



ASHNOOR

Annual Report

2023-2024

Ashnoor Textile Mills Limited



Board of Directors

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

Registered Office and Factory

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

Auditors

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

Bankers

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

Registrar

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



Contents	Page Number
Notice	1
Directors' Report	17
Corporate Governance Report	30
Management Discussion and Analysis Report	47
Secretarial Audit & Compliance Report	50
Certificate of Non Disqualification of Directors	54
Auditors' Report	55
Balance Sheet	66
Profit and Loss Account	67
Cash Flow Statement	68
Notes to Financial Statement	69

ASHNOOR TEXTILE MILLS LIMITED

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of the members of the Ashnoor Textile Mills Limited will be held on Monday, September 30, 2024, 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, 2024, the Report of the Board of Directors and the Auditors thereon.
2. To appoint Dr. (Mrs.) Sangeeta Gupta (DIN-00052121) 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 pursuant to regulation 32 and any other applicable regulation of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, and applicable provisions of the Companies Act, 2013, and other applicable laws in relation to right issue of the Company for Rs 637.29 lakhs by way of issue of equity shares at a premium of Rs.10/- per share which closed on May 16, 2024, approval of the members be and is hereby granted to change in the objects of the issue whereby lesser allotment on technical grounds by BSE/ RTA of 406,361 equity shares at a premium of Rs.10/- per share to the promoters amounting to Rs. 81,27,220/- was made and consequently the said amount of Rs 81,27,220/- has been allotted to other public shareholders who had subscribed to the issue.

RESOLVED FURTHER THAT approval be and is hereby granted to corresponding lesser adjustment/ repayment of unsecured loans of the promoters by Rs.81,27,220/- thereby leaving the unutilized amount of Rs 81,27,220/- with the company out of issue proceeds.

RESOLVED FURTHER THAT the approval be and is hereby granted to utilize the said unutilized portion of Rs.81,27,220/- for repayment of term loans availed by the Company from Bank of Baroda, 1, Sansad Marg, New Delhi-110001.

RESOLVED FURTHER THAT Mr. Suneel Gupta, Managing Director of the Company be and is hereby authorized to take all the steps which may be considered necessary and expedient by him in this regard to give effect to this resolution”

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

“RESOLVED THAT pursuant to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the

ASHNOOR TEXTILE MILLS LIMITED

Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings held on August 12, 2024, and in partial modification of the Special Resolution passed by the Members of the Company at the Annual General Meeting held on September 29, 2022, for re-appointment of Mr. Suneel Gupta as Managing Director, approval of the members of the Company, be and is hereby accorded to increase his remuneration from Rs.150,000/- per month to Rs.400,000/- per month effective from October 1, 2024, and all other terms and conditions of the aforesaid re-appointment of the Managing Director shall remain unchanged.

RESOLVED FURTHER THAT the Board (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary and settle any question or difficulty that may arise for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

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

“RESOLVED THAT pursuant to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings held on August 12, 2024, and in partial modification of the Special Resolution passed by the Members of the Company at the Annual General Meeting held on September 29, 2022, for re-appointment of Dr. (Mrs.) Sangeeta Gupta as Whole Time Director, approval of the members of the Company, be and is hereby accorded to increase his remuneration from Rs.150,000/- per month to Rs.400,000/- per month effective from October 1, 2024, and all other terms and conditions of the aforesaid re-appointment of the Managing Director shall remain unchanged.

RESOLVED FURTHER THAT the Board (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary and settle any question or difficulty that may arise for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

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 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, 2024, 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

ASHNOOR TEXTILE MILLS LIMITED

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 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, the Company has no profits or its profits are inadequate, the Company shall pay to 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 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."

Registered Office:
Village Khandsa,
Behrampur Road
Gurugram, Haryana-122001
CIN-L17226HR1984PLC033384
E-mail: atml_delhi@yahoo.com
Phone: 0124 4809755
Web: ashnoortex.com
Place: Gurugram
Date: August 12, 2024

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

ASHNOOR TEXTILE MILLS LIMITED

NOTES

1. Explanatory statements pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM are annexed hereto.
2. The Company will conduct its 41st Annual General Meeting (AGM) of the Company 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. Link 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.
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 2023-2024 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 2023-2024 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, Link Intime India Private Limited at www.linkintime.co.in.
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/update the same by writing to the Company with details of the folio number and attaching a self-attested copy of their PAN card at delhi@linkintime.co.in.
 - 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

ASHNOOR TEXTILE MILLS LIMITED

in view of the aforesaid MCA and SEBI Circulars, the Company has obtained the services of Link Intime (India) Private Limited (LIPL) 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 aforesaid Meeting. The facility of casting the votes by the Members using such an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) is also provided by the Company through LIPL.

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 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 the purpose to reckon with the quorum under Section 103 of the Act, 2013.
11. The member who will cast their vote by remote e-voting prior to the meeting 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 **Monday, September 24, 2024, to Monday, September 30, 2024 (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 security 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 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 share 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

ASHNOOR TEXTILE MILLS LIMITED

members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an e-mail 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, Dr. (Ms.) Sangeeta Gupta (DIN-00052121), Whole Time Director, will retire by rotation at the Annual General Meeting and, being eligible, has offered herself for re-appointment. Ms. Sangeeta Gupta, aged Around 63 years is MMBS, has been on the Board since March 9, 1994, having good experience in the textile industry. She is getting remuneration of Rs.1,50,000/- per month. She was holding 29,86,172 (23.43%) shares in the Company on March 31, 2024. She is the wife of Mr. Suneel Gupta-Managing Director and the mother of Mr. Abhinav Gupta-the Whole Time Director and Ms. Noor Gupta- Director and not related to any other Director and Key Managerial Personnel in the Company. She is neither a Director in any other public Company nor a Member/Chairperson of the Committee of the Board of Public Limited Company. She 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. Her attendance in Board meetings is given in the Corporate Governance Report. Mr. Suneel Gupta, Ms. Noor Gupta and Mr. Abhinav Gupta being her relatives are interested in resolution number 2 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.
21. **Remote e-Voting Instructions for Shareholders:**

As per the SEBI circular dated December 9, 2020, 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 27, 2024, at 9:00 AM and ends on Sunday, September 29, 2024, 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 23, 2024, 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:

**The login method for Individual shareholders holding securities in demat mode is given below:
Individual Shareholders holding securities in demat mode with NSDL:**

METHOD 1 - If registered with the NSDL IDeAS facility

Users who have registered for the NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nSDL.com> and click on the “Beneficial Owner” icon under “Login”.
- b) Enter user ID and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to the Link Intime InstaVote website for casting the vote during the remote e- voting period.

OR

ASHNOOR TEXTILE MILLS LIMITED

The user who has not registered for the NSDL IDeAS facility:

- a) To register, visit the URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, the user will be provided with a Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to the Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.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”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to the Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user ID and password
- d) After successful login, the user will be able to see the e-voting menu. The menu will have links to e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to the Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit the URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, the user will be provided a Login ID and password.
- d) After successful login, the user will able to see the e-voting menu.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to the Link Intime InstaVote website for casting the vote during the remote e-voting period.

ASHNOOR TEXTILE MILLS LIMITED

METHOD 2 - By 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 “LINKINTIME” or “e-voting link displayed alongside the Company’s Name” and you will be redirected to Link Intime 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 Successful login, members shall navigate through the “e-voting” tab under the Stocks 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 menu.
- d) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to the Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

Individual Shareholders of the company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for the e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
 2. Click on “**Sign Up**” under the ‘**SHAREHOLDER**’ tab and register with the following details:
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in the NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in the CDSL demat account shall provide 16 Digit Beneficiary ID.
 - 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

ASHNOOR TEXTILE MILLS LIMITED

*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).

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

3. Click on 'Login' under the '**SHAREHOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select the '**View**' icon.
2. An E-voting page will appear.
3. 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).
4. 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.

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 at Sr. No. 2 above). 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) will be sent to the Primary contact person's email ID.
- f) While the first login, the entity will be directed to change the password, and the login process is completed.

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. Members holding shares in the NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
 - ii. Members holding shares in CDSL demat account shall provide 16-digit Beneficiary ID.
 - b. 'Investor's Name' - Enter the full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by the Income Tax Department.

ASHNOOR TEXTILE MILLS LIMITED

- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. The file Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature cards.
- d) Click on the Submit button and the investor will be mapped now.
- e) 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 is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on the 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast a vote. Event No. will be available on the home page of Instavote before the start of remote e-voting.
- d) Enter the '16-digit Demat Account No.' for which you want to cast a vote.
- e) Refer to the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour/Against, click on 'Submit'.
- g) 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 credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in your inbox.
- c) Select the '**View**' icon for '**Company's Name / Event number**'. An E-voting page will appear.
- d) Download a sample vote file from the 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in Excel and upload the same under the 'Upload Vote File' option.
- f) 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

Helpdesk for Individual shareholders holding securities in physical form/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.

ASHNOOR TEXTILE MILLS LIMITED

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 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 and 022 - 2499 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:

Individual shareholders holding securities in physical form have forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under the ‘SHAREHOLDER’ tab and further 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 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in the NSDL demat account:

Your User ID is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in the CDSL demat account:

Your User ID is 16 16-digit beneficiary ID.

Institutional shareholders (“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 the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

Click on ‘Login’ under the ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

Enter your User ID, and Organization ID, and Enter the Image Verification Code (CAPTCHA). Click on “SUBMIT”.

ASHNOOR TEXTILE MILLS LIMITED

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:

Shareholders who are unable to retrieve their User ID/ Password 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".

22. Process and manner for attending the General Meeting through InstaMeet

A) Members will be able to attend the AGM through VC/OAVM or view the live webcast at <https://instameet.linkintime.co.in>. Members are requested to follow the procedure given below:

- a. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> and click on login in
- b. Select the "Company" and 'Event Date' and register with the following details: -
 - i. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No.
 - Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
 - Shareholders/members holding shares in the **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/members holding shares in **physical form shall provide the Folio Number** registered with the Company
 - ii. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - iii. **Mobile No.:** Enter your mobile number.
 - iv. **Email ID:** Enter your email id, as recorded with your DP/Company.
Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

B) Procedure 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 25, 2024, 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.

ASHNOOR TEXTILE MILLS LIMITED

- d. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
- e. Please remember to speak serial number and start your conversation with the panelist by switching on the video mode and audio of your device.
- f. Shareholders are requested to speak only when the moderator of the meeting/ management will announce the name and serial number for speaking.

C) Procedure for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

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

- a. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b. Enter your 16-digit Demat Account Number/Folio Number and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on ‘Submit’.
- c. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- d. 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’.
- e. 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.
- f. 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. 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.
- b. Shareholders/Members are encouraged to join the meeting through Tablets/ Laptops connected through broadband for a better experience.
- c. Shareholders/Members are requested to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- d. 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.
 - e. In case shareholders/ members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact;- 022-49186175.

ASHNOOR TEXTILE MILLS LIMITED

Explanatory Statement

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

Item Number-3

The company came out with the right issue of 31,86,462/- equity shares of Rs.10/- each for cash at a premium of Rs.10/- per share amounting to Rs.637.29 lakh which closed on May 16, 2024. The proposed utilization of the issue proceeds as envisaged in the letter of offer of the rights issue were as under:

(Rupees in Lakh)

Purpose	Amount
Adjustment of unsecured Loans against the entitlement of the promoters of the company in the rights issue	463.10
General Corporate purposes	144.19
Estimated Issue related Expenses	30.00
Total	637.29

The amount of Rs 463.10 lakhs was to be adjusted with the unsecured loans availed by the Company from its promoters towards the application and allotment money payable by them to the extent of their subscription and allotment of right shares to them under the issue. However, when the basis of allotment was being finalized, the stock exchange/RTA rejected the part application of the promoters on technical grounds, and thus the loan amounting to Rs. 81,27,220/- could not be utilized towards the subscription in the right issue. The equivalent shares for the said amount of Rs 81,27,220/- have been allotted to public shareholders who had subscribed to the issue.

Thus, there is a deficiency to the tune of Rs 81,27,220/- in the utilization of the issue proceeds from the objects mentioned in the letter of offer. The said amount has been, presently, parked in the shape of FDR with the scheduled bank as provided in the letter of offer.

Now the Company has proposed to seek shareholders' approval by way of ordinary resolution for change in the objects of the issue. The said change involves the repayment of bank term loans, instead of adjustment of unsecured loans of the promoters.

