

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

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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.”

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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.”

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

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 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.

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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 IntimeIndia 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.

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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".

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- 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 “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.

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.

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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:**

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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.

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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).

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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>

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- 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”.

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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 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 is marked 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 the meeting.

Shareholders are requested to speak only when the moderator of the meeting/ management will 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”.

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- 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 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.
- 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 otherwise not barred from doing so, shall be eligible to vote through the e-Voting facility during the 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 fluctuations in 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.

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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,

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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.

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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 benefit 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

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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.

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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.

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

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084