

ASHNOOR TEXTILE MILLS LIMITED

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the members of the Ashnoor Textile Mills Limited will be held on Tuesday, September 29, 2026, at 4:00 p. m. IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2026, the Report of the Board of Directors and the Auditors thereon.
2. To appoint Ms. Noor Gupta (DIN-03611790), who retires by rotation as a Director and, being eligible, offers herself for re-appointment

SPECIAL BUSINESS:

3. 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, 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, Ms. Noor Gupta (DIN-03611790) be and is hereby appointed as Whole Time Director for a period of three years effective from September 1, 2027, at the remuneration, allowances/perquisites and other terms and conditions as detailed below and will liable to retire by rotation:

Basic Salary : Rs.2,50,000/- per month, consolidated or as may be increased by that time.

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

- a) Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
- b) Use of the Company’s car with driver, use of the Company’s telephone at his residence, and the Company’s mobile. However, personal long-distance calls on the telephone/mobile and use of the car for private purposes shall be billed by the Company to the Whole Time Director.

RESOLVED FURTHER THAT 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 his 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.

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RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase the remuneration of from time to time at the recommendation of the Nomination and Remuneration Committee subject to section 197 and Schedule V of the Companies Act, 2013 and do all such acts, deeds, matters, and things as may be considered necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Abhinav Gupta (DIN: 02766867) as Director (designated as Non-Executive Non-Independent Director) of the Company, in Promoter Category, for a term of Five consecutive years effective from September 30, 2026.

RESOLVED FURTHER THAT the Managing Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

Registered Office:
Village Khandsa, Behrampur Road
Gurugram, Haryana-122001
CIN-L17226HR1984PLC033384
E-mail: atml_delhi@yahoo.com
Phone: 0124 4809756
Web: ashnoortex.com
Place: Gurugram
Date: August 12, 2026

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

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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 Ministry of Corporate Affairs (“MCA”) has, through its various General Circulars issued from time to time in relation to holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the Company’s 43rd AGM will be held through VC/OAVM. Hence, members can attend and participate in the AGM by VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is contained herein and is also available at the Company’s website: www.ashnoortex.com
3. Since this 43rd AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for this meeting. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. MUFG Intime India Private Limited, Registrar and 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.
5. 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”).
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 the Scrutinizer at e-mail ID csdeepakbansal@gmail.com and RTA at delhi@in.mpms.mufg.com, 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 2025-26 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 2025-26 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

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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 votes by Members using such an electronic voting system from a place other than the venue of the AGM ("remote e-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, 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 **Wednesday, September 23, 2026, to Tuesday, September 29, 2026 (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, Noida, 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.**

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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 the provisions of the Companies Act, 2013, Ms. Noor Gupta, Director, will retire by rotation at the Annual General Meeting and, being eligible, has offered herself for re-appointment. The details required to be disclosed about her appointment are given in the explanatory statement of resolution number 3 related to her appointment as a Whole-Time Director effective from September 1, 2027.
21. **Remote e-Voting Instructions for Shareholders:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

The voting period begins on **Saturday, September 26, 2026, at 9:00 AM and ends on Monday, September 28, 2026, 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 **Tuesday, September 22, 2026**, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.

Shareholders are requested to update their mobile number and email ID correctly in their demat accounts to access the remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:
Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8-character DP ID, 8-digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "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.

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METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value Added Services section. 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.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate an OTP
- d) Post successful registration, the user will be provided with a Login ID and password.
- e) Follow the steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- 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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be redirected to the NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “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 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) The system will authenticate the user by sending an OTP to the registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, the user will be able to see the evoting option. The evoting option will have links to e-voting service providers, i.e., MUFG InTime. Click on “MUFG InTime” or “evoting

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link displayed alongside Company's Name", and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see the evoting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, 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.

Login method for 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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> and click on "Login" under 'SHARE HOLDER' tab. Enter details as under:
 1. User ID: Enter User ID
 - NSDL Demat Account - User ID is 8-character DP ID followed by 8 Digit Client ID.

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- 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.
2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

- b) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with details as under:

1. User ID: Enter 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.
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character, at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

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STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

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- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer 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). After selecting the desired option i.e. Favour/Against, click on ‘Submit’.
- f) 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).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “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 “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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](mailto:registered_email_address).