None of the Directors or key Managerial Personnel of their relatives is concerned or interested in this resolution.

The Board Recommends the special resolution set out at number 3 of the notice for your approval.

Item Number 4 and 5

Pursuant to Section 196, 203 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. Suneel Gupta-Managing Director of the Company, and Dr. (Mrs.) Sangeeta Gupta were re-appointed in the Annual General Meeting held on September 29, 2022, effective from January 10, 2023, and May 1, 2023, respectively at the remuneration of Rs,1,50,000/- per month each as per provisions of section 197 read with Schedule V of the Act.

Your directors recognize that due to the outbreak of the COVID-19 pandemic and, its possible impact on the business of the Company, the Board of Directors had reduced the remuneration of Mr. Suneel Gupta from

ASHNOOR TEXTILE MILLS LIMITED

Rs.4,00,000/- per month to Rs.1,25,000/- and of Dr. (Mrs) Sangeeta Gupta from Rs.2,50,000/- per month to Rs.1,00,000/- per month in its meeting held on March 18, 2020. The Managerial Personnel, with their continued and tireless efforts, have brought back the business to normalcy and, therefore, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on August 12, 2024, out of abundant caution and pursuant to the provisions of the Act as aforesaid, subject to the approval of the Members of the Company, approved the proposal to increase in their remuneration effective from October 1, 2024, subject to your approval. All other terms and conditions of the re-appointment of the Managing Director and Whole Time Director approved by the Members at the Annual General Meeting held on September 29, 2022, shall remain unchanged. Mr. Suneel Gupta, Managing Director, Mrs. Sangeeta Gupta, Whole Time Director and their relatives are interested or concerned, financially or otherwise in the Special Resolutions set out in Item Number 4 and 5 of the accompanying Notice. Both Directors of the Company and their relatives are interested or concerned, financially or otherwise, in the Special Resolution set out at item Number 4 and 5 of the accompanying Notice. Except above, no other Key Managerial Personnel of their relative are interested in these resolutions.

The Board Recommends the special resolution set out at numbers 4 and 5 of the notice for your approval.

Item Number 6

The Company's Board of Directors has appointed Ms. Noor Gupta, Director, as a Whole Time Director effective from August 12, 2024, for 3 years subject to your approval. The Nomination and Remuneration Committee, in its meeting held on August 12, 2024, has recommended her appointment and remuneration to the Board of Directors. The Board has accepted the recommendations of the Nomination and Remuneration Committee and 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 and remuneration policy of the Company. Accordingly, no approval from the Central Government is required. The effective capital of the Company is more than Rs.15.00 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 of Terry Towels (Textile Sector). The Company has not entered into any foreign collaboration. During the financial year ended March 31, 2024, the income of the Company was 13,605.26 Lakh, and the net profit after tax was Rs.743.56 Lakh.

Ms. Noor Gupta, aged 31 years, has a Master's in Entrepreneurship from the University of London, UK, is presently a Director of the Company since 2017, and, has good experience in the Textile Industry. and job profile as Whole Time Director of the Company is entrusted with powers of managing the affairs of the Company and 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 of special resolution, the Board has appointed her as Whole Time Director effective from September 1, 2024, for three years at a consolidated monthly remuneration of Rs.2,50,000/- in its meeting held on August 12, 2024. No recognition/

ASHNOOR TEXTILE MILLS LIMITED

awards have been provided to her by any organization/authority. She is a suitable person for the post of the Whole Time Director of the Company considering his past association with the Company and her ideas for the growth of the Company particularly after the debacle performance of the Company during the COVID period. experience and performance as Whole Time Director of the Company. The proposed remuneration is favorably comparable with the remuneration paid to managerial personnel in similar types of companies and is commensurate with the size of the Company and profile and her position. She is a relative of Mr. Suneel Gupta, Managing Director, and Mrs. (Dr.) Sangeeta Gupta, Whole Time Director, and Mr. Abhinav Gupta-Director. He is also concerned and interested financially in the Company as one of the shareholders. The earnings of the Company are continuously increasing. However, the Board has decided to pay remuneration as per Schedule V of the Act, as the overall remuneration to all the executive directors exceeds the limit of 10% as enumerated in second provision (i) of sub-section (1) of section 197 of the Act. The Company is continuously taking effective steps to improve the working/financial position of the Company. 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 increasing new service areas which may yield better performance of the Company. As stated above, the Company is in the Textile Sector and, therefore, it is not possible to quantify the profits in measurable terms because the performance of the Company depends largely upon other uncontrollable factors. In view of the various steps taken/to be taken as mentioned above, the Company expects far better results in the future. She attended 4 (Four) Meetings of the Board. He is neither a director in any other public limited company nor a Member/Chairman of any Committee of the Board of any public limited company. None of the Directors, Key Managerial Personnel, and their relatives except Mr. Abhinav Gupta, Director, holding 9.95% paid up equity capital, Mr. Suneel Gupta, Managing Director, holding 32.40% paid up equity capital, Mrs. Sangeeta Gupta, Whole Time Director, holding 23.43% paid up equity capital. She herself holds 5.73% and, therefore, is interested in the resolution.

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

Registered Office:
Village Khandsa,
Behrampur Road Gurugram,
Haryana-122001
CIN-L17226HR1984PLC033384
E-mail: atml_delhi@yahoo.com
Phone: 0124 4809755
Web: ashnoortex.com
Place: Gurugram
Date: August 12, 2024

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

ASHNOOR TEXTILE MILLS LIMITED

DIRECTORS' REPORT

Dear Members,

Your directors are pleased to present their 41st Annual Report on the affairs of the Company together with the Audited Accounts for the financial year ended on March 31, 2024.

FINANCIAL PERFORMANCE AND OUTLOOK

Rupees in Lakhs

PARTICULARS	2023-2024	2022-2023
Sale of Products	12787.44	17,557.60
Sale of Service	122.98	137.86
Other Income	694.84	57.81
Total	13,605.26	17,753.27
Profit before financial overheads and depreciation and extra-ordinary Items	1933.41	1,595.79
Financial Overheads	529.66	415.59
Depreciation	433.10	391.70
Profit before Tax Exceptional and Extra-Ordinary Items	970.65	788.50
Exceptional and Extra-Ordinary Items	1.35	16.04
Profit before Tax	972.00	804.54
Current /Deferred Income Tax	228.44	192.11
Profit after Tax-available for appropriation	743.56	612.43
Basic Earnings Per Share	5.83	4.80

During the year, the income of the Company from operations decreased by 27.04% from Rs.17,695.46 Lakh to Rs.12,910.42 Lakh. This was primarily due to a slowdown in the export markets and the monetary tightening policies of the central bank. But, due to strict cost control measures adopted and other incomes generated from surplus working capital, the profit after tax increased by 21.41% from Rs.612.43 Lakh to Rs.743.56 Lakh.

The Financial Statements of the Company have been prepared on an IND-AS basis. There was no change in the nature of the business of the company. Further, there has been no material change/commitment that occurred after March 31, 2024, until the date of this report affecting the financial position of the Company except that the company has allotted 31,86,462 equity shares of Rs.10/- each at a premium of Rs.10/- each amounting to Rs.637.29 lakhs on the right basis to the existing shareholders of the company. The Company has complied with all the applicable provisions of the Companies Act, 2013, relevant Rules, and Secretarial Standards issued by the Institute of Company Secretaries of India. The Company has not revised its financial statement or Board's report in any of the three preceding financial years. The key financial ratios as on March 31, 2024, are given at note number 36 of the financial statements and also in the Corporate Governance Report. The Company has neither made any application during the financial year nor any proceeding pending against the Company at the end of the financial year under the Insolvency and Bankruptcy Code, 2016. The Company has not entered into any one-time settlement with any bank during the financial year.

ASHNOOR TEXTILE MILLS LIMITED

DIVIDEND

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

TRANSFER TO RESERVE

The entire profit after tax has been carried over to the Balance Sheet as surplus as decided by your Board of Directors and no amount has been transferred to any specific reserve.

FIXED DEPOSITS

During the year under review, your Company has neither invited nor accepted/renewed any fixed deposit. No fixed deposits outstanding or unclaimed as on March 31, 2024. The Company has never accepted deposits from the public.

CAPITAL STRUCTURE

During the year under review, there was no change in the capital structure of the Company except the Authorized Share Capital was increased from Rs.12,75,00,000/- (Rupees Twelve Crore Seventy-Five Lakh Only) divided into 1,27,50,000 (One Crore Twenty-Seven Lakh Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten). The Company has neither issued shares with differential voting rights nor granted any employee stock options or sweat equity shares. During the financial year, the Company has not issued any type of debentures, equity/preference shares, warrants, or bonds. However, after the closure of the financial year, the Company allotted 31,86,462 equity shares of Rs.10/- each at a premium of Rs.10/- per share on May 27, 2024, on the right basis to the existing shareholders. Out of these 19,09,139 equity shares were allotted to the Promoters by adjusting unsecured loans taken by the company from the Promoters against the share application money. The remaining shares were allotted in cash to the Promoters and the public. Now, the Company's paid-up share capital is Rs.15,93,23,110/-.

INVESTOR EDUCATION AND PROTECTION FUND

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

DETAILS OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

There was no change during the financial year under review. However, after the closure of the financial year Mr. Abhinav Gupta (DIN: 02766867), resigned from the office of Whole Time Director effective from May 31, 2024. Now, he is on the Board of the company as a Non-Executive Director in the Promoter category.

None of the Directors of your Company was disqualified under the provisions of the Companies Act, 2013 (hereinafter in this report called "the Act") or Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter in this report called "the Listing Regulations") as on March 31, 2024. A certificate issued by the Practicing Company Secretary in this respect is annexed and forms part of the Annual Report.

All the Independent Directors of the Company have confirmed by way of declaration that they meet the criteria of independence as prescribed under the Act and the Listing Regulations.

ASHNOOR TEXTILE MILLS LIMITED

In terms of section 152 of the Companies Act, 2013 and Articles of Association of the Company Dr. (Mrs.) Sangeeta Gupta (DIN-00052121), Director, will retire by rotation and, being eligible, offers herself for re-appointment.

In view of the change of designation of Mr. Abhinav Gupta from Whole Time Director to Non-executive Director, and the requirement of a Whole-time Director to replace him for the smooth running of the Company, your directors recommend the appointment of Ms. Noor Gupta (DIN: 03611790) as a Whole Time Director for your approval. Presently she is a non-executive Director in the Promoter category.

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

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

The brief resume and other details of the Directors to be re-appointed, as required under Listing Regulations have been provided in the notice of the Annual General Meeting. Details of the meeting attended by the Directors are given in the Corporate Governance Report. The balance of funds borrowed from Promoter Directors as on March 31, 2024, was Rs.1,019.59 Lakh. The maximum amount of loan taken from the Directors during the year was Rs.1,306.28 Lakh.

Mr. Girish Singh Adhikari-Chief Finance Officer, Ms. Yashima Saluja-Company Secretary, Mr. Abhijit Chowdhary-Production Head, Mr. Aditya Kumar-Merchandiser, Mr. Avnesh Kumar-Purchase Manager, Mr. Deepak Bhati-Manager HR and Ms. Manisha Rajput-Manager Export/Import were in the Senior Management as on March 31, 2024. After the closure of the financial year, Mr. Arun Paliwal replaced Mr. Abhijit Chowdhary-Production Manager. There has been no other change in Senior Management since the close of the financial year.

RELATIONSHIP BETWEEN DIRECTORS INTER-SE

The promoter Directors are relatives within the meaning of the term 'relative' as per section 2(77) of the Companies Act, 2013. None of the remaining Directors are related to each other and promoters.

AUDITORS AND AUDITORS' REPORT

M/s KSA & Co., Chartered Accountants, New Delhi were appointed the Statutory Auditors of the Company for a period of 5 years from the conclusion of the 39th Annual General Meeting and will continue to act as Statutory Auditors for the financial year 2024-2025.

There are no qualifications, reservations, or adverse remarks in the audit report on the financial statement of the Company for the financial year ended March 31, 2024, which needs any explanation. The Report of the Auditors on the Financial Statements including relevant rules on the accounts for the financial year ended March 31, 2024, are self-explanatory and do not call for any further comments.

COST AUDIT

The provisions relating to Cost Audit don't apply to the Company.

