an integral part of production is carried out continuously and, therefore, no separate records on expenses incurred on R&D are maintained.

B. Technology absorption, adaptation and innovation

- There is no new technology absorption, adaptation and innovation during the financial year. However, the company made continuous efforts to improve the existing technology being used to increase efficiency wherever possible.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Activities relating to export, initiatives taken to increase exports, development of new export markets for products and export plans

- The Company continuously tried to increase exports in existing markets and also tried to find new markets.

b) Total foreign exchange earned and used during the financial year Income in Foreign Currency Earning in Foreign Currency

Rupees in Lakh

Particulars	2024-25	2023-24
FOB value of Export of Terry Towels (Realization basis)	**12,248.99**	9,029.48

Expenditure in Foreign Currency

Particulars	2024-25	2023-24
Stores and Spares	**35.66**	8.04
Foreign Travelling	**141.98**	141.84
Packing Material	**138.67**	127.97
Total Expenditures	**316.31**	277.85
Net foreign exchange earned	**11,932.68**	8,751.63

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Sd/-
Sangeeta Gupta
Whole Time Director
DIN-00052121

Place: Gurugram
Date: August 13, 2025

ASHNOOR TEXTILE MILLS LIMITED

Annexure-II- Annual Report on Corporate Social Responsibility (CSR) Activities
(Pursuant to Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 [Including any statutory modification(s) or re-enactment(s) for the time being in force])

1. **Brief outline of the CSR Policy of the Company**

   As per the provisions of section 135 of the Companies Act, 2013, and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has framed a CSR Policy in compliance of provisions of the Companies Act, 2013, which includes Company's approach towards CSR activities which may be carried on by the Company as CSR, implementation mechanism, monitoring and evaluation etc. During the financial year 2024-25, the Company has incurred the required amount of INR 20.17 Lakhs on promoting education, employability, and livelihoods enhancement.

2. **Composition of CSR Committee**:

   The composition of the CSR Committee of the Board of Directors formed by the Company is as follows:

Serial Number	Name of Director	Designation / Nature of Directorship	Number of meetings of the CSR Committee held during the year	Number of meetings of the CSR Committee attended during the year
1	Mr. Anil Aggarwal	Chairman / Independent Non-Executive Director	2	2
2	Mr. Suneel Gupta	Member / Managing Director	2	2
3	Dr. (Mrs.) Sangeeta Gupta	Member / Whole Time Director	2	1
4	Mr. Sanjay Arora	Member / Non-Executive Independent Director	2	2

3. Provide the web-link where the Composition of the CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: https://www.ashnoortex.com/admin/pdf/CSR-Policy.pdf. Composition of Committee: https://www.ashnoortex.com/pdf/Composition-of-Commmittees-of-the-Board.pdf.

4. Provide the details of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): **Not applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not applicable**

Serial Number	Financial Year	Amount Available for set-off from preceding financial years	Amount required to be set off for the financial year, if any
Not applicable			

6. Average net profit of the company as per section 135(5): INR 1008.42 Lakh

Amount to be incurred for 2024-25 as per the table below:

Serial Number	Particulars	Amount in Lakh
A	Two percent of the average net profit of the company as per section 135(5)	20.17
B	Surplus arising out of the CSR projects, programmes or activities of the previous financial years	0.00
C	Amount required to be set off for the financial year, if any	0.00
D	Total CSR obligation for the financial year(7a+7b-7c)	20.17

7. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹ Lakh)	Amount Unspent (in Rs.)				
	Total Amount transferred to the Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per the second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount	Date of transfer
20.17	0.00	--	--	--	--

(b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in INR Lakhs)	Mode of implemeen-tation– Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State.	District			Name	CSR registra-tion number
1	Promoting education	ii	Yes	Delhi	West Delhi	20.17 Lakhs	No	Mata Krishnawati Memorial Educational Society	CSR00006897
	TOTAL					0.00			

(d) Amount spent in Administrative Overheads : 0.00

(e) Amount spent on Impact Assessment, if applicable : **NA**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : INR 20.17 Lakhs

(g) Excess amount for set off, if any : **NA**

Sl. No.	Particular	Amount in INR Lakh
(i)	Two percent of the average net profit of the company as per section 135(5)	20.17
(ii)	Total amount spent for the Financial Year	20.17
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.00
(iv)	Surplus arising out of the CSR projects or programmes, or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.00

8. (a) Details of Unspent CSR amount for the preceding three financial years: **0.00**

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in INR Lakhs)	Amount spent in the reporting Financial Year (in INR Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in INR)
				Name of the Fund	Amount (in INR)	Date of transfer	
1.			0.00				
2			0.00				
3.			0.00				
	TOTAL		**0.00**				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

9. In case of creation or acquisition of a capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) : **Not Applicable**

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : **Not Applicable**

For Ashnoor Textile Mills Limited

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Sd/-
Sangeeta Gupta
Director
DIN-00052121

Place: Gurugram
Date: August 13, 2025

ASHNOOR TEXTILE MILLS LIMITED

CORPORATE GOVERNANCE REPORT

1. **Company's Philosophy on Corporate Governance**

The Corporate Governance Report is being prepared in compliance with Regulation 34(3) read with Schedule V(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter in this report referred as "Listing Regulations"), and contains the details of Corporate Governance systems and processes at Ashnoor Textile Mills Limited ("the Company"). The Company adopts policies, processes and practices that help the Company achieve its goal and act as a tool to attain transparency in operations. Board of Directors

a) Composition of the Board

The composition of the Board as on March 31, 2025, conforms to Regulation 17 of the Listing Regulations read with Section 149 of the Act. The Board of the Company is comprised of eight Directors with Executive, Non-Executive Promoter Directors, Non-Executive Independent Directors and Women Directors (Promoter and Independent Directors). The composition of the Board and category of Directors as on March 31, 2025, is as follows:

1.	Mr. Suneel Gupta	-	Managing Director and Chairman (Promoter)
2.	Mrs. (Dr.) Sangeeta Gupta	-	Whole-Time Director (Promoter)
3.	Ms. Noor Gupta	-	Whole Time Director (Promoter)
4.	Mr. Abhinav Gupta	-	Non-Executive Director (Promoter)
5.	Mr. Anil Aggarwal	-	Non-Executive Independent Director
6.	Mr. Sanjay Arora	-	Non-Executive Independent Director
7.	Ms. Divya Agarwal	-	Non-Executive Independent Director
8.	Mr. Naresh Kumar Aggarwal	-	Non-Executive Independent Director

None of the above Directors exceeds the limit of Directors as specified in section 165(1) and the proviso thereof, the Companies Act, 2013 and Regulation 26 of the Listing Regulation. The designation of Mr. Abhinav Gupta changed from Whole Time Director to Non-Executive Director in the Promoter category, effective from May 31, 2024. Further, the designation of Ms. Noor Gupta changed from Non-executive Director to Whole-Time Director in the Promoter category, effective from September 1, 2024.

(b) Number of Board Meetings

During the year under review, 9 (Nine) meetings of the Board of Directors were held on April 22, 2024; May 21, 2024; May 27, 2024; May 30, 2024; August 12, 2024; November 13, 2024; December 26, 2024; February 11, 2025 and March 25, 2025.

Pursuant to provisions of section 173 (1) of the Companies Act, 2013 and Regulation 17(2) of the Listing Regulations, the gap between two Board Meetings did not exceed 120 days. The necessary quorum was present throughout all the meetings. During the year, all the relevant information, inter alia, was placed before the meeting as per the provisions of the Listing Regulations and discussed/ approved by the Board, including information as per Regulation 17(7) of the Listing Regulations read with Part-A of Schedule-II. The Board periodically reviewed the compliance reports of all laws applicable to the Company. The schedule of the Board meetings is decided in advance, in consultation with Directors and communicated to them as per provisions of the Companies Act, 2013, read with relevant Rules and Secretarial Standards-1.

(c) Attendance of Directors in the Board Meetings, Annual General Meeting and their Directorships in other Companies

Name of Directors	Attendance			Other Directorships/ Committee Memberships (in public companies)		
	Number of Board Meetings held during the year	Number of Board Meetings Attended	Last AGM attended (Yes / No)	Director-ships in other public limited companies	Committee membership	Committees' Chairman
Mr. Suneel Gupta	9	9	Yes	--	--	--
Dr. (Mrs.) Sangeeta Gupta	9	8	Yes	--	--	--
Mr. Abhinav Gupta	9	1	Yes	--	--	--
Ms. Noor Gupta	9	4	Yes	--	--	--
Mr. Anil Aggarwal	9	9	Yes	--	--	--
Mr. Sanjay Arora	9	4	Yes	--	--	--
Ms. Divya Agarwal	9	6	No	--	--	--
Mr. Naresh Kumar Aggarwal	9	3	No	--	--	--

All the promoters of the Company are relatives as per provisions in section 2(77) of the Companies Act, 2013, read with rule 4 of Companies (Specification of Definitions Details) Rules, 2014. None of the Non-executive Independent Directors is related to another Independent Director or the Promoter Directors. None of the Non-executive Independent Directors holds any shares in the Company as on March 31, 2025, except Mr. Sanjay Arora. He holds 420 equity shares originally allotted to him many years before he became a Director in the Company.

The Company regularly provides all the statutory and other important items/ information including those envisaged in Listing Regulations to the Board and the Committees thereof either as part of agenda papers well in advance of the Board/Committee Meetings or are tabled in the course of the Meetings to enable the Board/Committees to discharge their responsibilities effectively and to take informed decision. In view of the Board's opinion, all independent directors fulfil the conditions specified in the Companies Act, 2013, and the Listing Regulations, and are independent of management.

All the independent Directors on the Board of the Company are distinguished people, having wide experience in the varied fields and play a vital role in the governance processes of the Board by bringing their expertise and experience in the deliberations of the Board, which enriches the decision making process at the Board/Committees with different points of view and experiences and prevents conflict of interest. The Company's familiarization program explains the roles, rights, and responsibilities in the Company, and the nature of the industry in which the Company operates, to the Independent Directors. A web link showing details of the familiarization program imparted on the web is available on the website of the Company at the web link: https://www.ashnoortex.com/admin/pdf/Familiarization-Programs.pdf.

Code of Conduct for Directors and Senior Management Personnel

Pursuant to Regulation 17(5) of Listing Regulations, the Company has prepared a Code of Conduct for all its Board Members and Senior Managerial Personnel, All the members of the Board and the Senior Managerial Personnel have affirmed compliance with the Code of Conduct as on March 31, 2025, and a Declaration to this effect is attached with this Report. A copy of the code has been put on the Company's website at the link: https://www.ashnoortex.com/admin/pdf/Code-of-Conduct-For-the-Board-Members-and-Senior-Management.pdf.

Skill/Expertise/Competence of the Board of Directors

The Company is engaged in the business of manufacturing, selling, and exporting terry towels, which requires expertise in various branches of quality control, operations, research and development, marketing, Banking, Finance, legal matters, and logistics. The Board of Directors possess the requisite skill, expertise, and competence in these fields. Details of Directors having the above skills, expertise, and competence are as follows:

Serial Number	Name of Director	Designation	Skill/Expertise/ Competence
1.	Mr. Suneel Gupta	Managing Director	Administration, quality control, purchases, production, quality control, and logistics
2.	Mrs. Sangeeta Gupta	Whole Time Director	Administration
3.	Mr. Abhinav Gupta	Whole Time Director	Marketing
4.	Ms. Noor Gupta	Non-Executive Director	Business Administration
5.	Mr. Anil Aggarwal	Non-Executive Independent Director	FCS-Corporate and other Laws, Finance, Banking and Investment
6.	Mr. Sanjay Arora	Non-Executive Independent Director	All are FCA. Finance, Auditing, Banking, Investment
7.	Ms. Divya Aggarwal	Non-Executive Independent Director	
8.	Mr. Naresh Kumar Aggarwal	Non-Executive Independent Director	

2. Committees of the Board

The Board has the following 4 (Four) Committees as on March 31, 2025:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee; and
- Corporate Social Responsibility (CSR) Committee.

The Board takes all the decisions about the constitution of the Committee(s), appointment of its Members, etc. and determines the terms of reference from time to time. Detailed role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided in the following paragraphs/ charts:

ASHNOOR TEXTILE MILLS LIMITED

I. Audit Committee

(a) Composition and Attendance

During the financial year 2024-25, 4 (Four) meetings of the Audit Committee were held. These meetings were held on May 30, 2024; August 12, 2024; November 13, 2024; and February 11, 2024.

The composition of the Audit Committee as on March 31, 2025, and meetings attended by the members of the Committee were as under:

Serial Number	Name of Members	Status	Category	Number of Meetings held	Number of Meetings Attended
1	Mr. Anil Aggarwal	Chairman	Non-Executive Independent Director	4	4
2	Mr. Suneel Gupta	Member	Executive Director – Promoter	4	4
3	Ms. Divya Aggarwal	Member	Non-Executive Independent Director	4	2
4.	Mr. Sanjay Arora	Member	Non-Executive Independent Director	4	3
5.	Mr. Naresh Kumar Aggarwal	Member	Non-Executive Independent Director	4	3

All the members are financially literate as per the requirements of Explanations to Regulation 18(1) of Listing Regulations and have accounting, financial, investment, banking and management expertise. The Company Secretary acts as the Secretary at the meeting of the Audit Committee. The minutes of the Audit Committee Meeting were used to place before the Board and discussed in the meetings. The role of the audit Committee includes that given in Part-C (A) of Schedule-II of the Listing Regulations.