HELPDESK:

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

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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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 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 NSDL helpdesk by sending request at 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 CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding 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 ‘SHARE HOLDER’ tab.
- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case Custodian / Corporate Body/ Mutual Fund 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 “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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 has 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 Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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General Instructions - Shareholders

- 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 have voted on the resolution(s) for a particular “Event” for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

22. INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

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

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the **16-digit demat account number**.
 - Shareholders holding shares in physical form shall select check box – **Folio No.** and enter the **Folio Number registered with the company**.
 - Shareholders 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.
 - **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.
 - **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 is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at **company’s registered email address**.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panelist via active chat-board during the meeting.

Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the 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 link “Cast your vote”.
- b) Enter your 16-digit Demat Account No. / Folio No. 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 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 decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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

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

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

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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Explanatory Statement

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

Item Number-3

The present term of Ms. Noor Gupta, Whole-time Director will be completed on August 31, 2027. Pursuant to the proviso of sub-section 2 of section 196 of the Companies Act, 2013, no appointment of the Whole Time Director shall be made earlier than one year before the expiry of her term. The present term of Ms. Noor Gupta will be completed within less than one year. Therefore, it is proposed to appoint her for a further period of 3 years, effective from September 1, 2027, and fix her remuneration and terms and conditions as given in the resolution. The Nomination and Remuneration Committee, in its meeting held on August 12, 2026, has recommended her reappointment and remuneration to the Board of Directors. The Board has accepted the recommendations of the Nomination and Remuneration Committee approved her appointment as Whole Time Director and fixed her remuneration/terms and conditions, subject to your approval. Her appointment and remuneration is in conformity with the provisions and requirements of Section 196, 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 Rs.5.00 Crores. The Company has not made any default in 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 Company was incorporated on January 21, 1984, and has already started manufacturing Terry Towels (Textile Sector). The Company has not entered into any foreign collaboration. During the financial year ended March 31, 2026, the income of the Company was 10,872.21 Lakh, and the net profit after tax was Rs.848.25 Lakh.

Ms. Noor Gupta, aged 34 years, has a Master's degree in Entrepreneurship from the University of London, UK, is a Director of the Company since 2017, and has good experience in the Textile Industry. Her job profile as Whole-Time Director of the Company is entrusted with the powers of managing the affairs of the Company, including Sales and Marketing of products of the Company. On the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members by passing a special resolution, the Board has appointed her as Whole-Time Director effective from September 1, 2027, for three years at a consolidated monthly remuneration of Rs.2,50,000/- or as may be increased by that time, in its meeting held on August 12, 2026. No recognition/awards have been provided to her by any organization/authority. She is a suitable person for the post of Whole-Time Director of the Company, considering his past association with the Company and her ideas for the growth of the Company, experience and performance as Whole-Time Director of the Company. Presently she is drawing the proposed remuneration, which is favourably 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 Ms. Noor Gupta. The terms of appointment are as given in the special resolution of her appointment in this notice. She is the daughter of Mr. Suneel Gupta, Managing Director, and Mrs. (Dr.) Sangeeta Gupta, Whole-Time Director, and sister of Mr. Abhinav Gupta, Non-Executive Director. She holds 5.73% shares in the Company. The Company's earnings are continuously increasing. But remuneration payable to him exceeds the overall 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

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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, her 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.

Mr. Suneel Gupta, Dr. (Mrs.) Sangeeta Gupta and Mr. Abhinav Gupta being her relatives are interested in resolution number 3 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, concerned or interested, financially or otherwise, in the resolution, and the consent of the members is, therefore, being sought for passing the resolution at item number 3 of the notice as a Special Resolution.

Item Number-4

Pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. In the case of Mr. Abhinav Gupta, approval of members was at the Annual General Meeting held on September 30, 2021. Therefore, it is necessary to get approval of the members for his continuation as a director effective from September 30, 2026, for a period of 5 years. The Nomination and Remuneration Committee (NRC), at its meeting held on August 12, 2026, has provided its recommendation to the Board, and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members seeking their approval for continuation of his Directorship effective from September 30, 2026, for a further term of five years.

Besides Mr. Abhinav Gupta, his mother, Mrs. Sangeeta Gupta, Whole Time Director, his father Mr. Suneel Gupta, Managing Director, and his sister Ms. Noor Gupta, Whole Time Director, are interested in the resolution to the extent of their shareholding in the Company.

None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution, and the consent of the members is, therefore, being sought for passing the resolution at item number 3 of the notice as an Ordinary Resolution.

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CIN-L17226HR1984PLC033384
E-mail: atml_delhi@yahoo.com
Phone: 0124 4809756
Web: ashnoortex.com
Place: Gurugram
Date: August 12, 2026

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084