ASHNOOR TEXTILE MILLS LIMITED

INTERNAL AUDITORS

Pursuant to requirements of section 138 of the Act, M/s Naveen Brahma Nand & Company, Chartered Accountants, was an Internal Auditor for the financial year 2023-2024. The Board has reappointed them for the financial year 2024-2025.

SECRETARIAL AUDIT REPORT

M/s Anil Arora & Associates, Company Secretaries, New Delhi, was appointed as Secretarial Auditors by the Board of Directors, for the financial year 2023-2024, as per provisions of section 204 of the Companies Act, 2013. The Board has re-appointed them for the financial year 2024-2025.

M/s Anil Arora & Associates, Company Secretaries, New Delhi has given a Secretarial Audit Report as per Regulation 24A of Listing Regulations, which is annexed with the Annual Report and forms its part.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

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

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

The annual evaluation has been carried out by the Board of Directors of its performance and that of its Committees as well as the performance of all the Directors individually including the Independent Directors as per provisions of section 134(3)(p) of the Act and the Listing Regulations and as per detailed criteria prepared by the Nomination and Remuneration Committee. The Independent Directors have also evaluated the performance of the Chairman and non-independent Directors in their separate meetings as per criteria provided by the Nomination and Remunerations Committee.

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

CODE OF CONDUCT

As per provisions of the Companies Act, 2013 and Listing Regulations, the Company has laid down a code of conduct for all members of the Board of Directors including Independent Directors and Senior Management of the Company, which includes the duties of independent directors as laid down in the Act. All the Board members and senior management personnel are required to affirm compliance with the code of conduct. They have affirmed compliance with the code for the financial year 2023-2024, and the Managing Director has given a declaration affirming compliance by them. The Code of Conduct is available on the website of the Company on web link: <http://www.ashnoortex.com/admin/pdf/Code-of-Conduct-For-the-Board-Members-and-Senior-Management.pdf>

DIRECTORS' RESPONSIBILITIES STATEMENT

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

- a. in preparation for the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards (Ind-AS) have been followed along with the explanations relating to material departures, if any;

ASHNOOR TEXTILE MILLS LIMITED

- b. the directors have selected such appropriate accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the State of affairs of the Company as on March 31, 2024, and of the profit of the Company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts for the financial year ended March 31, 2024, on a going concern basis;
- e. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls were adequate and were operating effectively.
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF BOARD MEETINGS

During the financial year 2023-2024, nine (9) meetings of the Board of Directors of the Company were held. All the required details of these meetings including the attendance of the Directors of these meetings are given in the Corporate Governance Report.

CORPORATE GOVERNANCE

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

A detailed report on Corporate Governance along with Management Discussion and Analysis Report are annexed as part of the Annual Report. A certificate issued by the Statutory Auditors on Corporate Governance is also annexed with a detailed report on Corporate Governance.

PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company had not entered into any contract/arrangement/transactions with related parties that could be considered material in accordance with the policy of the Company on the materiality of related party transactions or which are required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

However, suitable disclosure has been made in note number 46 to the Financial Statements. The Policy on materiality of related party transactions of the Company is available on the Company's website at the web link: <http://www.ashnoortex.com/admin/pdf/Poily-on-Related-Party-Transactions.pdf>

BUSINESS RISK MANAGEMENT

Business Risk Management is a very important part of any business. The Company has appropriate control mechanisms and operating effectiveness of the internal financial controls and compliance system in respect of associated risk is reasonable. Further, before taking any strategic or financial decision various factors, viz. economic, social, market, technology, foreign exchange involved, political situation, etc., are evaluated. During the year, no risk has been identified which may threaten the existence of the Company.

ASHNOOR TEXTILE MILLS LIMITED

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

INTERNAL FINANCIAL CONTROL

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

VARIOUS COMMITTEES OF THE BOARD

The composition and other details about the various Committees of the Board of Directors have been disclosed in the Corporate Governance Report.

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

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

CORPORATE SOCIAL RESPONSIBILITY

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

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

As per requirements of the provisions of section 135 of the Companies Act, 2013, and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has formed a CSR Committee. The composition and other details of the Committee are given in the Corporate Governance Report. During the financial year 2023-2024, the Company was required to incur Rs.17.98 Lakh for Corporate Social Responsibility. The same has been incurred in promoting education, employability, and livelihoods enhancement as per provisions of section 135 of the Companies Act, 2013 including Schedule VII and relevant Rules, and policy of the Company on CSR.

During the financial year 2024-2025, the Company is required to incur a CSR expenditure of Rs.19.81 Lakh. The CSR policy is available on the Company's website at the web link: <http://www.ashnoortex.com/admin/pdf/CSR-Policy.pdf>

ANNUAL RETURN

According to the provisions of Section 134(3)(a) and Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on March 31, 2024, is uploaded on the website of the Company at web link: [http://www.ashnoortex.com/admin/pdf/Annual%20Return-March%2031,%202024%20\(2\).pdf](http://www.ashnoortex.com/admin/pdf/Annual%20Return-March%2031,%202024%20(2).pdf)

VIGIL MECHANISM

Pursuant to the provisions of section 177(9) read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, the Company has formed a Vigil Mechanism

ASHNOOR TEXTILE MILLS LIMITED

in the form of Whistle Blower Policy to freely reporting of any genuine concern to the Chairman of the Audit Committee by any of the Directors or employees of the Company. The policy provides adequate safeguards against victimization to such Director(s) or employee(s). Whistle Blower Policy duly approved by the Board is available on the Company's website at the web link: <http://www.ashnoortex.com/admin/pdf/Whistle-Blower-Policy.pdf>

PREVENTION OF INSIDER TRADING

The Company has framed a Code of Fair Disclosure as per provisions of Listing Regulations, which regulates insider trading in the securities of the Company by the Directors and designated persons and ensures transparency It helps to prevent insider trading in the securities and ensure. The said Code is available on the Company's website at the web link: <http://www.ashnoortex.com/admin/pdf/Code%20of%20Fair%20Disclosure.pdf>

MANAGERIAL REMUNERATION

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

Rupees in Lakh

Sl. No.	Name of Director/KMP	Designation	Remuneration during the Year	Percentage Increases/ Decrease in Remuneration during the Year	Ratio of Remuneration of each Director to median remuneration
1.	Mr. Suneel Gupta	Managing Director	18.00	0.00	6.06
2.	Mrs. (Dr.) Sangeeta Gupta	Whole Time Director	18.00	0.00	6.06
3.	Mr. Abhinav Gupta	Whole Time Director	18.00	0.00	6.06
4.	Ms. Noor Gupta	Promoter Director	0.25	100.00	436.14
5.	Mr. Anil Aggarwal	Independent Director	0.25	0.00	436.14
6.	Mr. Sanjay Arora	Independent Director	0.25	0.00	436.14
7.	Mrs. Divya Agarwal	Independent Director	0.25	0.00	436.14
8.	Mr. Naresh Kumar Aggarwal	Independent Director	0.25	0.00	436.14
8.	Girish Singh Adhikari	CFO	7.05	-20.00	15.46
10.	Yashima Saluja	Company Secretary	4.80	0.00	22.72

The Company has not paid any Commission to the Managing Director and Whole Time Director. The Company had 313 permanent employees on the rolls of the Company as on March 31, 2024. There is no increase in the median remuneration of the employees in the financial year. None of the employees of the Company is drawing remuneration as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

ASHNOOR TEXTILE MILLS LIMITED

PARTICULARS OF LOANS, GUARANTEES, AND INVESTMENTS

The Company has neither given any Loan or Guarantee nor provided any security in connection with a loan, which is covered under section 186 of the Act. The Company has invested the additional funds for the time being available with the Company as given in note numbers 3 and 6 in the Balance Sheet.

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

No complaint was received for sexual harassment by the Internal Complaints Committee set up under the captioned Act in the financial year 2023-2024. Therefore, no complaint was pending for redressal on March 31, 2024.

ACKNOWLEDGMENT

Your directors place on record their appreciation for the wholehearted support and valuable cooperation extended to the Company by the Banks, Central and State Government Authorities, Stock Exchange, Regulatory Authorities, and stakeholders for their continued cooperation and support to the Company and also express their gratitude and thanks to Shareholders, Customers, Suppliers, other business associates and employees at all level.

By the order of the Board

Sd/-

Suneel Gupta
Managing Director
DIN-00052084

Sd-

Sangeeta Gupta
Director
DIN-00052121

Place: Gurugram
Date: August 12, 2024

ASHNOOR TEXTILE MILLS LIMITED

ANNEXURE-A

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

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

1. CONSERVATION OF ENERGY

Conservation of energy is a high priority area for the Company and the Company always tries to conserve/efficiently utilize the energy as it plays a vital role in the profitability of the Company.

a) Energy Conservation Measures Taken

- This year also the Company continued to modernize the plant and machinery by incurring Rs. 127.70 Lakh. The new machines are always more energy efficient than older ones.
- The Company continued to control potential areas where it may suffer energy loss
- It has already directed all the employees at all levels to avoid wastage of electricity by effective utilization of computers machines, switching off all computers, AC System and light when not required.

b) Utilization of alternative sources of energy

- Presently, the Company is not using any alternate sources of energy. But, trying to conserve energy at all levels.

c) Capital Investment in energy-conservative equipment

No significant investment is made in this financial year in equipment conserving energy directly.

2. TECHNOLOGY ABSORPTION

A. Research and Development

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

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

b) Benefits derived as a result of R&D

- Cost reduction and energy conservation.

c) Future Plan of Action

- The Company continues to find more ways to improve the quality of products and reduction in costs.

d) Expenditure on R&D

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

ASHNOOR TEXTILE MILLS LIMITED

B. Technology absorption, adaptation, and innovation

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

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

The Company always tries to increase exports in existing markets as well as in new markets. During the year, more than 70% of total revenue from operations was generated in foreign exchange.

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

Particulars	2023-2024	2022-2023
FOB value of Export of Terry Towels (Realization basis)	9,029.48	13502.51

Expenditure in Foreign Currency

Particulars	2023-2024	2022-2023
Stores and Spares	8.04	27.00
Foreign Travelling	141.84	46.07
Purchase of packing material	127.97	0.00
Purchase of machinery	0.00	28.83
Total Expenditures	277.85	101.90
Net foreign exchange earned	8,751.63	1,3400.61

By the order of the Board

Sd/-

Suneel Gupta
Managing Director
DIN-00052084

Sd/-

Sangeeta Gupta
Director
DIN-00052121

Place: Gurugram
Date: August 12, 2024

ASHNOOR TEXTILE MILLS LIMITED

ANNEXURE-B

Annexure-II- Annual Report on CSR Activities

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

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

2. **Composition of CSR Committee:**

The Company has formed a CSR Committee. The composition of the Committee is as follows:

Serial Number	Name of Director	Designation/ Nature of Directorship	Number of meetings of the Committee held during the year	Number of meetings of the CSR Committee attended during the year
1.	Mr. Anil Aggarwal	Chairman/Non-Executive Independent Director	1	1
2.	Mr. Sanjay Arora	Member/Non-Executive Independent Director	1	1
3.	Mr. Suneel Gupta	Member/Managing Director	1	1
4.	Mrs. Sangeeta Gupta	Member/Whole Time Director	1	0

3. Provide the web link where the Composition of the CSR committee, CSR Policy, and CSR projects approved by the board are disclosed by the Company on its website: <http://www.ashnoortex.com/admin/pdf/CSR-Policy.pdf> and <http://www.ashnoortex.com/pdf/Composition-of-Committees-of-the-Board.pdf>

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

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, and the amount required for set off for the financial year, if any:

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

6. Average net profit of the company as per section 135(5). Rs.8,99,04,224/- As per the table below:

Serial Number	Particulars	Amount in Rupees
A.	Two percent of the average net profit of the company as per section 135(5)	17,98,084
B.	Surplus arising out of the CSR projects, or programs, or activities of the previous financial years	Nil
C.	Amount required to be set off for the financial year, if any	Nil
D.	Total CSR obligation for the financial year(7a+7b-7c)	17,98,084

ASHNOOR TEXTILE MILLS LIMITED

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

Total Amount Spent for the Financial Year (in Rupees)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		The amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount (in Rupees)	Date of transfer
17,98,247/-	Nil	--	--	Nil	--

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rupees)	Mode of implementation -Direct (Yes/No).	Mode of implementation Through implementing agency.	
				State.	District.			Name.	CSR Registration number.
1.	Promoting Education	ii	Yes	Delhi	West Delhi	12,47,247	No	Mata Krishnawanti Memorial Educational Society	CSR00006897
2.	Promoting Education, Employability, and Livelihoods Enhancement	ii	No	Haryana	Panipat	5,51,000	No	Srimadhav Jan Sewa Nayas	CSR00001685
	TOTAL					17,98,247			

(d) Amount spent on Administrative Overheads: **NIL**

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs.17,98,247/-**

ASHNOOR TEXTILE MILLS LIMITED

(g) Excess amount for set off, if any NIL

Sl. No.	Particular	Amount (in Rupees)
(i)	Two percent of the average net profit of the company as per section 135(5)	17,98,084
(ii)	Total amount spent for the Financial Year (Including administrative expenses)	17,98,247
(iii)	Excess amount spent for the financial year [(ii)-(i)]	163
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	The amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

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

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s): **Nil**

9. In case of the creation or acquisition of the capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): **Nil**
10. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5). **Not Applicable**

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Sd/-
Sangeeta Gupta
Director
DIN-00052121

Place: Gurugram
Date: August 12, 2024

ASHNOOR TEXTILE MILLS LIMITED

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance

The Corporate Governance Report is being prepared in compliance with Regulation 34(3) read with Schedule V(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter in this report referred to as "Listing Regulations"), and contains the details of Corporate Governance systems and processes at Ashnoor Textile Mills Limited ("the Company").