(b) Terms of Reference

The Committee governed as per the regulatory requirements mandated by the Act and Regulation 18 of the Listing Regulations. The Committee reviews and considers the information as specified in Part C (B) of Schedule-II read with Regulation 18(3) of the Listing Regulations.

II. Stakeholder Relationship Committee

(a) Composition and Attendance

During the financial year 2024-25, 14 (fourteen) meetings of the Stakeholder Relationship Committee were held on May 27, 2024, June 20, 2024, August 17, 2024, September 07, 2024, October 25, 2024, November 05, 2024, November 11, 2024, November 21, 2024, January 06, 2025, January 20, 2025, February 04, 2025, February 10, 2025, February 19, 2025 and March 25, 2025. The mostly meetings were held to issue duplicate share certificates to the members who had lost/misplaced their share certificates. The composition of the Stakeholders Relationship Committee and details of the Members' participation at the Meetings of the Committee are as under:

Serial Number	Name of Members	Status	Category	Number of Meetings held	Number of Meetings Attended
1	Mr. Anil Aggarwal	Chairman	Non-Executive Independent Director	14	13
2	Mr. Suneel Gupta	Member	Executive Director-Promoter	14	14
3	Ms. Divya Aggarwal	Member	Non-Executive Independent Director	14	8
4.	Mr. Sanjay Arora	Member	Non-Executive Independent Director	14	7

The committee has the power to consider and resolve the grievances/requests of shareholders, including transfer of shares, non-receipt of annual report, issue of duplicate shares, etc. The Company Secretary has been designated as the Compliance Officer as per the requirements of the Listing Regulations. The Minutes of each Stakeholders Relationship Committee Meeting were placed before the Board of Directors for consideration.

(b) Terms of Reference

The Committee is governed by the provisions mandated by the Act and Regulation 20 of the Listing Regulations. The Terms of Reference of the Committee include the matters as specified in Part-D (B) of Schedule-II:

AT the beginning of the year, no Investor Grievance was pending. During the financial year under review, the Company received 5 (Five) Investor Complaints and resolved the same. No complaint was pending as on March 31, 2025.

To regulate trading in securities by the Directors and designated employees, the Company has adopted a "Code of Conduct Fair Disclosure".

III. Nomination and Remuneration Committee

(a) Composition and Attendance

During the year under review, 1 (one) meeting of the Nomination and Remuneration Committee was held on August 12, 2024. The composition of the Nomination and Remuneration Committee is as under:

Serial Number	Name of the Members	Status	Category	Number of Meetings held	Number of Meetings Attended
1.	Mr. Anil Aggarwal	Chairman	Non-Executive Independent Director	1	1
2.	Mr. Sanjay Arora	Member	Non-Executive Independent Director	1	1
3	Ms. Divya Aggarwal	Member	Non-Executive Independent Director	1	0
4.	Naresh Kumar Aggarwal	Member	Non-Executive Independent Director	1	1

(b) Terms of Reference

The Committee is governed by the provisions mandated by the Act and Regulation 19 of the Listing Regulations. The Terms of Reference of the Committee include the matters as specified in Part – D (B) of Schedule – II.

(c) Performance Evaluation Criteria for Independent Directors

This Committee determines the criteria for the performance evaluation of Independent Directors by the Committee. It finalizes an indicative list of factors that may be evaluated, including attendance and participation by a Director, adherence to ethical standards and code of conduct and cordial inter-personnel relations with other Directors.

(d) Remuneration of Directors

Details of remuneration paid to Managing/Whole Time Directors for the year ended March 31, 2025, are given below:

Amount in Lakh

Name and Designation	Suneel Gupta-Managing Director	Sangeeta Gupta-Whole time Director	Noor Gupta-Whole time Director	Abhinav Gupta – Non-executive Director
Sitting Fee	0	0	*0.37	0.25
Consolidated Salary	33.00	33.00	17.50	0
Perquisites and Allowances	0	0	0	0
Commission Paid	0	0	0	0
Total Remuneration	33.00	33.00	17.87	0.25
Date of appointment/ Re-appointment in the present designation	January 10, 2023	May 1, 2023	September 1, 2024	--
Period of appointment/ Re-appointment	3 years	3 years	3 years	--

*paid when she was a non-executive director.

The Non-Executive Directors, whether of Promoter or independent category, are used to pay the sitting fees for attending the various meetings of the Board and Committee/s of Directors, as may be decided by the Board of Directors. The Sitting Fees may be determined/revised by the Board of Directors from time to time, subject to the overall limits as prescribed under the applicable provisions of the Companies Act, 2013. The details of the sitting fee paid to the non-executive directors are given in the Directors' Report.

None of the non-executive Directors has any pecuniary relationship with the Company except to the extent of receipt of sitting fees for the meetings Board/ Committee(s) of the Directors.

As per the Company's policy, any senior-level employee, including an employee Director, may resign by giving a resignation at least one month/three months (as applicable) notice to the Company or vice versa. The Company has not issued any stock options during the financial year.

IV. Corporate Social Responsibility Committee

(a) Composition and Attendance:

Pursuant to the provisions of section 135 (1) of the Companies Act, 2013, the Company has formed a Corporate Social Responsibility (CSR) Committee. During the year under review, 2 (two) meetings of the Corporate Social Responsibility Committee were held on August 12, 2024 and March 25, 2025. The composition of the Corporate Social Responsibility Committee is as follows:

Serial Number	Name of the Members	Status	Category	Number of Meetings Held	Number of Meetings Attended
1.	Mr. Anil Aggarwal	Chairman	Non-Executive Independent Director	2	2
2.	Mr. Sanjay Arora	Member	Non-Executive Independent Director	2	2
3.	Mr. Suneel Gupta	Member	Managing Director	2	2
4	Mrs. Sangeeta Gupta	Member	Whole Time Director	2	1

Terms of Reference

Terms of reference of the CSR Committee are:

- Formulate and recommend to the Board a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- Recommend the amount to be spent on these activities;
- Monitor the Company's CSR policy periodically; and
- Institution of a transparent monitoring mechanism for the implementation of CSR projects.
- The Company has adopted a policy on Corporate Social Responsibility as required under section 135 of The Companies Act, 2013, which is also available on the website of the Company at the link given in the Directors' Report.

3. General Body Meetings

Location and time for the preceding three Annual General Meetings:

Year	Date	Venue	Time
2021-22	September 29, 2022	Beharampur Road, Village Khandsa, District Gurgaon, Haryana	4:00 p.m.
2022-23	August 28, 2023		
2023-24	September 30, 2024		

All Annual General Meetings (AGM) were held through Video Conferencing and other Audio Visual Means, and the registered office of the Company was deemed the venue for the AGM.

In the Annual General Meeting held on September 29, 2022, the members passed four special resolutions related to the Re-appointment Independent Director, the Re-appointment of Managing Directors, the Re-appointment of Whole-Time Directors, and the payment of sitting fees.

In the Annual General Meeting held on August 28, 2023, the members passed one special resolution related to the alteration of the object clause in the Memorandum of Association.

In the Annual General Meeting held on September 30, 2024, the members passed four special resolutions related to approval of a deviation in the proceeds of the Right Issue, an increase in remuneration of Mr. Suneel Gupta, an increase in remuneration of Dr. (Mrs.) Sangeeta Gupta, and the appointment of Ms. Noor Gupta as Whole Time Director.

During the year under review, the Company has not passed any resolution through postal ballot as per Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

4. Means of Communication

Quarterly Results	Quarterly Results are announced within forty-five days from the end of the respective quarter and are normally published in The Pioneer (English) and Veer Arjun (Hindi).
Any Website	www.ashnoortex.com

The Company neither displays official news releases nor makes any presentation to institutional investors/ analysts.

5. General Shareholders Information

(a) **Date, Time and Venue of 42nd Annual General Meeting (Proposed)**

The 42nd Annual General Meeting of the members of the Ashnoor Textile Mills Limited will be held on Monday, September 29, 2025, at 4:00 p.m. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") and will be deemed to be held at the registered office of the Company.

(b) **Financial Calendar (tentative and subject to change)**

The Company expects to announce the unaudited quarterly results for the year 2025-26, as per the following schedule:

First Quarter	:	On or before August 14, 2025
Second Quarter	:	On or before November 14, 2025
Third Quarter	:	On or before February 14, 2026
Fourth Quarter/Annual	:	On or before May 30, 2026

(c) **Dividend Payment Date**

The Board of Directors has not recommended any dividend for the financial year 2025-26.

(d) **Book Closure**

The Company's Register of Members and Share Transfer Book will remain closed from **Tuesday, September 23, 2025, to Monday, September 29, 2025** (both days inclusive).

(e) **Listing on Stock Exchanges**

The Company's equity shares are listed on the Bombay Stock Exchange, Mumbai (BSE). The Company has paid the Annual listing fees for the financial year 2025-26.

(f) **Registrar and Share Transfer Agents**

M/s MUFG Intime India Private Limited is the Registrar and Share Transfer Agent. Presently, its office is situated at the following address:

Noble Heights, 1st Floor,
Plot NH-2, C-1 Block
LSC, Near Savitri Market
Janakpuri, New Delhi-110058
Email: delhi@in.mpms.mufg.com
Phone: +91 11 49411000
Fax: +91 11 41410591

(g) **Share Transfer System**

The Company/RTA has stopped the transfer of physical shares effective from April 1, 2019. Physical shares received for dematerialization are processed and completed within a period of 15 days from the date of receipt. Bad deliveries are promptly returned to the depository Participants under the advice of shareholders.

(h) **Distribution and Pattern of Shareholding**

(i) Distribution of Shareholding of the Company as on March 31, 2025

Range of Equity Shares In Rupees	Shareholders		Share Capital Amount In Rupees			Share Capital Amount	
	Number	%	Physical	NSDL Demat	CDSL Demat	Rupees	%
0 – 5000	15,317	93.77	1,49,36,610	24,94,560	26,10,610	2,00,41,780	12.58
4,001 – 10,000	614	3.76	21,52,650	9,80,790	12,97,260	44,30,700	2.78
10,001 – 20,000	241	1.47	9,16,730	9,61,840	14,84,280	33,62,850	2.11
20,001 – 30,000	49	0.30	1,90,190	4,04,930	6,39,970	12,35,090	0.78
30,001 – 40,000	36	0.22	2,04,150	4,45,390	6,35,220	12,84,760	0.81
40,001 – 50,000	16	0.10	1,29,500	3,30,220	2,72,870	7,32,590	0.46
50,001 –1,00,000	23	0.14	1,63,310	5,58,720	9,88,380	17,10,410	1.07
1,00,001 and Above	39	0.24	1,14,100	9,24,16,450	3,39,94,380	12,65,24,930	79.41
Total	**16,335**	**100**	**1,88,07,240**	**9,85,92,900**	**4,19,22,970**	**15,93,23,110**	**100**

(ii) Shareholding Pattern of the Company as on March 31, 2025

Category of Shareholders	Number of shareholders	Number of Shares held	Percentage of holding
Promoters	4	11,419,536	71.68
Financial Institutions, Mutual Funds and Banks	3	21,455	0.13
Foreign Banks	1	140	0.00
NRIs	26	52,724	0.33
Foreign Nationals	7	13,258	0.08
Individual shareholders	15,969	4,011,604	25.18
Bodies Corporate	55	49,583	0.31
HUF	78	114,877	0.72
Clearing Members	1	1,600	0.01
Trust	1	1,120	0.01
Unclaimed Suspense (Escrow) Account	1	246,414	1.55
Total	**16,146**	**1,59,32,311**	**100**

Note: The difference in the number of shareholders k(i) and k(ii) is due to the clubbing of folios having similar Permanent Account Numbers.

(i) **Outstanding GDRs/ADRs/Warrants or any Convertible Instrument**

The Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments that have an impact on the equity share capital of the Company.

(j) The ISIN No. of the Company is INE372I01018. 88.19% of the total paid-up share capital had been dematerialized as at March 31, 2025, with the two depositories.

(k) **Plant Location**
Behrampur Road,
Village Khandsa
District Gurgaon, Haryana-122001

(l) **Address for Correspondence**
Ashnoor Textile Mills Limited
Behrampur Road, Village Khandsa
District Gurgaon, Haryana-122001
Phone: 0124 4809756
E-mail: atml_delhi@yahoo.com

6. Other Disclosures

(a) Related Party Transactions

During the year, the Company had no materially significant related party transactions with any related party, which is considered to have a conflict with the interests of the Company at large. All the Directors and Key Managerial Personnel have made Suitable disclosures, where they and/or their relatives have a personal interest. A detailed disclosure on related party transactions has been made at Note number 46 in Notes to Financial Statements. The web link for the policy on dealing with related party transactions at the website of the Company is: https://www.ashnoortex.com/admin/pdf/Policy-on-Related-Party-Transactions.pdf

(b) Penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority

The Company has complied with all applicable provisions of the Listing and other regulations issued by the SEBI from time to time, as amended. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI, or any other Statutory Authority on any matter related to Listing Regulations or Capital Markets during any year under review.