The Company's management believes that the Corporate Governance Policy should be a systemic process by which the Company is directed and controlled to enhance its wealth-generating capacity. Since public companies employ a vast quantum of social resources, it believes that the governance process should ensure that these resources are utilized in a manner that meets stakeholders' aspirations and societal expectations. With this belief, the Company has a set of systems and practices to ensure that the Company's affairs are being managed in a manner that ensures accountability, transparency, and fairness in all its dealings with all stakeholders, comprising regulators, employees, customers, vendors, investors and the society at large. The Company's philosophy on Corporate Governance is bounded upon a rich legacy of fair ethical governance practices which has been in practice since the beginning.

a) Composition of the Board

The composition of the Board as on March 31, 2024, confirms Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 (hereinafter in this report referred to as "the Act"). The Board of the Company is comprised of eight Directors with Executives, Non-Executive Promoter Directors, Non-Executive Independent Directors, and Women Directors in Promoter and Independent categories. The composition of the Board and category of Directors as on March 31, 2024, is as follows:

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

*Designation changed to Non-Executive Director

None of the above Directors exceeds the limit of Directors as specified in section 165(1) and proviso there of the Companies Act, 2013 and Regulation 26 of the Listing Regulation.

b) Number of Board Meetings

During the year under review

- 9 (Nine) meetings of the Board of Directors were held on May 30, 2023; July 21, 2023; August 14, 2023; October 25, 2023; December 06, 2023; January 02, 2024; January 29, 2024; February 13, 2024, and March 27, 2024.

ASHNOOR TEXTILE MILLS LIMITED

- The gap between the two Board Meetings did not exceed 120 days as enumerated in section 173(1) of the Companies Act, 2013, and Regulation 17(2) of the Listing Regulations.
 - The necessary quorum was present throughout all the meetings.
 - All the information that was required to be placed before the meeting as per the provisions of the Listing Regulations, inter-alia, placed before the meeting and discussed/approved by the Board including information as per Regulation 17(7) of the Listing Regulations read with Part A of Schedule II.
 - The Board periodically reviews the compliance reports of all laws applicable to the Company.
 - The schedule of the Board meetings used to decide in advance, in consultation with Directors, and communicated to them as per provisions of the Act read with relevant Rules and Secretarial Standards-1.
- a) **Attendance of Directors in the Board Meetings, Annual General Meeting, and their Directorships in other Companies**

Name of Directors	Attendance			Other Directorships/ Committee Memberships (in public companies)		
	Number of Board Meetings held during the year	Number of Board Meetings attended	Last AGM attended (Yes /No)	Directorships in other public limited companies	Committee membership	Committees' Chairman
Mr. Suneel Gupta	9	9	Yes	--	--	--
Mrs. Sangeeta Gupta	9	6	Yes	--	--	--
Mr. Abhinav Gupta	9	2	Yes	--	--	--
Ms. Noor Gupta	9	4	Yes	--	--	--
Mr. Anil Aggarwal	9	9	Yes	--	--	--
Mr. Sanjay Arora	9	4	Yes	--	--	--
Ms. Divya Agarwal	9	6	No	--	--	--
Mr. Naresh Kumar Aggarwal	9	4	No	--	--	--

All the promoters of the Company are relatives as per provisions in section 2(77) of the Companies Act, 2013 read with rule 4 of Companies (Specification of Definitions Details) Rules, 2014. None of the Non-executive Independent Directors is related to each other and Promoter Directors. None of the Non-executive Independent Directors holds any share in the Company as on March 31, 2024, except Mr. Sanjay Arora. He holds 420 equity shares originally allotted to him many years before his joining the Board of the Company. Ms. Noor Gupta, a Non-Executive Promoter Director, holds 445,828 (3.50%) equity shares.

The Board and the Committees thereof are regularly provided with all statutory and other important information including those envisaged in Listing Regulations either as part of agenda papers well in advance of the Board Meetings and/or are tabled in the course of the Meetings of the Board and/or its committees to enable the Board/Committees to discharge their responsibilities effectively and to take informed decision. The Board is of the opinion based on the declarations given by the Independent Directors, all the independent directors fulfill the conditions specified in Listing Regulations and are independent of management.

ASHNOOR TEXTILE MILLS LIMITED

All the independent Directors on the Board of the Company are distinguished people who have wide experience in the field of various fields viz. business, industry, commerce, finance, company law, and administration, Banking investment, quality control, logistics, etc. and play a very important role in the governance processes of the Board by bringing their expertise and experience in the deliberations of the Board, which enriches the decision-making process at the Board/Committees with different points of view and experiences and prevents conflict of interest. The Company's familiarization program explains the roles, rights, and responsibilities of the Company and the nature of the industry in which the Company operates to the Independent Directors. A web link showing details of the familiarization program imparted on the web is available on the website of the Company at the web-link: <http://www.ashnoortex.com/admin/pdf/Familiarization-Program.pdf>

d) Code of Conduct for Directors and Senior Management Personnel

Pursuant to the provisions of Regulation 17 (5) of Listing Regulations, the Company has adopted a Code of Conduct for all its Board Members and Senior Managerial Personnel. All the Board Members and the Senior Managerial Personnel have affirmed compliance with the Code of Conduct as on March 31, 2024, and a declaration to this effect is attached to this Report. A copy of the code has been put on the Company's Website at the link: <http://www.ashnoortex.com/admin/pdf/Code-of-Conduct-For-the-Board-Members-and-Senior-Management.pdf>

e) Skill/Expertise/Competence of the Board of Directors

The Company carries the business of manufacturing, selling, and exporting terry towels, which requires expertise in various branches of quality control, operations, research and development, marketing, Finance, legal matters, and logistics. The Board of Directors and Key Managerial Personnel possess the requisite skill, expertise, and competence in varied fields, viz. administration, quality control, purchases, production, and quality, logistics. Marketing, business administration, corporate and other laws, finance, banking and investments, auditing, Details of Directors having the above skills, expertise, and competence are as follows:

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

ASHNOOR TEXTILE MILLS LIMITED

2. Committees of the Board

The terms of reference of the Board's Committees are determined by the Board from time to time. The Board has the following 4 (Four) Committees as on March 31, 2024:

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

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

I. Audit Committee

(a) Composition and Attendance:

During the financial year 2023-2024, 5 (Five) meetings of the Audit Committee were held. These meetings were held on May 30, 2023; July 21, 2023; August 14, 2023; October 25, 2023 and February 13, 2024. The composition of the Audit Committee as on March 31, 2024, and the meetings attended by the members of the Committee were as under:

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

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

ASHNOOR TEXTILE MILLS LIMITED

(b) Terms of Reference:

The Committee governed as per the regulatory requirements mandated by the Act and Regulation 18 of Listing Regulations. The Terms of Reference of the Committee include:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- recommendation for appointment, remuneration, and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- changes, if any, in accounting policies and practices and reasons for the same;
- major accounting entries involving estimates based on the exercise of judgment;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and of the audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, the performance of statutory and internal auditors, and the adequacy of the internal control systems;
- reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where

ASHNOOR TEXTILE MILLS LIMITED

there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

- discussion with statutory auditors before the audit commences, about the nature and the scope of the audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle-blower mechanism;
- approval of the appointment of a chief financial officer after assessing the qualifications, experience background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- management discussion and analysis of the financial condition and results of operations;
- management letters/letters of internal control weaknesses issued by the statutory auditors; internal audit reports relating to internal control weaknesses; and
- the appointment, removal, and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
- quarterly statement of deviation(s) including the report of the monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

II. Stakeholder Relationship Committee

(a) Composition and Attendance:

During the financial year 2023-2024, 3 (three) meetings of the Stakeholder Relationship Committee were held on July 21, 2023; October 25, 2023, and February 13, 2024. The composition of the Stakeholders Relationship Committee and details of the Members' participation at the Meetings of the Committee are as under:

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

The Committee's power includes considering and resolving all types of grievances/ requests of shareholders including transfer of shares, non-receipt of the annual report, issue of duplicate shares, etc. The Company Secretary has been designated as the Chief Compliance Officer as per the requirements of the Listing Regulations. The minutes of each Stakeholders Relationship Committee Meeting are placed before the Board of Directors for consideration.

ASHNOOR TEXTILE MILLS LIMITED

(b) Terms of Reference:

The Committee is governed by the provisions mandated by the Act and Regulation 19 of Listing Regulations. The Terms of Reference of the Committee include:

- Resolving the grievances of the security holders of the listed entity including complaints related to the transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Review of measures taken for the exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company; and
- Any other matter as may be delegated by the Board of Directors from time to time.

At the beginning of the year, no investor complaint was pending. During the financial year under review, the Company did not receive any investor complaints and no complaint was pending at the closure of the financial year;

To regulate trading in securities by the Directors and designated persons the Company has adopted a “Code of Fair Disclosure” and also has maintained a Structured Digital Database as per SEBI (PIT) Regulations, 2015.

III. Nomination and Remuneration Committee

(a) Composition and Attendance:

During the year under review, 1 (one) meeting of the Nomination and Remuneration Committee was held on August 14, 2023. The composition of the Nomination and Remuneration Committee is as under:

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

Terms of Reference:

The Committee is governed by the provisions mandated by the Act and Regulation 19 of Listing Regulations. The Terms of Reference of the Committee include:

- formulation of the criteria for determining qualifications, positive attributes, and independence of a director and recommending to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel, and other employees;

ASHNOOR TEXTILE MILLS LIMITED

- formulation of criteria for evaluation of the performance of independent directors and the board of directors;
- devising a policy on diversity of the board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- recommend to the board, all remuneration, in whatever form, payable to senior management;
- The Nomination and Remuneration Policy as approved by the Board is available on the Company's website at the web link: <http://www.ashnoortex.com/admin/pdf/Nomination-and-Remuneration-Policy.pdf>

(b) Performance Evaluation criteria for Independent Directors:

The Company has a structured process for performance evaluation of the Board, the Board's Committees, and individual Directors. The Nomination and Remuneration Committee has determined the criteria for Board evaluation, evaluation of Board Committees, and functioning of individual Director evaluation.

The criteria include various factors, viz. attendance, participation in meetings/familiarization programs, adherence to ethical standards, code of conduct, cordial inter personnel relations with other directors, etc.

(c) Remuneration of Directors

Details of remuneration paid to Managing/Whole Time Directors for the year ended March 31, 2024, are given below:

Name and Designation	Amount in Lakh		
	Suneel Gupta- Managing Director	Sangeeta Gupta- Whole-time Director	Abhinav Gupta- Whole-time Director
Sitting Fee	0	0	0
Consolidated Salary	18.00	18.00	18.00
Perquisites and Allowances	0	0	0
Commission Paid	0	0	0
Total Remuneration	18.00	18.00	18.00
Date of Re-appointment	January 10, 2023	May 1, 2023	February 1, 2022
Period of Re-appointment	3 years	3 years	3 years*

* Designation Changed to Non-Executive Director

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

As per policy of the Company, any employee on senior level including employee Directors may be ceased by giving one month/three months (as applicable) notice to or by the Company. The Company has not issued any stock options during the financial year. There is no change in Senior Management.