(c) Vigil Mechanism and Whistle Blower Policy

The Company has formed a Vigil Mechanism and Whistle Blower Policy for directors and employees to report genuine concern as per the provisions of Section 177 read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of Listing Regulations. This mechanism provides adequate safeguards against the victimization of employees and directors who may avail themselves of the vigil mechanism. The Company do hereby affirm that no person has been denied access to the Audit Committee. The web link to the policy on vigil mechanism has been provided in the Directors' Report.

(d) Accounting Treatment

The financial statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013. The Company has not followed any accounting treatment different from that prescribed in the applicable standards.

(e) Subsidiary Company

The Company does not have any subsidiary/material subsidiaries. However, the policy to determine material subsidiary is available on the Company website at https://www.ashnoortex.com/admin/pdf/Policy-for-Material-Subsidiary.pdf.

(f) Risk Management

The Company has framed the procedures to inform the members of the Board about the different types of risk assessment and minimization procedures. Disclosures related to Financial Risk, Liquidity Risk, Market Risk, Foreign Currency Risk, Interest Rate Risk, Credit Risk and managing the same are given in note number 32 (c) of the Audited Financial Statement. However, the Company is not required to formulate a Risk Management Committee.

(g) Recommendation of Committees

The Board has accepted all the mandatorily recommendations of the various Committees during the relevant financial year.

(h) Utilization of Funds

The Company has not raised any funds through preferential allotment/qualified institutional placement during the financial year. However, the Company has raised INR 637.29 Lakhs via Right Issue by allotment of 3,186,462 equity shares of INR 10 each at an issue price of INR 20 per share. The Company has utilized all the funds before March 31, 2025.

(i) Code of Conduct

A comprehensive Code of Conduct (the Code), framed by the Company as per provisions of the Companies Act and Listing Regulations, which applies to all the Directors (including Independent Directors) and senior management personnel and includes the duties of independent directors as laid down in the Act. This Code provides guidance and support needed for the ethical conduct of business and compliance with provisions of all applicable laws. The said code has been circulated to all the Directors and Senior Management Personnel, and they affirm compliance with the code of conduct every year. A declaration signed by the Managing Director is appended to this report. A web link to the code is given in the Directors' Report.

(j) Risks and Hedging Activities

The fluctuation in foreign currency exchange rates may have a potential impact on the statement of profit and loss as the company is engaged in exports and realizes its sales in US dollars. Considering the countries and economic environment in which the Company operates, its operations are subject to risk arising from fluctuations in exchange rates in the countries to which it exports. The company adopts a suitable hedging policy to mitigate the impact of forex fluctuations on routine operations.

The main raw material used by the Company is cotton yarn, which is subject to variation in prices. The Company uses cotton yarn procured from the domestic market. Its prices are dependent on the Indian crops of cotton yarn, climatic conditions and demand and supply in national/international markets. The other raw materials are dyes, chemicals, packing materials and store items whose prices vary according to domestic factors, crude oil prices and overall demand and supply. The Company does not do any hedging of commodities.

(k) Payment of the fee to Statutory Auditors

The total fee of INR 100,000 was paid to the Statutory Auditors for all the services provided by them.

(l) Loans and Advances

The Company has not given any loans and advances in the nature of loans to firms/companies in which directors are interested.

(m) Credit Rating

The Credit rating for the bank loan facility to INR 80 crores till March 31, 2026, is rated to "CRISIL BBB-/Positive" (Previous year-"CRISIL BBB-/Stable") for the long term, and "CRISIL A3" (Previous year- CRISIL A3) for the short term.

(n) Review of Directors' Responsibility Statement

The Board, in its report, has confirmed preparation of annual accounts as per Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, and sufficient care has been taken for maintaining adequate accounting records.

(o) Conditions of Corporate Governance

During the year, the Company has complied with all the conditions of Corporate Governance requirements as stipulated in the Listing Regulations.

(p) Non-disqualification of Directors

A certificate from M/s Anil Arora & Associates, Company Secretaries, has been issued a certificate stating that none of the Directors of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs/SEBI.

(q) Conditions of Corporate Governance

During the year, the Company has complied with all the applicable conditions of Corporate Governance requirements as stipulated in the Listing Regulations, including requirements specified in regulations 17 to 27 and clauses (b) to (i) of Regulations 46(2) of the Listing Regulations. The Company has also complied with all the requirements of sub-paragraphs (2) to (10) of the Corporate Governance Report as Schedule V (C).

(r) Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013

Details of Complaints during the financial year are as follows:

Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as on end of the financial year	0

(s) Disclosure concerning demat suspense account/unclaimed suspense account

Details of undelivered /unclaimed shares are as follows:

Serial Number	Particulars	Number of Shareholders	Number of Shares
1.	Opening Balance as on April 1, 2024	1,558	247,843
2.	Shares claimed by the shareholders during the financial year 2024-25	6	2,290
3.	Closing Balance as on March 31, 2025	1,552	245,553

The voting rights of the shareholders whose shares are in an unclaimed suspense account have been frozen, and shall be refrozen only after transfer of their shares from the unclaimed suspense account to the demat accounts of the respective shareholders.

(t) Disclosures of agreements

The Company has not entered into any agreement that may impact the management or control of the Company or impose any restriction or create any liability upon the Company.

(u) Discretionary Requirements of Listing Regulations

(i) The Board of Directors

The Chairman of the Company is the Executive Chairman (Managing Director). All the Directors, including Independent Directors, are appointed/re-appointed by the Board/shareholders from time to time as per applicable provisions of the Companies Act, 2013 and the Listing Regulations.

(ii) Members' Rights

The Company declares/publishes quarterly, half-yearly and annual financial results in the English/ Hindi newspapers and posts on the Company's website www.ashnoortex.com. The company does not send/mail the results to every member of the Company.

(iii) Unmodified Audit Report

There are no Audit Qualifications in the Company's financial statements for the financial year 2024-25.

(iv) Women Director

Though the Company is not ranked from 1001 – 2000 as per the list prepared by the recognized Stock Exchange in terms of Regulation 3(2) of the Listing regulations, it has one woman independent director and one woman promoter director.

7. Compliance Certificate

The Compliance Certificate for Corporate Governance issued by the Statutory Auditors of the Company is annexed to this report. This Certificate was placed before the Board meeting held on May 29, 2025.

8. CEO/CFO Certifications

The Managing Director and Chief Financial Officer of the Company have given annual certification as per Regulation 17(8) of the Listing Regulations to the Board at its meeting held on May 29, 2025.

By the order of the Board

Sd/-	**Sd/-**	
Suneel Gupta	**Sangeeta Gupta**	
Managing Director	**Director**	**Place: Gurugram**
DIN-00052084	**DIN-00052121**	**Date: May 29, 2025**

DECLARATION REGARDING CODE OF CONDUCT

I, Suneel Gupta, Managing Director of the Company, hereby certify that the Board members and Senior Management Personnel has affirmed compliance with the Code of Conduct for the financial year ended March 31, 2025, as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sd/-	
Suneel Gupta	
Managing Director	**Place: Gurugram**
DIN-00052084	**Date: May 29, 2025**

ASHNOOR TEXTILE MILLS LIMITED

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of
Ashnoor Textiles Mills Limited

We have examined the compliance of conditions of Corporate Governance by **Ashnoor Textiles Mills Limited** ("the Company") for the year ended on 31st March, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

The Compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion: -
Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restrictions on use: -
This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For KSA & Co.
Chartered Accountants
Firm registration No. : 003822C

Sd/-
RASMI RANJAN JATI
Partner
Membership No. : 511397
UDIN No. : 24511397BMMIKW6747
Place: New Delhi
Date: May 29, 2025

ASHNOOR TEXTILE MILLS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. Business Overview

Ashnoor Textile Mills Limited is engaged in the manufacture and export of terry towels. It has only one plant located at Gurugram. The company generates more than 70% of its income from operations through the export of its products. The main exports are to the USA. So, the business prospects of the company are dependent on global, particularly the economic conditions in the USA, as well as the Indian economy.

B. Industry Structure and Development

India's textile sector provides livelihoods to millions of households and is the second largest employer, employing more than 40 million workers. The textile sector, generating formal and productive jobs, has the potential for broader social transformation, generating exports and growth. The terry towels form an integral part of the textile segment. The demand for terry towels varies across countries depending upon various factors like population, demographics, living style, economic status, and climatic conditions. In India, terry fabrics are manufactured mainly in decentralized handloom and power loom sectors, and only 10-15% of total terry fabric production is produced in the organized sector. We are one of the terry towel manufacturers in the organized sector. Most of the organized sector units are engaged in catering to the export market and also the quality segment of domestic markets.

Europe and the USA continue to be the prime markets for terry towels, but Indian exporters of terry towels have a comparative disadvantage in exporting to Europe due to tariff protection given to exports from other countries like Pakistan, Turkey, and Bangladesh. So, the main focus of the company is to concentrate on exporting to the USA. According to the US Office of Textiles and Apparel data, India caters to about 45% of the total import of terry towels imported by the country. Indian exporters have been able to capture the share due to easy cotton availability and favorable labour conditions.

C. Opportunities and Threats and Future Outlook, and Global Economic Conditions

The company is engaged in the manufacture and export of terry towels, which are used mainly in the hotel industry. After COVID-19, the demand-supply dynamics have undergone volatile changes. In the financial year 2022-23, there was a slowdown in demand due to a cooling down of the pent-up demand seen post covid. The effect of an increase in capacities by the Indian manufacturers post-COVID to fulfil pent-up demand also aggravated the impact of the slowdown in demand. The US Central Bank has followed monetary tightening policies in the last two years post-COVID. Still, the financial year 2024-25 was comparatively better than the earlier one due to the continued normalization process.

Now, although the rate tightening cycle is over and the US was expected to reverse the tightening policy in the coming months, with the change of Government in the USA and the present policies of the US Government, the US interest rates continue to be at elevated levels, which are suppressing the demand. Since we are primarily exporting to the USA, the demand scenario there becomes very important.

The recent increase in tariffs by the US Government has been a shock to the world, and the quantum of increase is unprecedented. The levy of an additional penal tariff of 25% in August 2025 over the previous increase of the reciprocal tariff of 25% has resulted in a temporary virtual halt in exports to the USA.

The trade talks with the Indian Government are going on, and it is expected that the tariffs will be revised to normal levels comparable to other countries in the course of time. But for the time being, a lot of uncertainty continues.

Even if the tariffs on India are brought to levels comparable with the other countries, some pain will still be there in terms of demand slowdown and the margins. Unless things become certain, it is difficult to assess the ultimate impact.

As far as our company is concerned, it is enjoying very good liquidity and a healthy financial position, and it should be in a position to cope with the situation on the liquidity front. The company has improved its margins in the last few years, which should provide a cushion to the tariff impact.

The silver lining is that the raw materials prices are on the lower side, and there is hope for eventual loosening of the interest rate cycle by the US government. In a nutshell, there is a pain in the short run, but things might absorb the current shocks in the medium to long run.

D. Segment Reporting

The company has only one segment of activity, namely Terry Towels, as per the definition of "Segment" according to the Accounting Standard-17 issued by the Institute of Chartered Accountants of India. The company's performance in the said segment has been discussed in detail in this report.

E. Risks and Concerns

For towels, the export demand in India is mainly driven by the US, the largest market for terry towels, and the Company primarily caters to exports to the US. The geographical concentration is a risk. The levy of tariffs by the US Government is the major risk at present, and the matter has been discussed in the earlier paragraphs. The volatility in raw material prices and exchange rate fluctuations are other risks that can turn both favourable and unfavourable. The macro conditions in terms of demand slowdown are also a matter of concern.

F. Internal Control Systems and Their Adequacy

The Company maintains adequate systems of internal controls to ensure that all assets are safeguarded against loss from unauthorized use or disposition. The Company's policies, procedures, and guidelines are in place. The Company also has adequate procedures for internal financial controls to detect and prevent fraud and protect the Company's resources. The financial statements are prepared in accordance with the accounting standards issued by the Institute of Chartered Accountants of India and a report on the Internal Financial Controls under clause (l) of sub-section (3) of Section 143 of the Companies Act, 2013 as given by the Independent Auditors and attached with Annual Report signifies that an adequate internal financial controls system over financial reporting is maintained and such financial controls over financial reporting were operating effectively as at March 31, 2025

G. Financial and Operational Performance

The operations and performance of the Company in the last year, 2024-25, have been extremely satisfactory. During the year under review, i.e. FY 2024-25, the Company's income increased by 35.36831% as compared to that in FY 2023-24. The improvement was on account of sales as well as margins. Due to strict cost control measures adopted and other incomes generated from surplus working capital, the profit after tax increased by 114.80% from Rs 7.43 crore in FY 23-24 to Rs 15.96 crore in FY 2024-25.

The Company's financial position will continue to be very strong.

H. Human Resources/Industrial Relations

The Company has always valued its human resources. It believes in the unlimited potential of each of its staff. Dedicated and efficient employees are great assets of the Company and the most important ingredient

for achieving good performance. During the financial year, the overall industrial relations remained cordial in the Company.

I. Accounting Treatment

The financial statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013. The Company had prepared the Financial Statements for the previous year by complying same Accounting Standards.