ASHNOOR TEXTILE MILLS LIMITED

IV. Corporate Social Responsibility Committee

(a) Composition and Attendance:

Pursuant to the provisions of section 135 (1) of the Companies Act, 2013, the Company has formed a Corporate Social Responsibility (CSR) Committee. During the year under review, 1 (One) meeting of the Corporate Social Responsibility Committee was held on January 29, 2024. The composition of the Corporate Social Responsibility Committee is as under:

Serial Number	Name of the Members	Status	Category	Number of Meetings held	Number of Meetings Attended
1.	Mr. Anil Aggarwal	Chairman	Non-Executive Independent Director	1	1
2.	Mr. Sanjay Arora	Member	Non-Executive Independent Director	1	1
3.	Mr. Suneel Gupta	Member	Managing Director	1	1
4	Mrs. Sangeeta Gupta	Member	Whole Time Director	1	0

Terms of Reference:

Terms of reference of the CSR Committee are:

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

3. General Body Meetings

Location and time for the last three Annual General Meetings

Year	Date	Venue	Time
2020-2021	September 30, 2021	Beharampur Road, Village Khandsa, District Gurugram, Haryana-122001	4:00 p.m.
2021-2022	September 29, 2022		
2022-2023	August 28, 2023		

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

In the Annual General Meeting held on September 30, 2021, the members passed two special resolutions related to the reappointment of an Independent Director and a Whole Time Director.

In the Annual General Meeting held on September 30, 2022, the members passed four special resolutions relating to the reappointment of an Independent Director, the reappointment of a Managing Director, the reappointment of the Whole Time Director, and the payment of the sitting fee.

ASHNOOR TEXTILE MILLS LIMITED

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

During the year under review, no resolution was passed through postal ballot as required by the Companies as per section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

4. Means of Communication

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

The Company has not displayed official news releases and no presentation was made to institutional investors/analysts.

5. General Shareholders Information

(a) Date, Time, and Venue of 41st Annual General Meeting (Proposed)

The 41st Annual General Meeting of the members of the Ashnoor Textile Mills Limited will be held on Monday, September 30, 2024, at 4:00 p.m. IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) and be deemed to be held at the registered office of the Company.

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

The Company expects to announce the quarterly results for the year 2024- 2025, as per the following schedule:

First Quarter	On or before August 14, 2024
Second Quarter	On or before November 14, 2024
Third Quarter	On or before February 14, 2025
Fourth Quarter	On or before May 30, 2025

(c) Dividend Payment Date

The Board of Directors has not recommended any dividend for the financial year 2023-2024.

(d) Book Closure

The Company’s Register of Members and Share Transfer Book will remain closed from Tuesday, September 24, 2024, to Monday, September 30, 2024 (both days inclusive).

(e) Listing on Stock Exchanges

The Company’s equity shares including shares issued on the right basis after the closure of the financial year are listed on the Bombay Stock Exchange, Mumbai (BSE). The Company has paid the Annual listing fees for the financial year 2024-2025.

Stock Code BSE, Mumbai: 507872

ASHNOOR TEXTILE MILLS LIMITED

(f) Market Information and Performance of Company's Stock Price in comparison to Broad-based BSE Sensex

Prices in INR

Month	Monthly High Price	Monthly Low Price	Monthly Closing Price
April 2023	33.17	29.05	31.05
May 2023	37.40	29.45	37.32
June 2023	39.16	33.05	35.20
July 2023	36.72	32.53	34.02
August 2023	42.77	33.11	41.70
September 2023	42.00	37.91	39.99
October 2023	46.15	38.45	42.29
November 2023	64.03	41.00	56.00
December 2023	57.49	49.50	51.69
January 2024	53.99	48.45	50.99
February 2024	56.56	48.46	51.50
March 2024	52.95	42.40	44.35

Source: bseindia.com

(g) Performance in comparison to broad-base indices-BSE Sensex

Month	Monthly Closing Sensex at BSE	Monthly Closing Price (In INR)
April 2023	61,112.44	31.05
May 2023	62,622.24	37.32
June 2023	64,718.56	35.20
July 2023	66,527.67	34.02
August 2023	64,831.41	41.70
September 2023	65,828.41	39.99
October 2023	63,874.93	42.29
November 2023	66,988.44	56.00
December 2023	72,240.26	51.69
January 2024	71,752.11	50.99
February 2024	72,500.30	51.50
March 2024	73,651.35	44.35

Source: bseindia.com

(h) Registrar and Share Transfer Agents

Link Intime India Private Limited is the Registrar and Share Transfer Agent(RTA) of the Company. Presently, its office is situated at the following address:

Noble Heights, 1st Floor, Plot NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058

ASHNOOR TEXTILE MILLS LIMITED

(i) Share Transfer System

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

(j) Distribution and Pattern of Shareholding

(i) Distribution of Shareholding of the Company as on March 31, 2024

Range of Equity Shares (In Rupees)	Shareholders		Share Capital Amount In Rupees			Share Capital Amount	
	Number	%	Physical	NSDL Demat	CDSL Demat	Rupees	%
0 – 5000	14,856	94.88	1,54,73,440	22,50,340	19,27,610	1,96,51,390	15.42
5,001 – 10,000	522	3.33	22,58,700	6,32,930	8,18,090	37,09,720	2.91
10,001 – 20,000	159	1.02	978,400	4,85,580	6,51,280	21,15,260	1.66
20,001 – 30,000	41	0.26	2,14,690	2,59,070	5,38,590	10,12,350	0.79
30,001 – 40,000	25	0.16	2,04,150	1,73,670	4,88,920	8,66,740	0.68
40,001 – 50,000	17	0.11	1,29,500	91,690	5,62,410	7,83,600	0.61
50,001 – 1,00,000	15	0.10	1,63,310	5,85,590	4,60,580	12,09,480	0.95
1,00,001 and Above	22	0.14	1,14,100	7,31,69,580	2,48,26,270	9,81,09,950	79.97
Total	15,657	100	1,95,36,290	7,76,48,450	3,02,73,750	12,74,85,490	100

(ii) Shareholding Pattern of the Company as on March 31, 2024

Category of Shareholders	Number of Share holders	Number of Shares held	Percentage of holding
Promoters	4	92,34,511	72.45
Financial Institutions, Mutual Funds and Banks	0	0	0
NRIs	12	17,229	0.14
Foreign Nationals	7	13,258	0.10
Individual shareholding-Nominal share capital up to Rs. 2 lakh	15,377	29,68,918	23.29
Individual shareholding-Nominal share capital over Rs. 2 lakh	2	1,74,535	1.37
Private Corporate Bodies	55	32,805	0.26
HUF	49	32,750	0.26
Clearing Members	1	1,600	0.01
Trust	1	1,120	0.01
NBFCs registered with RBI	1	21,280	0.17
Unclaimed Shares Suspense Account	1	2,47,843	1.94
Total	15,510	1,27,45,849	100

Note: The difference in the number of shares j(i) and j(ii) is due to the clubbing of folios that have a similar permanent account number.

ASHNOOR TEXTILE MILLS LIMITED

(k) Outstanding GDRs/ADRs/Warrants or any Convertible Instrument

The Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments, which are having an impact on the equity share capital of the Company.

(l) Dematerialization of Shares and Liquidity

(m) The ISIN No. of the Company is INE372I01018. 84.67% of the total paid-up share capital had been dematerialized (including 1.94% unclaimed shares and 72.45% shares held by the promoters) as on March 31, 2024, with the two depositories.

(n) Plant Location

Behrampur Road, Village Khandsa District Gurugram, Haryana-122001

(o) Address for Correspondence

Ashnoor Textile Mills Limited, Behrampur Road,
Village Khandsa, District Gurugram, Haryana-122001
Phone: 0124 4809756
E-mail: atml_delhi@yahoo.com

6. Other Disclosures for the financial year 2023-2024

(a) Related Party Transactions

The Company has not entered materially significant transactions with any related party, which is considered to have conflict with the interests of the Company at large. All the Directors and Key Managerial Personnel have made suitable disclosures, where they and/or their relatives have a personal interest. A detailed disclosure on related party transactions has been made at Note number 46 in Notes to Financial Statements. The Web link for the policy on dealing with related party transactions is: <http://www.ashnoortex.com/admin/pdf/Poily-on-Related-Party-Transactions.pdf>

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

The BSE has imposed a fine of Rs.10,000/- for the delay in complying with the requirement of regulation 29(2) of the Listing Regulations. However, no penalties or strictures have been imposed on the Company by Stock Exchanges, SEBI, or any other Statutory Authority on any matter related to Capital Markets during any year before the said financial year.

(c) Vigil Mechanism and Whistle Blower Policy

As per provisions of Section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of Listing Regulations, the Company has an adequate mechanism to provide adequate safeguard against victimization of employees and directors. It is affirmed that no person has been denied access to the Audit Committee. The Company has a Vigil Mechanism and Whistle Blower Policy for directors and employees to report a genuine concern. A web link to the policy on the vigil mechanism has been provided in the Directors' Report.

ASHNOOR TEXTILE MILLS LIMITED

(d) Subsidiary Company

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

(e) Risk Management

The Company has framed the procedures to inform the members of the Board about the different types of risk assessment and minimization procedures. However, the Company is not required to formulate a Risk Management Committee. Disclosures related to Financial Risk, Liquidity Risk, Market Risk, Foreign Currency Risk, Interest Rate Risk, Credit Risk, and managing the same are given in note number 33 (c) of the Audited Financial Statements.

(f) Utilization of Funds

The Company has neither raised any funds through preferential allotment/qualified institutional placement during the financial year nor any proceeds pending for utilization as on March 31, 2024.

(g) Recommendation of Committees

The Board has accepted all the recommendations of the various committees, which were mandatorily required during the relevant financial year.

(h) Payment of the fee to Statutory Auditors

The total fee of Rs. 1,00,000/- was paid for all the services to the Statutory Auditors.

(i) Loans and Advances

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

(j) Conditions of Corporate Governance

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

(k) Code of Conduct

A comprehensive Code of Conduct (the Code) framed as per provisions of the Act and Listing Regulations applies to all the Directors (including Independent Directors) and senior management personnel. This includes the duties of independent directors as laid down in the Act and provides guidance and support needed for the ethical conduct of business and compliance with provisions of

ASHNOOR TEXTILE MILLS LIMITED

all applicable laws. The said code has been circulated to all the Directors and Senior Management Personnel and they affirm compliance with the code of conduct every year. A declaration signed by the Managing Director is appended to this report. A web link to the code is given in the Directors' Report.

(l) Review of Directors' Responsibility Statement

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

(m) Disqualification of Directors

None of the Directors of the Company is debarred or disqualified from being appointed or continuing as directors of the Company. A certificate from M/s Anil Arora & Associates, Company Secretaries, stating that none of the Directors of the Company is disqualified from being appointed/continued as Director is attached to the Annual Report.

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

At present, the Company has 1558 Shareholders holding 2,47,843 shares, whose Shareholding are lying undelivered/unclaimed (Previous year: 248,944 shares of 1561 shareholders).

(o) Credit Rating

The Credit rating of for bank loan facility to Rs.80 crores till March 31, 2025, is rated – CRISIL BBB-/Stable (Previous year-CRISIL BBB-/Positive) for the long term, and CRISIL A3 (Previous year-CRISIL A3) for short term.

(p) Risks and Hedging Activities

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

(q) Discretionary Requirements of Listing Regulations

(i) The Board of Directors

The Chairman of the Company is the Executive Chairman (Managing Director). All the Directors including Independent Directors are appointed/re-appointed by the Board/shareholders from time to time as per applicable provisions of the Companies Act, 2013 and the Listing Regulations. The Company appoints/re-appoints Independent Directors for 5 consecutive years.

ASHNOOR TEXTILE MILLS LIMITED

(ii) Members' Rights

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

(iii) Unmodified Audit Report

There are no Audit Qualifications in the Company's financial statements for the financial year 2023-2024.

7. Compliance Certificate

The above Certificate was placed before the Board meeting held on May 30, 2024. The Compliance Certificate for Corporate Governance issued by the Statutory Auditors of the Company is annexed with this report.