Details of significant changes in key financial ratios, along with details, are given below:

Ratios	As on 31.03.2025	As on 31.03.2024	Percentage change	Remarks/ Response
Current	1.89	1.67	13.74%	Surplus cash accruals were invested in marketable securities thereby increasing current assets and current ratio
Debt Equity	0.74	1.18	-37.67	Increase in equity due to issue of shares on the right basis and plough back of profits
Debt Service Coverage	2.31	1.86	24.16%	Increase in profits and repayment of loans
Return on Equity	21.22%	12.32%	72.17%	Increase in profits due to an increase in sales and profit margins
Inventory Turnover	3.27	2.72	20.05%	The ratio increased due to increase efficiency in inventery management
Trade Receivable Turnover	5.27	4.26	23.75%	There was improvment and due to better realization of receiable
Trade Payable Turnover	27.31	21.89	24.76%	Quick payment of creditors due to easy liquidity.
Net Working Capital Turnover	3.81	5.96	-36.08	Increase in current assets
Net Profit	8.67%	5.47%	58.57%	Increase in profits due to an increase in sales and profit margins
Return on Capital Employed	24.82%	16.54%	50.06%	Increase in profits due to an increase in sales and profit margins
Return on Investment	19.95%	31.97%	-37.60%	Decline in profitability on investment in securities.
Operating Profit	13.55%	10.28%	31.83%	Increase in Margins

Disclaimer

Readers are cautioned that this discussion and analysis contain certain forward-looking statements. All these statements always have certain risks and uncertainties. Actual results could differ materially from those expressed or implied, and the Company is not bound to publicly update or revise forward-looking statements. Therefore, readers are cautioned not to place undue reliance on these forward-looking statements.

For Ashnoor Textile Mills Limited

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Sd/-
Sangeeta Gupta
Director
DIN-00052121

Place: Gurugram
Date: May 29, 2025

ASHNOOR TEXTILE MILLS LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Ashnoor Textile Mills Limited
Behrampur Road, Village Khandsa
Gurugram, Haryana-122001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Ashnoor Textile Mills Limited** (**CIN: L17226HR1984PLC033384)** and having registered office at **Behrampur, Khandsa Village, Gurugram, Haryana-122001** (hereinafter referred to as 'the Company'), produced before us by the Company to issue this Certificate, under Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the MCA Portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Serial Number	Name of the Director	Designation of Director	DIN	Date of Appointment in the Company
1	Mr. Suneel Gupta	Managing Director	00052084	21/01/1984
2	Dr. (Ms.) Sangeeta Gupta	Whole time Director	00052121	09/03/1994
3	Mr. Abhinav Gupta	Non-Executive Director	02766867	01/10/2009
4	Ms. Noor Gupta	Whole time Director	03611790	09/12/2017
5	Mr. Anil Aggarwal	Non-Executive Independent Director	00224118	01/10/2015
6	Mr. Sanjay Arora	Non-Executive Independent Director	07815311	01/06/2017
7	Ms. Divya Agarwal	Non-Executive Independent Director	08016384	09/12/2017
8	Mr. Naresh Kumar Aggarwal	Non-Executive Independent Director	00224371	27/02/2021

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Company's management. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the Company's affairs.

For Anil Arora & Associates
Company Secretaries

Sd/-
Anil Kumar Arora
Proprietor
FCS Number: 5695
CP Number: 4775
UDIN: F005695G001010578
Place: New Delhi
Date: August 13, 2025

ASHNOOR TEXTILE MILLS LIMITED

FORM NUMBER- MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Ashnoor Textile Mills Limited
Behrampur Road, Village Khandsa
Gurugram, Haryana-122001

We have conducted a Secretarial Audit to verify compliance with applicable statutory provisions and adherence to good corporate practices by **Ashnoor Textile Mills Limited**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating corporate conduct/statutory compliance and expressing our opinion thereon.

Based on my verification of **Ashnoor Textile Mills Limited's** (hereinafter called 'the Company') books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, thereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year that ended on March 31, 2025, according to the provisions of:

1. The Companies Act, 2013, (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956, ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowing {**Not applicable as the Company has not received FDI, ECB, nor made any Overseas Direct Investment during the audit period under review**};
5. The following Regulations and Guidelines as prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, {**Not applicable as the Company has not granted any option to the employees during the audit period**};

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, {**Not applicable as the Company has issued any debt securities during the audit period**};

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with clients **(Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the auditperiod under review)**;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, {**Not applicable as the Company has not delisted its equity shares from the stock exchange during the period under review}**; and

h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998, {**Not applicable as the Company has not bought back any of its securities during the audit period under review**}.

6. We have also examined compliance with the following Acts and rules made under these Acts, Orders, and Rules are specifically applicable to the Company:

a) The Handloom Act, 1985;

b) Central Silk Board Act, 1948;

c) The Textile Committee Act, 1963;

d) Cotton Central Order, 1986;

e) The Textile Undertaking Act, 1995;

f) Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder;

g) Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder;

h) Environment Protection Act and Rules made thereunder.

We have also examined compliance with the applicable clauses of the

a) Secretarial Standards (SS-1 & SS-2) issued by the Institute of Company Secretaries of India; and

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

7. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, Women Directors, and Independent Directors as on March 31, 2025.

The Company used to give adequate notice to all the applicable directors the schedule of the Board/ Committee Meetings, agenda, and detailed notes on the agenda were sent at least seven days in advance except where consent of the Directors was received for scheduling meetings at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board and Committee meetings were carried out unanimously, and views of dissenting members, if any, were captured and recorded as part of the minutes of the meetings of the Board or Committee, as the case may be.

We further report that the compliance mechanism established by the Company and based on certificates issued by the departmental heads of the Company, taken on record by the Board of Directors at their meetings, and the report of the Internal Auditors of the Company. We are of the opinion that the Company has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that, as per the information given to us and the record produced before us, the Company has all the unclaimed shares lying in the Demat Suspense Account of the Company.

During the financial year, the company raised funds by issuing 3,186,462 equity shares of INR 10 each on a right basis to existing shareholders, at the issue price of INR 20 per share. Out of these 1,909,139 equity shares were allotted to the Promoters by adjusting unsecured loans taken by the company from the Promoters against the share application money. The remaining shares were allotted in cash to the Promoters and the public. The company has complied with all applicable provisions of the SEBI regulations and other applicable Laws.

We further report that during the audit period, no other major action, having a bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines and standards, orders, etc., has taken place.

For Anil Arora & Associates
Company Secretaries

Sd/-
Anil Kumar Arora
Proprietor
FCS Number: 5695
CP Number: 4775
UDIN: F005695G001010490
Date: August 13, 2025
Place: New Delhi

PS: This report is to be read with our letter even dated, which is annexed as Annexure-"A" and formsan integral part of this report.

ANNEXURE-A TO SECRETARIAL AUDIT REPORT

The Members,
Ashnoor Textile Mills Limited
Behrampur Road, Village Khandsa,
Gurugram, Haryana-122001

Our report for even date is to be read along with this letter:

1. The maintenance of secretarial records is the responsibility of the Company's management. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on a test basis to ensure that the correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. Wherever required, we have obtained Management representation about compliance with laws, rules, and regulations, and the occurrence of events, etc.
4. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to verification of procedures on a test basis.
5. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Anil Arora & Associates
Company Secretaries

Sd/-
Anil Kumar Arora
Proprietor
FCS Number: 5695
CP Number: 4775
UDIN: F005695G001010490
Date: August 13, 2025
Place: New Delhi

ASHNOOR TEXTILE MILLS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
ASHNOOR TEXTILE MILLS LIMITED

Report on the standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Ashnoor Textile Mills Limited (**"the Company"**), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the statement of Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and profit, changes in equity) and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the Financial Statements and Auditors' Report thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the

financial statements and our auditors' report thereon. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone financial statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act 2013, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has mentioned details of pending litigations in Note Number: 16.1 and 47 of Standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any

person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) contain any material mis-statement.

vii. The company has not declared or paid any dividend during the year as per provisions of section 123 of the Companies Act, 2013.

viii. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and The Company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For KSA & Co.
Chartered Accountants
(Firm's Registration No. 003822C)

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 25511397BMMIKW6747
Place : New Delhi
Date : May 29, 2025

ASHNOOR TEXTILE MILLS LIMITED

Annexure 'A' to the Auditors' Report

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Ashnoor Textile Mills Limited on the accounts of the company for the year ended 31st March, 2025]

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has not any Intangible Assets so does not require to maintain any records.

(b) As explained to us, the major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee, and the lease agreements are duly executed in favor of the lessee) are held in the name of the company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.

(ii) (a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at the end of the year by the Management. In the case of inventories lying with third parties, certificates of stocks holding have been received. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.

(b) The Company has been sanctioned working capital limits in excess of five crore rupees from Bank of Baroda, in aggregate, from banks or financial institutions on the basis of security of current assets i.e stock and book debts; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;

(iii) The Company has during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.

(iv) The Company has not given any Loans and guarantees and security according to provisions of section 185 and 186 of the Companies Act, 2013: and therefore, the provision of Clause 3(iv) of the said Order is not applicable to the Company.

(v) Based on our scrutiny of the company's records and according to the information and explanation provided by the management, in our opinion the Company has not accepted any deposits from the public within the meaning of Rule 2 of the Companies (Acceptance of Deposits) Rules, 2014 or any directives issued by the Reserve Bank of India.

(vi) As informed to us, the Central Government has not prescribed for maintenance of cost records for any of the products of the Company under sub-section (1) of Section 148 of the Act.

(vii) In respect of statutory dues:

(a) According to the records of the Company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Tax Deducted at Sources, Goods and Service Tax and other material statutory dues applicable to it, with the appropriate authorities and According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Tax Deducted at Source, Goods and Service Tax and other material statutory dues in arrears/ were outstanding as at March 31, 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

(viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);

(ix) (a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;

(b) Company is not declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanation given to us, funds raised on short term basis have not been utilized for long-term purposes.

(e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.

(f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.

(x) (a) The company has not raised any money from initial public offer or further public offer (including debt instruments)

(b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(xii) In our opinion and to the best of our information and according to the explanations given by the management, we are of the opinion that the company is not a nidhi hence, in our opinion, the requirements of Clause 3(xii) of the Order do not apply to the company.

(xiii) In our opinion and to the best of our information and according to the explanations given by the management, Transactions with the related parties are in compliance with sections 188 of Companies Act, 2013 and disclosed in Note No -47 of Financial Statements for the year ended March 31, 2025 and section 177 of Companies Act, 2013 is with in the limit to the said company.

(xiv) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.

(xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.

(xvi) In our opinion and to the best of our information and according to the explanations given by the management, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

(xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within

a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) The provisions of Section 135 towards corporate social responsibility are applicable on the company.

(a) in respect of other than ongoing projects, the Company has not transferred the unspent amount to a fund specified in schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub section (5) of section 135 of the said act.

(b) Not Applicable.

(xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For KSA & Co.
Chartered Accountants
(Firm's Registration No. 003822C)

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 25511397BMMIKW6747
Place : New Delhi
Date : May 29, 2025

ASHNOOR TEXTILE MILLS LIMITED

ANNEXURE A TO THE AUDITORS' REPORT

Report on the Internal Financial Controls Under Clause (I) of sub section (3) of Section 143 of The Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Ashnoor Textile Mills Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with Guidance Note of Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about adequacy of the internal financial controls over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting included those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the Management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detections of unauthorized accusation, use, or disposition of the company's assets that could have a material effect on the financial statement.

Inherent Limitations of Internal Financial Control over Financial Reporting

Because of the inherent limitations of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate the internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KSA & Co.
Chartered Accountants
(Firm's Registration No. 003822C)

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 25511397BMMIKW6747
Place : New Delhi
Date : May 29, 2025

ASHNOOR TEXTILE MILLS LIMITED

BALANCE SHEET AS AT MARCH 31, 2025

PARTICULARS	NOTE NUMBER	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
ASSETS			
Non Current Assets			
(a) Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant and Equipment	2	**3,802.76**	4,006.95
(b) Financial Assets			
(i) Investments	3	**124.00**	108.00
(c) Other Non Current Assets	4	**30.78**	126.41
Current Assets			
(a) Inventories	5	**4,462.14**	3,813.33
(b) Financial Assets			
(i) Investments	6	**3,148.45**	2,521.17
(ii) Trade Receivables	7	**3,727.47**	3,040.29
(iii) Cash and Cash Equivalents	8	**9.62**	231.07
(iv) Other Bank Balances	9	**161.22**	234.69
(d) Other Current Assets	10	**1,229.05**	1,541.99
Total Assets		**16,695.49**	15,623.90
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	11	**1,593.23**	1,274.58
(b) Other Equity	12	**7,046.26**	5,131.57
LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	**833.58**	1,903.48
(b) Provisions	14	**107.74**	76.00
(c) Deferred Tax Liability (Net)	15	**356.15**	369.41
(d) Other Non-Current Liabilities	16	**32.55**	32.55
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**5,524.83**	5,661.18
(ii) Trade Payables	18		
(a) Total outstanding dues of MSME		**104.66**	-
(b) Total outstanding dues of other than MSME		**378.48**	531.82
(b) Other Current Liability	19	**222.35**	447.75
(c) Provisions	20	**495.66**	195.55
Total Liabilities		**16,695.49**	15,623.90

Notes on Financial Statement	2 to 47
Significant Accounting Policies	1

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For KSA & Co.
Chartered Accountants
Firm Registration Number: 003822C

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 25511397BMMIKW6747

Place: New Delhi
Date: May 29, 2025

For Ashnoor Textile Mills Limited

Sd/-
SUNEEL GUPTA
Managing Director
DIN-00052084

Sd/-
SANGEETA GUPTA
Whole Time Director
DIN-00052121

Sd/-
YASHIMA SALUJA
Company Secretaries
Membership Number : A36764

Sd/-
GIRISH SINGH ADHIKARI
Chief Finance Officer
PAN-AEEPA9502R

ASHNOOR TEXTILE MILLS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

PARTICULARS		NOTE NUMBER	Year Ended March 31, 2025 ₹ In Lakh	Year Ended March 31, 2024 ₹ In Lakh
INCOME				
(I)	Revenue from Operations			
	(a) Sale of Products	21	**17,599.23**	11,924.32
	(b) Sale of Service		**16.41**	122.98
	(c) Other Operative Income		**232.07**	863.12
(II)	Other Income	22	**569.51**	694.84
	Total Income		**18,417.21**	13,605.26
(III)	**Expenses**			
	(a) Cost of Material Consumed	23	**14,418.54**	9,822.86
	(b) Purchase of Stock-in-Trade	24	**69.00**	79.20
	(c) Change in Inventory of finished, work-in-progress and stock-in-trade	25	**(964.04)**	128.84
	(d) Employee Benefit Expenses	26	**248.04**	186.50
	(e) Finance Costs	27	**481.35**	529.66
	(f) Depreciation Expenses	2	**423.90**	433.10
	(g) Other Expenses	28	**1,688.57**	1,454.45
	Total Expenses		**16,365.36**	12,634.60
(IV)	**Profit Before Exceptional and** Extraordinary Items and Tax		**2,051.85**	970.65
(V)	Extra Ordinary Items	29	**(1.75)**	1.35
(VI)	**Profit Before Tax**		**2,050.10**	972.00
(VII)	Tax Expenses			
	(a) Current Tax		**(467.32)**	(172.00)
	(b) Previous Year Tax Paid Excess of Provision		**-**	(46.74)
	(c) Deferred Tax		**13.27**	(9.70)
(VIII)	**Profit For the Year**		**1,596.04**	743.56
(IX)	Earning Per Equity Share			
	(a) Basic Earning Per Share		**12.52**	5.83
	(b) Diluted		**12.52**	5.83
	(c) Weighted Average Number of Equity Shares		**15,932,311**	12,745,849
(X)	**Notes on Financial Statements**	2 to 47		
(XI)	**Significant Accounting Policies**	1		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For KSA & Co.
Chartered Accountants
Firm Registration Number: 003822C

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 25511397BMMIKW6747

Place: New Delhi
Date: May 29, 2025

For Ashnoor Textile Mills Limited

Sd/-
SUNEEL GUPTA
Managing Director
DIN-00052084

Sd/-
SANGEETA GUPTA
Whole Time Director
DIN-00052121

Sd/-
YASHIMA SALUJA
Company Secretaries
Membership Number : A36764

Sd/-
GIRISH SINGH ADHIKARI
Chief Finance Officer
PAN-AEEPA9502R

ASHNOOR TEXTILE MILLS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

S. No.	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit/(Loss) Before Tax and Extraordinary Items	**2,051.85**	**970.65**
	Adjustments for :		
	Depreciation	423.90	433.10
	Other Income	81.07	46.30
	Interest Paid	481.35	529.66
	Profit on Sale of Assets	(1.75)	1.35
	Operating Profit Before Working Capital Changes	**2,877.78**	**1,885.76**
	Adjustments for:		
	Trade and Other Receivables	(278.62)	(472.94)
	Inventories	(648.82)	(257.93)
	Trade Payments and Liabilities	44.51	579.43
	Cash Generated from Operations	**1,994.86**	**1,734.32**
	Interest Paid	481.35	529.66
	Net Gain/Loss on Foreign Currency Transactions	185.55	72.32
	Income Tax, Deferred and MAT	454.06	228.44
	CASH FLOW BEFORE EXTRAORDINARY ITEMS	**1,245.00**	**1,048.54**
	Extraordinary Items	(1.75)	1.35
	Net Cash from Operating Activities	**1,243.25**	**1,049.89**
B.	**CASH FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets	226.45	156.34
	Sale of Fixed Assets	5.00	4.30
	Investments	(643.28)	(1,259.53)
	Interest and Other Income	(104.48)	(26.02)
	Net Cash from Investing Activities	**(969.21)**	**(1,437.59)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Issue of Share Capital/Share Application	318.65	0.63
	Proceeds from Long Term Borrowings	(1,069.91)	(753.99)
	Proceeds from Other Borrowings	(136.35)	1,226.84
	Public Issue and Other Expenses	(318.65)	-
	Net Cash from Financing Activities	**(568.96)**	**473.48**
D.	**NET INCREASE IN CASH AND CASH EQUIVALENTS**	**(294.93)**	**85.77**
	Opening Balance of Cash and Cash Equivalents	465.77	379.99
	Closing Balance of Cash and Cash Equivalents	170.84	465.77

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For and on behalf of the Board

Sd/-	**Sd/-**	**Sd/-**	**Sd/-**
SUNEEL GUPTA	**SANGEETA GUPTA**	**GIRISH SINGH ADHIKARI**	**YASHIMA SALUJA**
Managing Director	**Whole Time Director**	**Chief Finance Officer**	**Company Secretary**
DIN-00052084	**DIN-00052121**	**PAN-AEEPA9502R**	**ACS No. - 36764**

AUDITORS' CERTIFICATE

The Board of Directors
Ashnoor Textiles Mills Limited
Village Khandsa, Behrampur Road, District Gurgaon, Haryana - 122001

We have examined the attached cash flow statement of Ashnoor Textiles Mills Limited for the year ended March 31, 2025. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchanges and is based on and in agreement with corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

For KSA & Co.
Chartered Accountants
(Firm's Registration No. 003822C)
Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 25511397BMMIKW6747

Place : New Delhi
Date : May 29, 2025

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

NOTE NO – 1

SIGNIFICANT ACCOUNTING POLICIES

a) Corporate Information

Ashnoor Textile Mills Limited "the Company" was incorporated on January 21, 1984 under the Companies Act 1956. The registered office of the Company is located at Behrampur, Khandsa Village, Gurgoan Haryana- 122001.The main objective of the Company is to manufacture and export of white terry towel.

b) Basis of Preparation and Presentation

i. The financial statements have been prepared on the historical cost and accrual basis of accounting and are in compliance with the Indian Accounting Standards (referred to as "Ind AS") notified under section 133 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and applicable provisions of the Companies Act, 2013.

ii. Upto the year ended March 31, 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

iii. These financial statements are the Company`s first Ind AS standalone financial statements. Company's financial statements are presented in Indian Rupees (`), which is also its functional currency.

c) Property, plant and equipment

i. Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

ii. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

iii. Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

d) Depreciation

i. Depreciation on Fixed Assets has been provided on Straight Line Method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013..

ii. Depreciation on additions to fixed asset during the year has been provided on pro rata basis from the date of such addition.

iii. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

iv. Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.

v. Depreciation on amount, added to/reduced from the cost of asset consequent to increase/decrease in liability towards creditors for capital goods, due to change in foreign exchange rate, is provided prospectively for the remaining life of the assets at the rates on which concerned asset has been depreciated so far.

e) Impairment of Assets

The **Carrying** amounts of assets are reviewed at each balance sheet if there is any indication of impairment based on internal/external factors. If any indications exist the recoverable value of assets is estimated. An Impairment loss is recognized whenever the carrying amount of an assets is exceeds its recoverable amount, the latter being greater of net selling price and value in use.

f) Capital Work in Progress

Expenditure incurred during construction period on Survey/ Studies/ Investigation/ Consultancy/ Administration/ Depreciation/ Interest etc and other expenditures during construction period is capitalized and treated as Capital-work-in-progress.

g) Use of Estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of revenue, expense, assets and liabilities and disclosures relating to contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the period in which the estimate is revised and in any future period affected.

h) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits. The Company considers cash equivalents as all short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

i) Cash Flow Statement

Cash flow Statement is prepared in accordance with the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated.

j) Finance Cost

i. Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

ii. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

iii. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

k) Inventories

i. Inventory of raw material, packing material, fuels, consumables, dyes and chemicals, are valued on Lower of Cost and Net Realizable Value. Cost is calculated on First in First out (FIFO) basis of costing and is net of subsequently recoverable duties and taxes.

ii. Stock in progress is valued at Lower of Cost and Net Realizable Value. Costs include raw material cost, ascertained on the basis of average cost of purchases, and direct cost incurred up to the stage of production of Grey Yarn, processing and fabrication. Inventory lying for more than six months is valued at half of cost of production.

iii. Finished goods are valued at Lower of Cost and Net Realizable Value. Cost includes raw material cost, ascertained on the basis of average cost of purchases, and direct cost. Old inventory lying for more than six months is valued at half of cost of production. Inventory of rejected finished goods is valued at Net Realizable Value.

iv. Inventory of carpets and trading items is valued on lower of cost and net realizable value.

v. Inventory of waste is valued on net realizable value.

vi. Stores and Spares are charged to expenses on purchase and no inventory is maintained.

l) Investments

Long Term investments are valued at cost. Provision for decrease in market value of the short-term investment is created in the books as unrealized losses.

m) Retirement Benefits

Retirement benefits have been accounted for on accrual basis. Provision of Gratuity is created for the employees who became eligible after completing five years of services under the Payment of Gratuity Act, 1972. Provision of Gratuity has not been provided on the managerial remuneration.

n) Provisions, contingent liabilities and contingent assets

i. A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

ii. Where it is not probable that an outflow of economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability in notes to accounts, unless the probability of outflow of economic benefits is remote.

iii. Contingent Assets are not recognised in the financial statements but are disclosed, where an inflow of economic benefit is probable.

iv. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

o) Revenue Recognition

i. Sale is recorded on CIF value inclusive of freight, insurance and excise duty recovered from the customers.Sale is recognized on the date of dispatch of goods from factory.

ii. Export Sale is recorded at the foreign currency exchange rate prevailing on the date of the transaction.

iii. Sales are recorded on invoice value net of discounts and rebates.

p) Foreign Currency Transactions

i. Expenses and Income in foreign exchange are accounted for at the rates prevailing on the date of transactions and exchange differences on settlement of transaction are taken to the Profit and Loss Account.

ii. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

iii. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

q) Taxation

Deferred Tax:

Deferred tax is recognized, on timing differences, being the difference between taxable and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current Tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The Company's current tax is calculated using tax rate that has been enacted or substantially enacted by the end of the reporting period.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company

r) Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instruments.

On initial recognition, financial assets and financial liabilities are recognised at historical cost that are attributable to the acquisition or issue of financial assets and financial liabilities. In case of financial assets

and financial liabilities which are recognised at fair value through profit and loss (FVTPL), it's transaction costs are recognised in Statement of Profit and Loss.

A. Financial assets:

All regular way purchases or sales of financial assets are recognised and derecognized on a settlement date basis. After initial recognition, financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

a. Classification and Measurement of Financial assets (other than Equity instruments)

i. Financial assets at Amortised Cost:

Financial assets that meet the following conditions are subsequently measured at amortised cost using Effective Interest Rate method (EIR):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

ii. Financial assets at Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI if both the following conditions are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial asset; and
- the contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

iii. Financial assets at fair value through profit or loss (FVTPL)

A financial asset is measured at FVTPL unless it is measured at amortised cost or FVTOCI, with all changes in fair value recognised in Statement of Profit and Loss.

b. Impairment of financial assets

i. Subsequent to initial recognition, the Company recognizes expected credit loss (ECL) on financial assets measured at amortised cost. ECL on such financial assets, other than loan assets, is measured at an amount equal to life time expected losses.

ii. The impairment requirements for the recognition and measurement of ECL are equally applied to Loan asset at FVTOCI except that ECL is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

iii. Impairment of Loan Assets and commitments under Letter of Comfort (LoC):

The Company measures ECL on loan assets at an amount equal to the lifetime ECL if there is credit impairment or there has been significant increase in credit risk (SICR) since initial recognition. If there is no SICR as compared to initial recognition, the Company measures ECL at an amount equal to 12-month ECL. When making the assessment of whether there has been a SICR since initial recognition, the Company considers reasonable and supportable

information, that is available without undue cost or effort. If the Company measured loss allowance as lifetime ECL in the previous period, but determines in a subsequent period that there has been no SICR since initial recognition due to improvement in credit quality, the Company again measures the loss allowance based on 12-month ECL. ECL is measured on individual basis for credit impaired loan assets, and on other loan assets it is generally measured on collective basis using homogenous groups.

iv. The impairment losses and reversals are recognised in Statement of Profit and Loss.

c. De-recognition of financial assets

i. The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

ii. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable, and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity, is recognised in Statement of Profit and Loss if such gain or loss would have otherwise been recognised in Statement of Profit and Loss on disposal of that financial asset.