8. CEO/CFO Certifications

The Managing Director of the Company has given annual certification, as per Regulation 17(8) of Listing Regulations to the Board at its meeting held on May 30, 2024.

9. Other

During the year, no complaint was filed and no complaint was pending at the beginning and end of the year under the Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Sd-
Sangeeta Gupta
Director
DIN-00052121

Place: Gurugram
Date: May 30, 2024

DECLARATION REGARDING CODE OF CONDUCT

I, Suneel Gupta, Managing Director, of the Company hereby certify that the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2024, as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Place: Gurugram
Date: May 30, 2024.

ASHNOOR TEXTILE MILLS LIMITED

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To the Members of
Ashnoor Textile Mills Limited**

We have examined the compliance of conditions of Corporate Governance by Ashnoor Textiles Mills Limited ("the Company") for the year ended on 31st March, 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

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

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

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

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

Opinion: -

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

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

Restrictions on use: -

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

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

**Sd-
RASMI RANJAN JATI
Partner
Membership No: 511397
UDIN No.: 24511397BKAJBZ1995
Place: New Delhi
Date: May 30, 2024**

ASHNOOR TEXTILE MILLS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. Business Overview of Ashnoor Textile Mills Limited (ATML)

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

B. Industry Structure and Development

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

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

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

The company is engaged in the manufacture and export of terry towels which are used mainly in the hotel industry. After COVID-19, the demand-supply dynamics have undergone volatile changes. In the financial year 2022-2023, there was a slowdown in demand due to a cooling down of the pent-up demand seen post COVID. The raw material (cotton) prices went to extraordinarily high levels in the first half of the FY 2022-2023 which led to very high production costs and a slowdown in demand in the second half of the last financial year. The effect of an increase in capacities by the Indian manufacturers post-COVID to fulfill pent-up demand also aggravated the impact of the slowdown in demand. The central banks have followed monetary tightening policies all over the world which has aggravated the slowdown in demand. As a result of it, the demand scenario has been sluggish in FY 2023-2024.

Now, the tightening cycle is over and the US is expected to reverse the tightening policy in the coming months which should boost the demand. Since we are primarily exporting to the USA, the demand scenario there becomes very important. It suggests that the demand recovery will be gradual and the worst is over in the industry. During the last few months, the prices of cotton yarn have cooled down to normal levels which is a positive development. The foreign exchange market is in a stable zone. So, we feel that there should be a gradual improvement in the performance of the company.

ASHNOOR TEXTILE MILLS LIMITED

D. Segment Reporting

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

E. Risks and Concerns

For towels, the export demand in India is mainly driven by the US, the largest market for terry towels and the company primarily caters to exports to the US. The volatility in raw material prices and exchange rate fluctuations is another risk that can turn both favorable and unfavorable. The macro conditions in terms of demand slowdown is also a matter of concern.

F. Internal Control Systems and their Adequacy

The Company maintains adequate systems of internal controls to ensure that all assets are safeguarded against loss from unauthorized use or disposition. The Company’s policies, procedures, and guidelines are in place. The Company also has adequate procedures for internal financial controls to detect and prevent fraud and protect the Company’s resources. The financial statements are prepared in accordance with the accounting standards issued by the Institute of Chartered Accountants of India and a report on the Internal Financial Controls under clause (1) of sub-section (3) of Section 143 of the Companies Act, 2013 as given by the Independent Auditors and attached with Annual Report signifies that an adequate internal financial controls system over financial reporting is maintained and such financial controls over financial reporting were operating effectively as at March 31, 2024.

G. Financial and Operational Performance

During the year under review, the income of the company from operations decreased from Rs 176.95 crore in FY 2022-2023 to 129.10 crore in FY 2023-2024. The decline was due to a slowdown in the export markets due to monetary tightening by central banks and the cooling down of a sudden spurt in pent-up demand post-COVID 19. But, due to strict cost control measures adopted and other incomes generated from surplus working capital, the profit after tax increased by 17.64% from Rs.612.43 Lakh to Rs.743.56 Lakh.

Although there has been a decline in activity, the company has maintained a comfortable liquidity position and liquidity and solvency ratios have improved implying the preparedness of the company to tap the next upturn in the business cycle. In the current year, the first quarter was good and promises a sign of recovery in the international markets.

H. Human Resources/Industrial Relations

The Company has always valued its human resources. It believes in the unlimited potential of each of its staff. Dedicated and efficient employees are great assets of the Company and the most important ingredient for achieving good performance. During the financial year, the overall industrial relations remained cordial in the Company.

I. Accounting Treatment

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

ASHNOOR TEXTILE MILLS LIMITED

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

Ratios	As on 31.03.2024	As on 31.03.2023	Percentage change	Remarks/ Response
Current	1.67	1.85	-10.21%	The current ratio is down because both current assets and current liabilities have increased to finance current-year operations.
Debt Equity	1.18	1.25	-5.72%	The decline is due to the repayment of loans and consolidation of net worth through plough-back of increased profits
Debt Service Coverage Ratio	2.32	1.83	26.83%	It has improved due to a decline in loans and an increase in cash accruals
Return of Equity	12.32%	11.43%	7.76%	It has improved due to an increase in profits
Inventory Turnover	2.72	3.91	-30.35%	It has reduced due to a decline in sales
Trade Receivable Turnover	4.26	3.54	20.26%	Improved due to better collection of receivables
Trade Payable Turnover	21.89	11.04	98.22%	Improved due to timely payments to creditors
Net Capital Turnover	5.96	15.30	-61.01%	Declined due to a decrease in sales
Net Profit	5.47%	3.45%	58.43%	Increased due to increase in profits
Return on Capital Employed	16.54%	13.05%	26.78%	Improved due to an increase in profits
Return on Investment	31.97%	3.26%	879.66%	Increased due to high returns earned on investments
Operating Profit	6.78 %	11.03%	62.59 %	Due to strict cost control measures adopted and other incomes generated from surplus working capital

Disclaimer

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

By the order of the Board

Sd/-
Suneel Gupta
Managing Director
DIN-00052084

Sd/-
Sangeeta Gupta
Director
DIN-00052121

Place: Gurugram
Date: May 30, 2024

ASHNOOR TEXTILE MILLS LIMITED

FORM NUMBER- MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

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

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

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

Based on my verification of **Ashnoor Textile Mills Limited's** (hereinafter called 'the Company') books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, thereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year that ended on March 31, 2024, according to the provisions of:

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

ASHNOOR TEXTILE MILLS LIMITED

financial year, the process of which was started during the audit period. The compliance with the provisions of these regulations will be audited during the audit of the financial year 2024-2025};

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, **{Not applicable as the Company has not granted any option to the employees during the audit period};**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, **{Not applicable as the Company has issued any debt securities during the audit period};**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with clients **(Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the audit period under review);**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, **{Not applicable as the Company has not delisted its equity shares from the stock exchange during the period under review};** and
 - h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998, **{Not applicable as the Company has not bought back any of its securities during the audit period under review};**
6. The BSE has imposed a fine of Rs.10,000/- for the delay in complying with the requirements of regulation 29(2) of the Listing Regulations.
7. We have also examined compliance with the following Acts and rules made under these Acts, Orders, and Rules are specifically applicable to the Company:
- a) The Handloom Act, 1985;
 - b) Central Silk Board Act, 1948;
 - c) The Textile Committee Act, 1963;
 - d) Cotton Central Order, 1986;
 - e) The Textile Undertaking Act, 1995;
 - f) Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder;
 - g) Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder;
 - h) Environment Protection Act and Rules made thereunder.

We have also examined compliance with the applicable clauses of the

- a) Secretarial Standards (SS-1 & SS-2) issued by the Institute of Company Secretaries of India; and
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
8. The Company has deposited Rs.15.38 Lakh in the Prime Minister's National Relief for CSR on August 2, 2023. These CSR expenses were required to be incurred in the financial year 2022-2023.
- During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

ASHNOOR TEXTILE MILLS LIMITED

We further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, Women Directors, and Independent Directors as on March 31, 2024.

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

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

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

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

After the closure of the financial year, pursuant to the provisions of section 23, 62(1)(a) of the Companies Act, 2013, and the Rules made thereunder, the Company has raised the funds by issuing 31,86,462 equity shares on the Right basis to the existing shareholders at the issue price of Rs.20/- per share. Out of these 19,09,139 equity shares were allotted to the Promoters by adjusting unsecured loans taken by the company from the Promoters against the share application money. The remaining shares were allotted in cash to the Promoters and the public. The compliance of related provisions for these funds so raised will be reported in the next year's audit report.

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

**For Anil Arora & Associates
Company Secretaries**

Sd/-

Anil Kumar Arora

Proprietor

FCS Number: 5695

CP Number: 4775

UDIN: F005695F000949000

Date: August 12, 2024

Place: New Delhi

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

ASHNOOR TEXTILE MILLS LIMITED

ANNEXURE-A TO SECRETARIAL AUDIT REPORT

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

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

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

**For Anil Arora & Associates
Company Secretaries**

Sd/-

Anil Kumar Arora

Proprietor

FCS Number: 5695

CP Number: 4775

UDIN: F005695F000949000

Date: August 12, 2024

Place: New Delhi

ASHNOOR TEXTILE MILLS LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members

Ashnoor Textile Mills Limited

Behrampur Road, Village Khandsa,

Gurugram, Haryana-122001

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the MCA Portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company, its officers and directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2024, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any other Statutory Authority.

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

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

For Anil Arora & Associates

Company Secretaries

Sd/-

Anil Kumar Arora

Proprietor

FCS Number: 5695

CP Number: 4775

UDIN: F005695F000949011

Place: New Delhi

Date: August 12, 2024

ASHNOOR TEXTILE MILLS LIMITED

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
ASHNOOR TEXTILE MILLS LIMITED**

Report on the standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Ashnoor Textile Mills Limited (“**the Company**”), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, the Statement of Changes in Equity and the statement of Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and profit, changes in equity) and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Information other than the Financial Statements and Auditors' Report thereon

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

ASHNOOR TEXTILE MILLS LIMITED

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

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

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

Responsibility of Management for the Standalone financial statements

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

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

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

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

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

ASHNOOR TEXTILE MILLS LIMITED

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

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

ASHNOOR TEXTILE MILLS LIMITED

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- (g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has mentioned details of pending litigations in Note Number: 16.1 and 47 of Standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

ASHNOOR TEXTILE MILLS LIMITED

- v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) contain any material mis-statement.
- vii. The company has not declared or paid any dividend during the year as per provisions of section 123 of the Companies Act, 2013.
- viii. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and The Company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

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

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 24511397BKAJBZ1995
Place: New Delhi
Date: May 30, 2024

ASHNOOR TEXTILE MILLS LIMITED

Annexure 'A' to the Auditors' Report

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Ashnoor Textile Mills Limited on the accounts of the company for the year ended 31st March, 2024]

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has not any Intangible Assets so does not require to maintain any records.
- (b) As explained to us, the major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee, and the lease agreements are duly executed in favor of the lessee) are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (ii) (a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at the end of the year by the Management. In the case of inventories lying with third parties, certificates of stocks holding have been received. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees from Bank of Baroda, in aggregate, from banks or financial institutions on the basis of security of current assets i.e stock and book debts; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;
- (iii) The Company has during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.
- (iv) The Company has not given any Loans and guarantees and security according to provisions of section 185 and 186 of the Companies Act, 2013: and therefore, the provision of Clause 3(iv) of the said Order is not applicable to the Company.