B. Financial liabilities:

i. All financial liabilities other than derivatives and financial guarantee contracts are subsequently measured at amortised cost using the effective interest rate (EIR) method. EIR is determined at the initial recognition of the financial liability. EIR is subsequently updated for financial liabilities having floating interest rate, at the respective reset date , in accordance with the terms of the respective contract.

ii. De-recognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in Statement of Profit and Loss.

s) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these standalone financial statements is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share based Payments, leasing transactions that are within the scope of Ind AS 17 - Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 : Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 : Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

t) Earning Price Per Share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

As per our report of even date attached

For KSA & Co.
Chartered Accountants
Firm Registration Number: 003822C

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 25511397BMMIKW6747

Place: New Delhi
Date: May 29, 2025

For Ashnoor Textile Mills Limited

Sd/-
SUNEEL GUPTA
Managing Director
DIN-00052084

Sd/-
SANGEETA GUPTA
Whole Time Director
DIN-00052121

Sd/-
YASHIMA SALUJA
Company Secretaries
Membership Number : A36764

Sd/-
GIRISH SINGH ADHIKARI
Chief Finance Officer
PAN-AEEPA9502R

NOTE NUMBER - 2

PROPERTY, PLANT AND EQUIPMENT

₹ In Lakh

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2024	Additions during the year	Adjustments during the year	As at 31-03-2025	Opening Balance As at 01-04-2024	Additions During the year	Adjustments During the year	Closing Balance As at 31-03-2025	Balance As at 31-03-2025	Balance As at 31-03-2024
Tangible Assets										
Land	84.32			**84.32**	-	-		-	**84.32**	84.32
Factory Building	1,352.23			**1,352.23**	815.23	41.65		**856.88**	**495.35**	537.00
Office Building	25.58			**25.58**	23.28	0.88		**24.15**	**1.43**	2.31
Water Treatment Plant	2.03			**2.03**	1.93	-		**1.93**	**0.10**	0.10
Electric Installation	69.53			**69.53**	57.45	3.11		**60.56**	**8.98**	12.08
Plant and Machinery	7,062.28	46.43		**7,108.70**	3,872.62	316.97		**4,189.59**	**2,919.11**	3,189.65
ETP Plant	68.26			**68.26**	41.56	5.87		**47.44**	**20.83**	26.70
Generator Set	44.10		-	**44.10**	42.32	0.22	-	**42.54**	**1.56**	1.78
Furniture and Fixture	41.02	-		**41.02**	14.86	3.89		**18.75**	**22.27**	26.16
Office Equipment	20.55	4.05		**24.60**	10.25	4.43		**14.68**	**9.92**	10.30
Computers	5.06	1.70		**6.75**	4.20	1.05		**5.25**	**1.51**	0.86
Vehicles	321.72	174.28	(40.00)	**456.00**	206.03	45.84	(33.25)	**218.62**	**237.38**	115.69
Grand Total	**9,096.68**	**226.45**	**(40.00)**	**9,283.13**	**5,089.73**	**423.90**	**(33.25)**	**5,480.38**	**3,802.76**	**4,006.95**
Previous year	*8,978.79*	*156.34*	*(38.44)*	*9,096.68*	*4,692.12*	*433.10*	*(35.49)*	*5,089.73*	*4,006.95*	*4,286.66*

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

	PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
3	**NON CURRENT INVESTMENTS**		
	Long Term Trade Investments		
	Investments in Unit Link Plan- Quoted at Cost	**124.00**	108.00
		124.00	108.00
	Net Asset Value of Investment in Mutual Fund/ULP	**147.17**	131.17
4	**OTHER NON CURRENT ASSETS**		
	(Unsecured and Considered Good)		
	Advance other than Capital Advances		
	Security Deposits	**30.78**	26.41
	Other Advances	**-**	100.00
		30.78	126.41
5	**INVENTORIES**		
	(As certified by the management and valued at lower of cost and net realizable value)		
	a) Raw Materials	**781.79**	1,028.56
	b) Stock-in-progress	**2,069.29**	1,170.23
	c) Finished Goods	**1,484.09**	1,446.49
	d) Rejected Stock	**29.19**	1.81
	e) Stores and Spares	**97.79**	166.24
		4,462.14	3,813.33

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
6	**INVESTMENT- CURRENT**		
	Short Term Trade Investments		
	Investment in Equity Instruments: Quoted at Cost		
	Nil (250,000) Equity Shares of Bajaj Hindustan Sugar	-	86.67
	1,00,000 (5,88,500) Equity Share of Bank Of Maharashtra	**56.72**	295.27
	Nil (11,000) Equity Share of Cochin Shipyard Limited	-	46.74
	Nil (50,000) Equity Share of H L V Limited	-	18.28
	Nil (1,00,000) Equity Share of Jaiprakash Assoc	-	18.76
	Nil (4,00,000) Equity Share of Jaiprakash Power Ven	-	52.20
	Nil (50,001) Equity Share of Jammu & Kashmir Bank	-	34.99
	Nil (70,000) Equity Share of N H P C Limited	-	47.36
	Nil (1) Equity Share of Nippon India Etf Liquid Bees	**0.01**	0.02
	Nil (30,000) Equity Share of Punjab Sind Bank	-	19.11
	Nil (2,50,000) Equity Share of Rattanindia Power Ltd	-	16.03
	Nil (1,00,000) Equity Share of Sarveshwar Foods Ltd	-	10.39
	Nil (25,000) Equity Share of S J V N	-	42.44
	Nil (1,50,000) Equity Share of UNITECH LTD	-	9.50
	Nil (49,999) Equity Share of Utkarsh Small Finance	-	31.45
	Nil (25,000) Equity Share of B L Kashyap Sons Limited	-	19.60
	Nil (1,500) Equity Share of Birlasoft Limited	-	11.56
	Nil (35,500) Equity Share of B O I	-	27.14
	Nil (29,655) Equity Share of IDFC Bank Limited	-	35.13
	Nil (20,000) Equity Share of Indian Railway Fin Corp Ltd	-	15.89
	Nil (227,500) Equity Share of South Indian Bank	-	44.30
	Nil (48,000) Equity Share of B O B	-	86.88
	Nil (30,380) Equity Share of Canara Bank	-	91.37
	Nil (1,80,000) Equity Share of Central Bank of India	-	69.99
	Nil (7,500) Equity Share of General Insurance Co	-	25.50
	Nil (45,000) Equity Share of Indiabulls Real Estate	-	39.27
	Nil (50,000) Equity Share of L & T Finance Holdings	-	49.89
	Nil (110,000) Equity Share of P N B	-	55.62
	Nil (31,637) Equity Share of Power Finance Corporation	-	65.22
	Nil (19,800) Equity Share of H D F C Bank Limited	-	306.90

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
Nil (8,084) Equity Share of Housing & Urban Deve	-	6.21
Nil (15,000) Equity Share of IDBI Bank	-	10.47
Nil (2,400) Equity Share of Mishra Dhatu Nigam Limited	-	10.61
Nil (41,000) Equity Share of N B C C (India) Limited	-	28.41
Nil (4,000) Equity Share of Oil India Limited	-	23.74
Nil (22058) Equity Share of Rail Vikas Nigam Ltd	-	28.39
Nil (20,000) Equity Share of Rattan India Enterprises Limited	-	11.97
Nil (276) Equity Share of Route Mobile Limited	-	4.23
Nil (6598) Equity Share of R B L Bank	-	9.45
Nil (45,000) Equity Share of REC Limited	-	153.12
Nil (200,000) Equity Share of Yes Bank	-	55.36
Nil (100,000) Equity Share of Suzlon Energy Limited	-	126.24
Nil (48,400) Equity Share of UCO Bank	-	29.71
19 (19) Share of Sovereign Gold Bond	**0.94**	0.96
Nil (1,68,300) Equity Share of Union Bank of India	-	189.99
Nil (4,000) Equity Share of Vaibhav Global Limited	-	19.80
Nil (16,000) Equity Share of Welspun India Limited	-	14.90
Nil (3,000) Equity Share of Titagarh Rail Systems Limited	-	26.97
Nil (15,000) Equity Share of Texmaco Rail Engineering Limited	-	24.98
Nil (5,006) Equity Share of TCNS Clothing Co	-	21.37
Nil (2,000) Shyam Metalics and Energy	-	12.44
1,050 (Nil) Equity Share of BSE Limited	**58.96**	
30,000 (Nil) Equity Share of Edelweiss Financial	**27.93**	
10,000 (Nil) Equity Share of Inox Wind Limited	**16.69**	
2,500 (Nil) Equity Share of Triveni Turbine Limited	**14.54**	
Investment in Mutual Fund- Quoted at Cost		
HDFC Liquid Fund-Direct Growth	**2,577.41**	24.43
Kotak Business Cycle Fund	**14.00**	14.00
BOB MUTUAL FUND	**15.00**	
H D F C Liquid Fund - Growth Direct-PMS1	**266.27**	
ICICI PRUDENTIAL MULTI-ASSET FUND-GROWTH-PMS	**99.99**	
	3,148.45	2,521.17
Market Value of Quoted Investments	**3,139.43**	3,117.59

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
7	**TRADE RECEIVABLES**		
	(Unsecured and Considered Good)		
	Outstanding for a period less than six months from the date they are due for payment :-	**3,628.72**	3,031.89
	Outstanding for a period More than six months from the date they are due for payment : -	**98.75**	8.40
		3,727.47	3,040.29

7.1 Confirmation from customers were not received and their balances are shown as appearing in the accounts.

8	**CASH AND CASH EQUIVALENTS**		
	a) Balances with Banks:		
	Current Accounts	**5.72**	220.79
	b) Cash on Hand	**3.90**	10.28
		9.62	231.07
9	**OTHER BANK BALANCES**		
	In Bank Deposits*	**161.22**	234.69
		161.22	234.69

* Represents Bank deposit with original maturity over three months from the date of balance sheet. it includes balance with banks to the extend heal as margin money or security against the borrowings, guarantees and other Commitments.

10	**OTHER CURRENT ASSETS**		
	Advance Tax and TDS	**414.89**	191.44
	Prepaid Expenses	**40.60**	31.85
	Receivable from Government Authorities	**506.57**	1,067.00
	Others	**267.00**	251.70
		1,229.05	1,541.99

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

The Comparative figures for the previous years have been regrouped, recast and rearranged wherever necessary to conform to current year's classification under Schedule-III of the Companies Act, 2013. Figures in parenthesis represent previous financial year's figures unless stated otherwise. Amounts are mentioned in Rupees in Lakh.

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
11	**SHARE CAPITAL**		
	AUTHORIZED		
	16,000,000 (16,000,000) Equity Shares of Rs. 10/- each *	1,600.00	1,600.00
	ISSUED, SUBSCRIBED AND PAID UP		
	15, 93, 231 (12,745,849) Equity Shares of Rs. 10/- each	1,593.23	1,274.58
		1,593.23	**1,274.58**

11.1 The reconciliation of shares outstanding is set out below:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number	Amount (₹ in Lakh)	Number	Amount (₹ in Lakh)
Equity Shares outstanding at the beginning of the year	12,745,849	1,274.58	12,745,849	1,274.58
Right Issued during the year	3,186,462	318.65		
Shares outstanding at the end of the year	15,932,311	1,593.23	12,745,849	1,274.58

11.2 Rights, preferences and restrictions attached to equity shares

The Company has only one class of Equity Shares having a par value of Rs. 10 per shares. Each holder of equity shares is entitled to one vote per share. Any shareholder whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders of the same class.

Dividend, if any, proposed by the Board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Company in general meeting can't declare dividend in excess of the amount recommended by the Board. Dividend as declare in the ensuing Annual General Meeting shall be distributed within the period prescribed under the Companies Act, 2013.

In the event of winding up of the Company, Equity Shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. For the said purpose, the liquidator may set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out between the members.

11.3 The details of Share Holders holding more than 5% shares:

Name of Shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Suneel Gupta	5,188,397	32.57%	4,261,841	33.44%
Mrs. Sangeeta Gupta	3,732,715	23.43%	2,986,172	23.43%
Mr. Abhinav Gupta	1,586,000	9.95%	1,586,000	12.44%
Ms. Noor Gupta	912,424	5.73%	445,828	3.50%

11.4 The Board of Directors of the Company has issued 31,86,462 number of Equity Shares of face value of Rs. 10/- each as ("Rights Equity Shares") on dated 27.05.2024 to the eligible applicants in the Rights Issue at an issue price of Rs. 20/- per Equity Share in consultation with the Link Intime India Private Limited ("Registrar to the Issue") and as approved by BSE Limited ("the Designated Stock Exchange for the Issue"). The Right Issue are made as follows:

Particulars	Number of shares
For Cash - Public	1,027,323
For Cash - Promoters	250,000
By conversion of loan	1,909,139
Total Shares Allotted	3,186,462

11.5 The Company has issued 19,09,139 number of right equity shares on conversion of unsecured loan of the directors which is for consideration other than cash and has not issued any bonus shares nor any buy back of shares during five years immediately preceding March 31, 2025.