ASHNOOR TEXTILE MILLS LIMITED

- (v) Based on our scrutiny of the company's records and according to the information and explanation provided by the management, in our opinion the Company has not accepted any deposits from the public within the meaning of Rule 2 of the Companies (Acceptance of Deposits) Rules, 2014 or any directives issued by the Reserve Bank of India.
- (vi) As informed to us, the Central Government has not prescribed for maintenance of cost records for any of the products of the Company under sub-section (1) of Section 148 of the Act.
- (vii) In respect of statutory dues:
 - (a) According to the records of the Company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Tax Deducted at Sources, Goods and Service Tax and other material statutory dues applicable to it, with the appropriate authorities and According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Tax Deducted at Source, Goods and Service Tax and other material statutory dues in arrears/ were outstanding as at March 31, 2024 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.
- (viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix)
 - (a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
 - (b) Company is not declared willful defaulter by any bank or financial institution or other lender.
 - (c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained.
 - (d) According to the information and explanation given to us, funds raised on short term basis have not been utilized for long-term purposes.
 - (e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
 - (f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- (x)
 - (a) The company has not raised any money from initial public offer or further public offer (including debt instruments)

ASHNOOR TEXTILE MILLS LIMITED

- (b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (xii) In our opinion and to the best of our information and according to the explanations given by the management, we are of the opinion that the company is not a nidhi hence, in our opinion, the requirements of Clause 3(xii) of the Order do not apply to the company.
- (xiii) In our opinion and to the best of our information and according to the explanations given by the management, Transactions with the related parties are in compliance with sections 188 of Companies Act, 2013 and disclosed in Note No -46 of Financial Statements for the year ended March 31, 2024 and section 177 of Companies Act, 2013 is with in the limit to the said company.
- (xiv) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- (xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) In our opinion and to the best of our information and according to the explanations given by the management, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.
- (xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within

ASHNOOR TEXTILE MILLS LIMITED

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

- (xx) The provisions of Section 135 towards corporate social responsibility are applicable on the company.
- (a) in respect of other than ongoing projects, the Company has not transferred the unspent amount to a fund specified in schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub section (5) of section 135 of the said act.
- (b) Not Applicable.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

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

RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 24511397BKAJBZ1995
Place: New Delhi
Date: May 30, 2024

ASHNOOR TEXTILE MILLS LIMITED

ANNEXURE A TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Ashnoor Textile Mills Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

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

Auditor's Responsibility

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

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

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

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

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

ASHNOOR TEXTILE MILLS LIMITED

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Control over Financial Reporting

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

Opinion

In our opinion, the company has, in all material respects, an adequate the internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KSA & Co.

Chartered Accountants

(Firm's Registration No. 003822C)

Sd/-

RASMI RANJAN JATI

Partner

Membership Number: 511397

UDIN: 24511397BKAJBZ1995

Place: New Delhi

Date: May 30, 2024

ASHNOOR TEXTILE MILLS LIMITED

BALANCE SHEET AS AT MARCH 31, 2024

PARTICULARS	NOTE NUMBER	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
ASSETS			
Non Current Assets			
(a) Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant and Equipment	2	4,006.95	4,286.66
(b) Financial Assets			
(i) Investments	3	108.00	92.00
(c) Other Non Current Assets	4	126.41	126.41
Current Assets			
(a) Inventories	5	3,813.33	3,555.39
(b) Financial Assets			
(i) Investments	6	2,521.17	1,277.63
(ii) Trade Receivables	7	3,040.29	3,017.75
(iii) Cash and Cash Equivalents	8	231.07	285.62
(iv) Other Bank Balances	9	234.69	94.37
(d) Other Current Assets	10	1,541.99	1,091.60
Total Assets		15,623.90	13,827.44
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	11	1,274.58	1,273.95
(b) Other Equity	12	5,131.57	4,388.01
LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	1,903.48	2,657.48
(b) Provisions	14	76.00	88.60
(c) Deferred Tax Liability (Net)	15	369.41	359.71
(d) Other Non-Current Liabilities	16	32.55	32.55
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	5,661.18	4,434.34
(ii) Trade Payables	18		
(a) total outstanding dues of MSME		-	-
(b) total outstanding dues of other than MSME		531.82	276.58
(b) Other Current Liability	19	447.75	142.46
(c) Provisions	20	195.55	173.75
Total Liabilities		15,623.90	13,827.44

Notes on Financial Statement 2 to 48

Significant Accounting Policies 1

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

As per our report of even date attached

For KSA & Co.

Chartered Accountants

Firm Registration Number: 003822C

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 24511397BKAJBZ1995

For Ashnoor Textile Mills Limited

Sd/-
SUNEEL GUPTA
Managing Director
DIN-00052084

Sd/-
SANGEETA GUPTA
Whole Time Director
DIN-00052121

Sd/-
YASHIMA SALUJA
Company Secretaries
Membership Number : A36764

Sd/-
GIRISH SINGH ADHIKARI
Chief Finance Officer
PAN-AEPPA9502R

Place: New Delhi
Date: May 30, 2024

ASHNOOR TEXTILE MILLS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	NOTE NUMBER	Year Ended March 31, 2024 ₹ In Lakh	Year Ended March 31, 2023 ₹ In Lakh
INCOME			
(I) Revenue from Operations			
(a) Sale of Products	21	12,787.44	17,557.60
(b) Sale of Service		122.98	137.86
(II) Other Income	22	694.84	57.81
Total Income		13,605.26	17,753.27
(III) Expenses			
(a) Cost of Material Consumed	23	9,822.86	15,068.93
(b) Purchase of Stock-in-Trade	24	79.20	96.10
(c) Change in Inventory of finished, work-in-progress and stock-in-trade	25	128.84	(650.85)
(d) Employee Benefit Expenses	26	186.50	218.19
(e) Finance Costs	27	529.66	415.59
(f) Depreciation Expenses	2	433.10	391.70
(g) Other Expenses	28	1,454.45	1,425.11
Total Expenses		12,634.60	16,964.77
(IV) Profit Before Exceptional and Extraordinary Items and Tax		970.65	788.50
(V) Extra Ordinary Items	29	1.35	16.04
(VI) Profit Before Tax		972.00	804.54
(VII) Tax Expenses			
(a) Current Tax		(172.00)	(135.00)
(b) Previous Year Tax Paid Excess of Provision		(46.74)	(7.32)
(c) Deferred Tax		(9.70)	(31.79)
(d) MAT Credit Written Off		-	(18.01)
(VIII) Profit For the Year		743.56	612.43
(IX) Earning Per Equity Share			
(a) Basic Earning Per Share		5.83	4.80
(b) Diluted		5.83	4.80
(c) Weighted Average Number of Equity Shares		12,745,849	12,745,849
(X) Notes on Financial Statements	2 to 48		
(XI) Significant Accounting Policies	1		

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

As per our report of even date attached

For KSA & Co.

Chartered Accountants

Firm Registration Number: 003822C

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 24511397BKAJBZ1995

For Ashnoor Textile Mills Limited

Sd/-
SUNEEL GUPTA
Managing Director
DIN-00052084

Sd/-
SANGEETA GUPTA
Whole Time Director
DIN-00052121

Sd/-
YASHIMA SALUJA
Company Secretaries
Membership Number : A36764

Sd/-
GIRISH SINGH ADHIKARI
Chief Finance Officer
PAN-AEPPA9502R

Place: New Delhi
Date: May 30, 2024

ASHNOOR TEXTILE MILLS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

S.No.	PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/(Loss) Before Tax and Extraordinary Items	970.65	788.50
	Adjustments for :		
	Depreciation	433.10	391.70
	Other Income	46.30	15.47
	Interest Paid	529.66	415.59
	Profit on Sale of Assets	1.35	16.04
	Operating Profit Before Working Capital Changes	1,885.76	1,564.27
	Adjustments for:		
	Trade and Other Receivables	(472.94)	4,886.00
	Inventories	(257.93)	315.76
	Trade Payments and Liabilities	579.43	(2,022.81)
	Cash Generated from Operations	1,734.32	4,743.22
	Interest Paid	529.66	415.59
	Net Gain/Loss on Foreign Currency Transactions	72.32	378.93
	Income Tax, Deferred and MAT	228.44	192.12
	CASH FLOW BEFORE EXTRAORDINARY ITEMS	1,048.54	4,514.44
	Extraordinary Items	1.35	16.04
	Net Cash from Operating Activities	1,049.89	4,530.49
B.	CASH FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	156.34	960.39
	Sale of Fixed Assets	4.30	28.08
	Investments	(1,259.53)	(1,090.12)
	Interest and Other Income	(26.02)	(363.46)
	Net Cash from Investing Activities	(1,437.59)	(2,385.89)
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Share Capital/Share Application	0.63	-
	Proceeds from Long Term Borrowings	(753.99)	(36.88)
	Proceeds from Other Borrowings	1,226.84	(2,643.40)
	Public Issue and Other Expenses	-	-
	Net Cash from Financing Activities	473.48	(2,680.28)
D.	NET INCREASE IN CASH AND CASH EQUIVALENTS	85.77	(535.69)
	Opening Balance of Cash and Cash Equivalents	379.99	915.69
	Closing Balance of Cash and Cash Equivalents	465.77	379.99

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

As per our report of even date attached

For and on behalf of the Board

Sd/-	Sd/-	Sd/-	Sd/-
SUNEEL GUPTA	SANGEETA GUPTA	GIRISH SINGH ADHIKARI	YASHIMA SALUJA
Managing Director	Whole Time Director	Chief Finance Officer	Company Secretary
DIN-00052084	DIN-00052121	PAN-AEPPA9502R	ACS No. - 36764

AUDITORS' CERTIFICATE

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

We have examined the attached cash flow statement of Ashnoor Textiles Mills Limited for the year ended March 31, 2024. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchanges and is based on and in agreement with corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

For KSA & Co.

Chartered Accountants
(Firm's Registration No. 003822C)

Sd/-
RASMI RANJAN JATI
Partner

Membership Number: 511397
UDIN: 24511397BKAJBZ1995

Place : New Delhi
Date : May 30, 2024

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

NOTE NO – 1

SIGNIFICANT ACCOUNTING POLICIES

a) Corporate Information

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

b) Basis of Preparation and Presentation

- i. The financial statements have been prepared on the historical cost and accrual basis of accounting and are in compliance with the Indian Accounting Standards (referred to as “Ind AS”) notified under section 133 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and applicable provisions of the Companies Act, 2013.
- ii. Upto the year ended March 31, 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as “Previous GAAP”.
- iii. These financial statements are the Company’s first Ind AS standalone financial statements. Company’s financial statements are presented in Indian Rupees (₹), which is also its functional currency.

c) Property, plant and equipment

- i. Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.
- ii. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.
- iii. Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

d) Depreciation

- i. Depreciation on Fixed Assets has been provided on Straight Line Method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013..
- ii. Depreciation on additions to fixed asset during the year has been provided on pro rata basis from the date of such addition.
- iii. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

- iv. Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.
- v. Depreciation on amount, added to/reduced from the cost of asset consequent to increase/decrease in liability towards creditors for capital goods, due to change in foreign exchange rate, is provided prospectively for the remaining life of the assets at the rates on which concerned asset has been depreciated so far.

e) Impairment of Assets

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

f) Capital Work in Progress

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

g) Use of Estimates

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

h) Cash and Cash Equivalents

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

i) Cash Flow Statement

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

j) Finance Cost

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

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

- ii. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.
- iii. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

k) Inventories

- i. Inventory of raw material, packing material, fuels, consumables, dyes and chemicals, are valued on Lower of Cost and Net Realizable Value. Cost is calculated on First in First out (FIFO) basis of costing and is net of subsequently recoverable duties and taxes.
- ii. Stock in progress is valued at Lower of Cost and Net Realizable Value. Costs include raw material cost, ascertained on the basis of average cost of purchases, and direct cost incurred up to the stage of production of Grey Yarn, processing and fabrication. Inventory lying for more than six months is valued at half of cost of production.
- iii. Finished goods are valued at Lower of Cost and Net Realizable Value. Cost includes raw material cost, ascertained on the basis of average cost of purchases, and direct cost. Old inventory lying for more than six months is valued at half of cost of production. Inventory of rejected finished goods is valued at Net Realizable Value.
- iv. Inventory of carpets and trading items is valued on lower of cost and net realizable value.
- v. Inventory of waste is valued on net realizable value.
- vi. Stores and Spares are charged to expenses on purchase and no inventory is maintained.

l) Investments

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

m) Retirement Benefits

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

n) Provisions, contingent liabilities and contingent assets

- i. A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- ii. Where it is not probable that an outflow of economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability in notes to accounts, unless the probability of outflow of economic benefits is remote.
- iii. Contingent Assets are not recognised in the financial statements but are disclosed, where an inflow of economic benefit is probable.