11.6 Shares held by promoters at the end of the year

Current Reporting Period				% Change during the year
Promotor's Name	SL No	No of shares	% of total shares	
Mr. Suneel Gupta	1	5,188,397	32.57%	-0.87%
Mrs. Sangeeta Gupta	2	3,732,715	23.43%	0.00%
Mr. Abhinav Gupta	3	1,586,000	9.95%	-2.49%
Mrs. Noor Gupta	4	912,424	5.73%	2.23%

Previous Reporting Period				% Change during the year
Promotor's Name	SL No	No of shares	% of total shares	
Mr. Suneel Gupta	1	4,261,841	33.44%	Nil
Mrs. Sangeeta Gupta	2	2,986,172	23.43%	Nil
Mr. Abhinav Gupta	3	1,586,000	12.44%	Nil
Mrs. Noor Gupta	4	445,828	3.50%	Nil

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
12	**RESERVES AND SURPLUS**		
(a)	**Security Premium**		
	Opening Balance	**240.00**	240.00
	Addition due to Issue of Right Shares during the Period	**318.65**	-
	Closing Balance	**558.65**	240.00
(b)	**Capital Reserves**		
	Opening Balance	**32.34**	32.34
	Add: Current Year Transfer	**-**	-
	Closing Balance	**32.34**	32.34
(c)	**Surplus**		
	Opening balance	**4,859.23**	4,115.67
	Add: Net Profit for the current year	**1,596.04**	743.56
	Closing Balance	**6,455.27**	4,859.23
	Grant Total (a+b+c)	**7,046.26**	5,131.57
13	**LONG TERM BORROWINGS**		
	SECURED		
	From Bank -		
	- Term Loan (Refer Note No 13.2)	**424.12**	883.89
	UNSECURED		
	- from Directors (Refer Note No. 13.4)	**409.45**	1,019.59
		833.58	1,903.48
13.1	**Schedule maturity of Long-term borrowings:**		
	Current Maturity (Refer Note No 13.2, 13.3, 13.4)		
	Term Loans	**562.91**	752.63
	Director's Loan- Unsecured	**-**	-
		562.91	752.63
	Non Current Maturity (Refer Note No 13.2)		
	Term Loans	**424.12**	883.89
	Director's Loan- Unsecured	**409.45**	1,019.59
		833.58	1,903.48

Current maturity of long term borrowings are disclosed under "Short Term Borrowings" in Note Number -17 and Non Current maturity under "Secured Term Loan" in Note Number -13

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh

13.2 Term Loan taken from Bank of Baroda for purchase of Machinery, secured by a charge against the respective Machinery, and is repayable in 34 monthly instalments. The outstanding loan amount as on March 31, 2025, is Rs. 710.13 Lakh. During the period company has purchased a Mercedes car for business use on taking a loan from the Bank of Baroda of Rs. 12954750/-, which is payable in 84 installments

13.3 Additional Working Capital Term Loan (AWCTL) of Rs. 750 Lakh and Rs. 550 Lakh are taken from Bank of Baroda to meet the liquidity mismatch due to the COVID-19 pandemic, in addition to the existing facility under the scheme of BGECLS 1.0 (extension). The term loan is repayable in 5 years from the date of disbursement, including a moratorium period of two years for the principal amount. The Principal shall be repaid in 36 equal instalments interest after the moratorium period is over. One of the loans has been repaid during the year.

13.4 Unsecured loans taken from the directors do not carry any interest. Out of the opening balance of Rs. 381,82,780/- has been converted into equity shares and issued right shares as per details given in Note No. 11, point 4.

14	**LONG TERM PROVISIONS**		
	Provision for Employee Benefits		
	(a) Gratuity (unfunded)	**62.66**	32.66
	(b) Bonus	**26.27**	27.14
	(c) Leave Encashment (unfunded)	**18.81**	16.20
		107.74	76.00
15	**DEFERRED TAX LIABILITY (NET)**		
	Difference of WDV of fixed assets between books and income tax	**(1,481.78)**	(1,513.73)
	Disallowances under section 43B	**66.81**	46.06
	Net Temporary Difference	**(1,414.97)**	(1,467.68)
	Effective Rate of Income Tax	**25.17%**	25.17%
	Deferred Tax Assets (Liability)	**(356.15)**	(369.41)
	Less: Charged in Previous Year	**(369.41)**	(359.71)
	Net Deferred Tax Assets (Liability)	**13.27**	(9.70)
16	**OTHER NON CURRENT LIABILITIES**		
	Security Received	**10.50**	10.50
	Others (Refer Note No 16.1)	**22.05**	22.05
		32.55	32.55

PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh

16.1 Interest on late payment of Rs. 2,684,738/- (2023-2024 – Rs. 2,684,738/-) and Rs. 18,725/- (2023-2024 - Rs. 18,725/-) has been levied under the Employees Provident Funds and Miscellaneous Provisions Act, 1952. Appeal has been filed against this demand in the Court and provision has been created for this liability in the books of accounts. Out of this demand, Rs. 498,387/- has been deposited with the authorities under protest and adjusted with this provision amount.

17 SHORT TERM BORROWINGS

SECURED

Current Maturities of Long Term Debt (Refer Note No- 13.1)	**562.91**	752.63
- from Banks		
(a) Packing Credit Limits (Refer Note No 17.1)	**3,227.02**	3,328.79
(b) Foreign Bills Discounted (Refer Note No 17.1)	**1,734.91**	1,579.76
	5,524.83	5,661.18

17.1 Packing Credit, Foreign Bills Limits, Gold Card and Derivatives(Forward Contract) are availed from Bank of Baroda and are secured by hypothecation of present and future stock of raw materials, stock in progress, finished goods, stores and spares, books debts and outstanding receivables.

18 TRADE PAYABLES

Micro, Small and Medium Enterprises	**104.66**	-
Other than Micro, Small and Medium Enterprises	**378.48**	531.82
	483.15	531.82

18.1 Ageing of Trade Payables are reported in Note No 35 forming part of Financial Statements

18.2 The Particulars of dues to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act,2006 (''MSMED Act''), based on the information available with the Company:

Particulars as at	31 March 2025	31 March 2024
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of accounting period	**104.66**	Nil
(b) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	**Nil**	Nil

PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act 2006	**Nil**	Nil
(d) the amount of interest accrued and remaining unpaid at the end of accounting period	**Nil**	Nil
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act 2006	**Nil**	Nil

19	**OTHER CURRENT LIABILITIES**		
	Advance Received From Customers	**29.33**	7.85
	Interest Accured but Not Due	**0.64**	-
	Other Payables	**170.90**	423.36
	Statutory Dues	**21.48**	16.54
		222.35	447.75
20	**SHORT TERM PROVISION**		
	(a) Provision for Employee Benefits		
	(i) Salary and Reimbursement	**21.73**	16.44
	(ii) Employees Contribution To Provided Fund	**5.53**	5.96
	(iii) Employees Contribution to ESI	**1.08**	1.15
	(b) Others		
	(i) Income Tax	**467.32**	172.00
		495.66	195.55
21	**REVENUE FROM OPERATION**		
	(a) Sale of products		
	- Export	**12,590.71**	9,056.51
	- Domestic	**5,008.51**	2,867.81
	(b) Sale of Srvice	**16.41**	122.98
	(c) Other Operating Revenues	**232.07**	863.12
		17,847.70	12,910.42

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
22	**OTHER INCOME**		
	(a) Capital Gain/(loss) on Sale of Shares/MF	**567.10**	659.28
	(b) Gain/Loss on Futures/Options	**(144.66)**	(69.57)
	(c) Interest and Dividend	**81.07**	46.30
	(d) Other Non Operating Income	-	7.31
	(e) Rental Income	**66.00**	51.52
		569.51	694.84
22.1	**Statement of Realized Profit/(Loss) on sale of Investments**		
	Sale of investment (Equity) realized	**567.10**	659.28
	Sale of investment (Derivatives) realized	**138.90**	68.15
		706.00	727.43
23	**COST OF MATERIAL CONSUMED**		
	Raw Material Consumed (Refer Note No 23.1)	**10,352.28**	6,661.59
	Packing Material Consumed	**589.89**	501.79
	Fuel Consumed	**510.41**	410.91
	Dyes and Chemicals Consumed	**1,069.18**	710.97
	Stores and Spares (Refer Note No 23.2)	**156.04**	97.62
	Manufacturing Expenses	**1,740.75**	1,439.98
		14,418.54	9,822.86

23.1 Value of imported and indigenous raw materials, stores and spare parts, components consumed and percentage of each to the total consumption:

Particulars	2024-2025	
	₹ In Lakh	Percentage
Raw Materials:		
Imported	-	-
Indigenous	**10,352.28**	100.00%
Packing Materials		
Imported	**138.67**	0.00%
Stores and Spares:		
Imported	**35.66**	22.85%
Indigenous	**120.37**	77.15%

Particulars	2023-2024	
	₹ In Lakh	Percentage
Raw Materials:		
Imported	-	-
Indigenous	**6,661.59**	100%
Stores and Spares:		
Imported	**8.04**	8.23%
Indigenous	**89.58**	91.77%

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
23.2	**IMPORTS (ON COST, INSURANCE AND FREIGHT BASIS)**		
	Packing Materials (RFID Labels)	**138.67**	127.97
	Stores and Spares	**35.66**	8.04
		174.33	136.01
24	**PURCHASE OF STOCK IN TRADE**		
	Purchase of Towels and Rugs	**69.00**	79.20
	Purchase of Blankets	**-**	-
		69.00	79.20
25	**CHANGE IN INVENTORY OF FINISHED GOODS AND STOCK IN PROCESS**		
	Opening Stocks		
	Stock in Progress	**1,170.23**	1,161.51
	Finished Goods	**1,448.30**	1,585.86
		2,618.53	2,747.36
	Closing Stocks		
	Stock in Progress	**2,069.29**	1,170.23
	Finished Goods	**1,513.28**	1,448.30
		3,582.57	2,618.53
	Change in Inventory	**964.04**	(128.84)
26	**EMPLOYEE BENEFIT EXPENSES**		
	Salaries and Incentives	**236.93**	175.46
	Company's Contribution to PF and ESI	**1.06**	1.58
	Staff Welfare	**10.05**	9.46
		248.04	186.50
27	**FINANCIAL COST**		
	(a) Interest on Term Loan and Working Capital	**424.38**	481.47
	(b) Processing Charges and Bank Charges	**56.97**	48.19
		481.35	529.66

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
28	**OTHER EXPENSES**		
	(a) Clearing and Forwarding	**686.72**	339.27
	(b) Sales Promotion and Documentation	**312.21**	286.42
	(c)Commission	**156.33**	121.83
	(d) Travelling and Conveyance	**166.04**	154.67
	(e) Auditors' Remuneration	**1.00**	1.00
	(f) Electricity and Water Expenses	**2.09**	0.78
	(g) Rent, Rates and Taxes	**33.59**	29.97
	(h) Insurance	**43.88**	49.06
	(i) Vehicle Maintenance	**28.19**	21.11
	(j) Communication Expenditure	**15.21**	12.08
	(k) Fees and Subscription	**3.24**	6.15
	(l) Office Maintenance	**8.30**	4.83
	(m) Legal and Professional Fees	**30.95**	40.53
	(n) Other Office Expenses	**62.47**	298.60
	(o) Shares Brokerage and Other Charges	**118.17**	70.16
	(p) CSR Expenses Paid	**20.17**	17.98
		1,688.57	1,454.45
29	**EXTRA ORDINARY ITEMS**		
	Profit/(Loss) on Sale of Fixed Assets	**(1.75)**	1.35
		(1.75)	1.35
30	**EARNING PER SHARE**		
	Basic and diluted Earning Per Share		
	Profit After Tax	**1,596.04**	743.56
	Number of Equity Shares	**15,932,311**	12,745,849
	Face value per Equity Share (Rs.)	**10.00**	10.00
	Basic Earning Per Share	**12.52**	5.83
	Diluted Earning Per Share (Rs.)	**12.52**	5.83
31	**PAYMENT TO AUDITORS**		
	Audit Fee	**4.00**	4.00
		4.00	4.00

32 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

(a) Capital Management

The Company's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Company funds its operations through internal accruals and aims at maintaining a strong capital base to support the future growth of its businesses.

(b) Categories of financial instruments

Particulars as at	31-03-2025	31-03-2024
A: Financial Assets		
Measured at amortized Cost		
(i) Cash and Cash Equivalents	**9.62**	231.07
(ii) Other Bank Balances	**161.22**	234.69
(ii) Trade Receivables	**3,727.47**	3,040.29
(iii) Investment in Mutual Fund and Shares	**3,148.45**	2,521.17
(iv) Investment in Unit Linked and Shares	**124.00**	108.00
Total Financial Assets	**7,170.76**	6,135.22
B: Financial Liability		
Measured at amortized Cost		
(i) Borrowings	**6,358.41**	7,564.66
(ii) Trade Payables	**107.74**	76.00
Total Financial Liabilities	**6,466.15**	7,640.66

(c) Financial risk management objectives

The Company's management monitors and manages the financial risks relating to the operations of the Company by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk. Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

(i) Liquidity Risk

The Company's Current assets aggregate Rs. 12,737.95 Lakh (2024 - Rs. 11,382.54 Lakh) including Current Investments, Cash and cash equivalents and Other Bank Balances of Rs. 3,319.28 Lakh (2024 - Rs.2986.93 Lakh) against an aggregate Current liability of Rs. 6,725.99 Lakh (2024 - Rs. 6836.30 Lakh).

Further, while the Company's total equity stands at Rs. 8,639.49 Lakh (2024 - Rs.6,406.16 Lakh) , it has non-current borrowings of Rs. 833.58 Lakh (2024 - Rs. 2986.93 Lakh). In such circumstances, liquidity risk or the risk that the Company may not be able to settle or meet its obligations as they become due does not exist.

(ii) Market Risk

The Company is not an active investor in equity markets; it continues to hold certain investments in equity for long term value accretion and also as current investments. The market value of investments in such equity instruments as at 31st March, 2025 is Rs.3286.59 Lakh (2024 - Rs. 3248.75 Lakh). Market risk exposures are measured using sensitivity analysis. There has been no change to the Company's exposure to market risks or the manner in which these risks are being managed and measured.

(iii) Foreign Currency Risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss as the company is engaged in exports and realises its sales in US dollars. Considering the countries and economic environment in which the Company operates, its operation are subject to risk arising from fluctuations in exchange rates in the countries to which it exports. The company adopts suitable hedging policy to mitigate the impact of forex fluctuations on routine operations.

(iv) Interest Rate Risk

The Company is also exposed to interest rate risk, changes in interest rates will affect future cash flows or the fair values of its financial instruments, principally debt because it borrow funds at different interest rate

(v) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Company's bank balances are held with a reputed and creditworthy banking institution resulting to limited credit risk from the counterparties.

Financial Liabilities

Particulars	**31-03-2025**	**31-03-2024**
Borrowings	6,358.41	7,564.66
Other financial liabilities	254.90	480.30

The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Credit risk is actively managed through Buyerwise Exposer, Bank Guarantees, advance payments and forfaiting without recourse to the Company. The company restricts its fixed income investments in liquid securities carrying high credit rating.

(d) Fair value of financial assets and financial liabilities :

The following table presents the fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis

Particulars	Fair Value Hierarchy (Level)	As At March 31, 2025
Financial Assets		
(i) Cash and Cash Equivalents	Level 3	9.62
(ii) Trade Receivables	Level 3	3,727.47
(iii) Investment in Mutual Fund and Shares	Level 1	3,148.45
(iv) Investment in Unit Linked and Shares	Level 1	124.00
Financial Liabilities		
(i) Borrowings	Level 3	6,358.41
(ii) Trade Payables	Level 3	107.74

The fair value of remaining financial assets and liabilities approximate with the carrying amount recognized in the financial statements. There was no transfer between Level 1. Level 2 and Level 3 in the year. The carrying amount of financial assets and financial liabilities measured at amortised cost in the Ind AS financial statements are a reasonable approximation of their fair value since the Company does not anticipate that carrying value would be significantly different from the values that would eventually be received or settled.

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature.

	PARTICULARS	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
33	**ACTIVITY IN FOREIGN CURRENCY**		
	Earnings in Foreign Currency (Realization Basis):		
	FOB value of Export of Terry Towels	**12,248.99**	9,029.48
	Expenditure/Remittances in Foreign Currency:		
	Stores and Spares	**35.66**	8.04
	Foreign Travelling	**141.98**	141.84
	Packing Materials	**138.67**	127.97
	Net Earnings in Foreign Currency	**11,932.69**	8,751.64

		₹ in Lakhs	
34	**Trade Payables ageing schedule:**		
	Micro, Small and Medium Enterprises (MSME)	104.66	-
	Other than Micro, Small and Medium Enterprises	378.48	531.82
		483.15	**531.82**

Outstanding for following periods from due date of payment as at 31st March, 2025

Particulars	< 1 Years	1-2 Years	2-3 Years	>3 Years	Total
Micro, Small and Medium Enterprises (MSME)	104.66	-	-	-	104.66
Other than Micro, Small and Medium Enterprises	372.63	0.12	-	5.73	378.48
Total	**477.29**	**0.12**	**-**	**5.73**	**483.15**

Outstanding for following periods from due date of payment as at 31st March, 2024

Particulars	< 1 Years	1-2 Years	2-3 Years	>3 Years	Total
Micro, Small and Medium Enterprises (MSME)	Nil	Nil	Nil	Nil	-
Other than Micro, Small and Medium Enterprises	523.48	1.67	6.66	Nil	531.82
Total	**523.48**	**1.67**	**6.66**	**-**	**531.82**

35 **Trade Receivables Aging**

As on 31 March 2025

Particulars	Outstanding for following periods from Due Date of Payment				
	< 6 Months	6 Months > 1 Year	1-2 Years	2-3 Years	> 3 Years
(i) Undisputed Trade Receivables – Considered Good	3,628.72	3.86	86.49	-	-
(ii) Undisputed Trade Receivables – Considered Doubtful	-	-	-	-	8.40
(iii) Disputed Trade Receivable – Considered Good	-	-	-	-	-
(iv) Disputed Trade Receivable – Considered Doubtful	-	-	-	-	-

As on 31 March 2024

Particulars	Outstanding for following periods from Due Date of Payment				
	< 6 Months	6 Months > 1 Year	1-2 Years	2-3 Years	> 3 Years
(i) Undisputed Trade Receivables – Considered Good	2,906.50	125.39	-	-	-
(ii) Undisputed Trade Receivables – Considered Doubtful	-	-	-	8.40	-
(iii) Disputed Trade Receivable – Considered Good	-	-	-	-	-
(iv) Disputed Trade Receivable – Considered Doubtful	-	-	-	-	-

36 RATIOS

Ratio	Numerator	Denominator	31-Mar-25	31-Mar-24	% change
Current ratio	Current Assets	Current Liabilities	**1.89**	1.67	13.74%
Debt- Equity Ratio	Total Debt	Shareholder's Equity	**0.74**	1.18	-37.67%
Debt Service Coverage ratio	Net profit before taxes + Interest and lease payments+Non-cash operating expenses(Dep and other amortisations)	Interest & Lease Payments + Principal Repayments	**2.31**	1.86	24.16%
Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	**21.22%**	12.32%	72.17%
Inventory Turnover ratio	Cost of goods sold	Average Inventory	**3.27**	2.72	20.05%
Trade Receivable Turnover Ratio	Gross credit sales - sales return	Average Trade Receivable	**5.27**	4.26	23.75%
Trade Payable Turnover Ratio	Gross credit purchases - purchase return	Average Trade Payables	**27.31**	21.89	24.76%
Net Capital Turnover Ratio	Net sales	Current assets – Current liabilities	**3.81**	5.96	-36.08%
Net Profit ratio	Net Profit	Net sales	**8.67%**	5.47%	58.57%
Return on Capital Employed	Earnings before interest and taxes	Total Assets- Total Current Liabilities	**24.82%**	16.54%	50.06%
Return on Investment	Interest (Finance Income)+dividend +capital gains	Investment	19.95%	31.97%	-37.60%

37 There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

38 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

39 The Company has not granted any Loans or Advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

40 Disclosure on Corporate Social Responsibility Expenses

As per provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, amount to be spent by the Company in CSR activities during the financial year 2025-26 was calculated as under:-

Particulars/Year	As per P & L A/c	Directors Remuneration	Profit U/s 198
	₹ In Lakh	₹ In Lakh	₹ In Lakh
2024-2025	2,050.10	-	2,050.10
2023-2024	972.00	-	972.00
2022-2023	797.23	-	797.23
TOTAL	**3,819.33**	**-**	**3,819.33**
Average Profit Of Three Preceeding Financial Years	1,273.11	-	1,273.11
Provision of CSR 2% On Average Profit Of Three Preceeding Financial Years			25.46
Add: CSR Expenses Brought Forward From Previous Financial Year			-
TOTAL AMOUNT TO BE SPENT			**25.46**
LESS: AMOUNT SPENT DURING THE YEAR			-
AMOUNT TO BE C/F FOR FY 2024-25			**25.46**

40.1 Details of expenditure on Corporate Social Responsibility Activities as per Section 135 of Companies Act, 2013 read with Schedule III are as below

Particulars	2024-2025 ₹ In Lakh	2023-2024 ₹ In Lakh
I) Gross amount required to be spent by the Company	****25.46**	***20.17**
II) Excess amount spent in current year/ provided in Last year and paid in current year	**Nil**	**Nil**
III) Amount Spent/provision made during the year		
Amount spent in Cash		
a) Joy of Safety : Rider Safety Awareness	-	-
b) Assistance to Police	-	-
c) Development of Govt. Schools / Rural Development / Sanitisation	-	-
d) Donation under Education and employement enhanching skills	-	-
e) Donation to Matakrishwati Memorial	-	0.00
Amount yet to be spent in cash (provision taken) *		
a) Joy of Safety : Rider Safety Awareness		
b) Community Health Support		
Total	**0.00**	**0.00**
IV) Cumulative Excess/ (shortfall) (IV-(I-II))	**25.46**	**20.17**

* Spent in 2024-25.

** To be spent in financial year 2025-26.

41 The company has following transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, as on date of Balance Sheet .

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding
Nil	Investments in securities	0.00
Enviroway Waste Water Solutions Private Limited	Receivables	4.98
Nil	Payables	0.00
Nil	Shares held by struck-off Company	0.00
Nil	Other outstanding balances (to be specified)	0.00

42 **Registration of charges or satisfaction with Registrar of Companies**

All the charges or satisfaction of previous year yet to be registered with the Registrar of Companies beyond the statutory period, has not been filed during the year.

43 The company has no holding or downstream companies as on the date of the Balance Sheet. So compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 does not require

44 The Company has not any Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 as on the date of the Balance Sheet. So there are no requirements by the Company to disclose the effect of such Scheme of Arrangements which have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards'.

45 The Company has taken borrowings from banks on the basis of current assets i.e. Inventory and Receivables. The company has filed quarterly returns of current assets with the bank which are agreed with books of accounts.

46 **RELATED PARTY DISCLOSURES:**

(a) Following are related parties:

Key Management Personnel

Mr. Suneel Gupta	Managing Director
Mrs. Sangeeta Gupta	Whole Time Director
Mr. Abhinav Gupta	Non Excitative Director
Ms. Noor Gupta	Whole Time Director
Mr. Naresh Kumar Aggarwal	Independent Director
Mr. Anil Agarwal	Independent Director
Mr. Sanjay Arora	Independent Director
Mr. Divya Agarwal	Independent Director
Mr. Girish Singh Adhikari	Chief Financial Officer
Miss Yashima Saluja	Company Secretary

	As At 31-03-2025 ₹ In Lakh	As At 31-03-2024 ₹ In Lakh
(b) Related party transactions:		
Kay Management Personnel		
Directors Salary	83.50	54.00
Sitting Fees	2.13	1.25
CFO Salary	10.66	7.05
Company Secretary Salary	4.40	4.80
Unsecured Loan From Director		
Mrs. Sangeeta Gupta	12.27	161.58
Mr. Suneel Gupta	-	189.80
Mr. Abhinav Gupta	198.00	292.72
Ms. Noor Gupta	199.18	375.50

(c) No balance has been written off and written back of the related parties during the year

47 **The contingency liability in the matter of legal cases, which has not been provided in Balance Sheet are as follows:**

	Status of litgation as per last disclosure	Date of initiation of litigation or dispute	current status of litigation/dispute
(i)	**GST department Gurgaon**		
	Demand notice for Rs 45,98,225 sent by GST department (Amount includes tax/interest/penality) for Financial Year -2018-2019.	7/22/2024	Apeal filed and same is pending for decision
	Demand notice for Rs 11,058,146.20 sent by GST department (Amount includes tax/interest/penality) for Financial Year -2019-2020.	11/22/2024	Apeal filed and same is pending for decision
(ii)	**Oriental Insurance company Limited**		
	Case filed for grant of balance claim and interest for total amount of Rs 80 Lakhs The case has been filed by the company The amount shown as receivable in books is Rs 1,278,007.73	11/21/2018	The case is pending before the court

(iii)	**Director of Drawbacks , Drawback Division, New Delhi and Commissioner of Customs, ICD, Parparganj, Delhi**		
	Writ petition filed by the company for grant of ROSL benefits for the FY 2017-18 for a total amount of Rs 111,45,620/-	4/25/2023	The case is pending before the court
(iv)	**Provident Fund Department**		
	The case filed against the company for recovery of interest of Rs 27,03,463/- against which Rs 498,387/- has been deposited and balance amount of Rs 22,05,076/- will be due if case is decided against the company. The company has made full provision of Rs 22,05,076/- in the books.	11/23/2011	The case is pending before the court
(v)	**Vat Department Gurugram**		
	Vat Refund Appeal Filed of Rs 2828890/- for the F.Y. 2013-2014	2/20/2020	Apeal filed and same is pending for decision

As per our report of even date attached

For KSA & Co.
Chartered Accountants
Firm Registration Number: 003822C

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 25511397BMMIKW6747

Place: New Delhi
Date: May 29, 2025

For Ashnoor Textile Mills Limited

Sd/-
SUNEEL GUPTA
Managing Director
DIN-00052084

Sd/-
SANGEETA GUPTA
Whole Time Director
DIN-00052121

Sd/-
YASHIMA SALUJA
Company Secretaries
Membership Number : A36764

Sd/-
GIRISH SINGH ADHIKARI
Chief Finance Officer
PAN-AEEPA9502R

ASHNOOR

ASHNOOR TEXTILE MILLS LIMITED

Behrampur Road, Village Khandsa
District Gurgaon, Haryana - 122 001