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

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

o) Revenue Recognition

- i. Sale is recorded on CIF value inclusive of freight, insurance and excise duty recovered from the customers. Sale is recognized on the date of dispatch of goods from factory.
- ii. Export Sale is recorded at the foreign currency exchange rate prevailing on the date of the transaction.
- iii. Sales are recorded on invoice value net of discounts and rebates.

p) Foreign Currency Transactions

- iv. Expenses and Income in foreign exchange are accounted for at the rates prevailing on the date of transactions and exchange differences on settlement of transaction are taken to the Profit and Loss Account.
- v. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.
- vi. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

q) Taxation

Deferred Tax:

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

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

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

Current Tax

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

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

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

r) Financial Instruments

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

On initial recognition, financial assets and financial liabilities are recognised at historical cost that are attributable to the acquisition or issue of financial assets and financial liabilities. In case of financial assets and financial liabilities which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in Statement of Profit and Loss.

A. Financial assets:

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

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

i. Financial assets at Amortised Cost:

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

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

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

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

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

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

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

b. Impairment of financial assets

- i. Subsequent to initial recognition, the Company recognizes expected credit loss (ECL) on financial assets measured at amortised cost. ECL on such financial assets, other than loan assets, is measured at an amount equal to life time expected losses.
- ii. The impairment requirements for the recognition and measurement of ECL are equally applied to Loan asset at FVTOCI except that ECL is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

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

The Company measures ECL on loan assets at an amount equal to the lifetime ECL if there is credit impairment or there has been significant increase in credit risk (SICR) since initial recognition. If there is no SICR as compared to initial recognition, the Company measures ECL at an amount equal to 12-month ECL. When making the assessment of whether there has been a SICR since initial recognition, the Company considers reasonable and supportable information, that is available without undue cost or effort. If the Company measured loss allowance as lifetime ECL in the previous period, but determines in a subsequent period that there has been no SICR since initial recognition due to improvement in credit quality, the Company again measures the loss allowance based on 12-month ECL. ECL is measured on individual basis for credit impaired loan assets, and on other loan assets it is generally measured on collective basis using homogenous groups.

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

c. De-recognition of financial assets

- i. The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.
- ii. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable, and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity, is recognised in Statement of Profit and Loss if such gain or loss would have otherwise been recognised in Statement of Profit and Loss on disposal of that financial asset.

B. Financial liabilities:

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

ii. De-recognition of financial liabilities

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

s) Fair Value Measurement

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

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

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

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

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

t) Earning Price Per Share

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

As per our report of even date attached

For KSA & Co.

Chartered Accountants

Firm Registration Number: 003822C

Sd/-

RASMI RANJAN JATI

Partner

Membership Number: 511397

UDIN:

Place: New Delhi

Date: May 30, 2024

For Ashnoor Textile Mills Limited

Sd/-

SUNEEL GUPTA

Managing Director

DIN-00052084

Sd/-

YASHIMA SALUJA

Company Secretaries

Membership Number : A36764

Sd/-

SANGEETA GUPTA

Whole Time Director

DIN-00052121

Sd/-

GIRISH SINGH ADHIKARI

Chief Finance Officer

PAN-AEPA9502R

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

NOTE NUMBER - 2

PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01-04-2023	Additions during the year	Adjustments during the year	As at 31-03-2024	Opening Balance As at 01-04-2023	Additions During the year	Adjustments During the year	Closing Balance As at 31-03-2024	Balance As at 31-03-2024	Balance As at 31-03-2023
Tangible Assets										
Land	84.32			84.32	-	-	-	-	84.32	84.32
Factory Building	1,352.23			1,352.23	773.59	41.65		815.23	537.00	578.64
Office Building	25.58			25.58	22.40	0.88		23.28	2.31	3.18
Water Treatment Plant	2.03			2.03	1.55	0.39		1.93	0.10	0.49
Electric Installation	69.53			69.53	50.97	6.48		57.45	12.08	18.57
Plant and Machinery	6,934.57	127.70		7,062.28	3,529.54	343.09		3,872.62	3,189.65	3,405.04
ETP Plant	68.26			68.26	35.08	6.48		41.56	26.70	33.18
Generator Set	68.01			44.10	65.59	0.22	(23.49)	42.32	1.78	2.42
Furniture and Fixture	23.80	17.22		41.02	10.97	3.90		14.86	26.16	12.83
Office Equipment	15.19	5.36		20.55	6.34	3.90		10.25	10.30	8.85
Computers	4.76	0.30		5.06	3.22	0.97		4.20	0.86	1.54
Vehicles	330.50	5.76	(14.53)	321.72	192.90	25.14	(12.00)	206.03	115.69	137.60
Grand Total	8,978.79	156.34	(38.44)	9,096.68	4,692.12	433.10	(35.49)	5,089.73	4,006.95	4,286.66
<i>Previous year</i>	<i>8,178.80</i>	<i>960.39</i>	<i>(160.41)</i>	<i>8,978.79</i>	<i>4,448.80</i>	<i>391.70</i>	<i>(148.37)</i>	<i>4,692.12</i>	<i>4,286.66</i>	<i>3,730.00</i>

₹ In Lakh

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At	As At
	31-03-2024	31-03-2023
	₹ In Lakh	₹ In Lakh
3 NON CURRENT INVESTMENTS		
Long Term Trade Investments		
Investments in Unit Link Plan- Quoted at Cost	108.00	92.00
	108.00	92.00
Net Asset Value of Investment in Mutual Fund/ULP	131.17	115.17
4 OTHER NON CURRENT ASSETS		
(Unsecured and Considered Good)		
Advance other than Capital Advances		
Security Deposits	26.41	26.41
Other Advances	100.00	100.00
	126.41	126.41
5 INVENTORIES		
(As certified by the management and valued at lower of cost and net realizable value)		
a) Raw Materials	1,028.56	676.55
b) Stock-in-progress	1,170.23	1,161.51
c) Finished Goods	1,446.49	1,541.43
d) Rejected Stock	1.81	44.42
e) Stores and Spares	166.24	131.48
	3,813.33	3,555.39

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
6 INVESTMENT- CURRENT		
Short Term Trade Investments		
Investment in Equity Instruments: Quoted at Cost		
Nil (20,000) Equity Shares of Aditya Birla Capital	-	27.15
250,000 (Nil) Equity Shares of Bajaj Hindustan Sugar	86.67	-
5,88,500 (Nil) Equity Share of Bank Of Maharashtra	295.27	-
11,000 (Nil) Equity Share of Cochin Shipyard Limited	46.74	
50,000 (Nil) Equity Share of H L V Limited	18.28	
1,00,000 (Nil) Equity Share of Jaiprakash Assoc	18.76	
4,00,000 (Nil) Equity Share of Jaiprakash Power Ven	52.20	
50,001 (Nil) Equity Share of Jammu & Kashmir Bank	34.99	
70,000 (Nil) Equity Share of N H P C Limited	47.36	
1 (Nil) Equity Share of Nippon India Etf Liquid Bees	0.02	
30,000 (Nil) Equity Share of Punjab Sind Bank	19.11	
2,50,000 (1,00,000) Equity Share of Rattanindia Power Ltd	16.03	4.45
1,00,000 (Nil) Equity Share of Sarveshwar Foods Ltd	10.39	
25,000 (Nil) Equity Share of S J V N	42.44	
1,50,000 (Nil) Equity Share of UNITECH LTD	9.50	
49,999 (Nil) Equity Share of Utkarsh Small Finance	31.45	
25,000 (Nil) Equity Share of B L Kashyap Sons Limited	19.60	
1,500 (10,000) Equity Share of Birlasoft Limited	11.56	31.49
35,500 (20,000) Equity Share of B O I	27.14	16.75
Nil (20,000) Equity Share of Federal Bank	-	27.51
Nil (60,000) Equity Share of GMR Airport Infra Limited	-	26.34
29,655 (60,100) Equity Share of IDFC Bank Limited	35.13	30.05
20,000 (27,300) Equity Share of Indian Railway Fin Corp Ltd	15.89	9.09
Nil (20,000) Equity Share of Kirlosker Electr Co	-	17.22
Nil (15,000) Equity Share of N L C India Limited	-	12.30
Nil (20,000) Equity Share of Rashtriya Chem	-	25.55
227,500 (150,000) Equity Share of South Indian Bank	44.30	21.88
Nil (330) Equity Share of S R F	-	8.49
48,000 (48,000) Equity Share of B O B	86.88	77.14
Nil (10,000) Equity Share of Bombay Dyeing	-	10.30
30,380 (30,380) Equity Share of Canara Bank	91.37	92.00
1,80,000 (50,000) Equity Share of Central Bank of India	69.99	9.30

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
7,500 (10,000) Equity Share of General Insurance Co	25.50	18.15
Nil (1,500) Equity Share of G N F C		10.95
45,000 (25,000) Equity Share of Indiabulls Real Estate	39.27	21.10
50,000 (50,000) Equity Share of L & T Finance Holdings	49.89	42.56
Nil (6,000) Equity Share of Maharashtra Seamless		24.90
110,000 (110,000) Equity Share of P N B	55.62	52.47
31,637 (10,000) Equity Share of Power Finance Corporation	65.22	12.10
Nil (2,000) Equity Share of Radico Khait	-	20.62
19,800 (Nil) Equity Share of H D F C Bank Limited	306.90	-
8,084 (Nil) Equity Share of Housing & Urban Deve	6.21	-
15,000 (Nil) Equity Share of IDBI Bank	10.47	-
2,400 (Nil) Equity Share of Mishra Dhatu Nigam Limited	10.61	-
41,000 (Nil) Equity Share of N B C C (India) Limited	28.41	-
4,000(Nil) Equity Share of Oil India Limited	23.74	-
22,058 (Nil) Equity Share of Rail Vikas Nigam Ltd	28.39	-
20,000 (Nil) Equity Share of Rattan India Enterprises Limited	11.97	-
276 (Nil) Equity Share of Route Mobile Limited	4.23	-
6,598 (6598) Equity Share of R B L Bank	9.45	12.29
45,000 (10,000) Equity Share of REC Limited	153.12	10.80
Nil (20,000) Equity Share of The New India Assura		25.35
200,000 (100,000) Equity Share of Yes Bank	55.36	17.40
1,00,000 (50,000) Equity Share of Suzlon Energy Limited	126.24	5.13
Nil (10,000) Equity Share of Tata Power Company	-	22.83
48,400 (98,400) Equity Share of UCO Bank	29.71	14.76
19 (19) Share of Sovereign Gold Bond	0.96	0.96
1,68,300 (25,000) Equity Share of Union Bank of India	189.99	23.23
4,000 (Nil) Equity Share of Vaibhav Global Limited	19.80	
16,000 (Nil) Equity Share of Welspun India Limited	14.90	
3,000 (Nil) Equity Share of Titagarh Rail Systems Limited	26.97	
15,000 (Nil) Equity Share of Texmaco Rail Engineering Limited	24.98	
5,006 (Nil) Equity Share of TCNS Clothing Co	21.37	
2,000 (Nil) Shyam Metalics and Energy	12.44	
Investment in Mutual Fund- Quoted at Cost		
Baroda Dynamic Equity Fund	-	10.00

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
Canara Robeco Emerging Equites Collection Fund	-	30.00
Canara Robeco Flexi Cap Fund	-	18.00
Dsp Equity Opportunities Fund (G)	-	28.00
Dsp Flexi Cap Fund(G)	-	72.00
Dsp India T.I.G.E.R. Fund (G)	-	5.00
Hdfc Banking And Financial Services Fund	-	12.00
Hdfc Business Cycle Fund	-	29.00
HDFC Flexi Fund	-	32.00
HDFC Large And Midcap Fund	-	15.00
Kotak Equity Opportunity Fund	-	32.00
Kotak Focused Equity Fund	-	32.00
SBI Banking & Financial Services Fund	-	3.00
SBI Contra Fund	-	3.00
SBI Flexicap Fund	-	1.00
SBI Large And Midcap Fund	-	3.00
Sbi Technology Opportunities Fund	-	1.00
Tata Banking And Financial Services Fund	-	12.00
Tata Business Cycle Fund	-	5.00
Tata Digital India Fund	-	5.00
UTI- Flexi Cap Fund (G)	-	64.60
U-Infrastructure Fund (G)	-	27.94
Uti- Transportation & Logistics Fund (G)	-	24.00
Uti-Mid Cap Fund (G)	-	1.30
Uti-Banking And Financial Services Fund (G)	-	5.24
Bob Mutual Fund	-	15.00
HDFC Liquid Fund-Direct Growth	24.43	-
Kotak Business Cycle Fund	14.00	9.00
	2,521.17	1,277.63
Market Value of Quoted Investments	3,117.59	1,254.44

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
7 TRADE RECEIVABLES		
(Unsecured and Considered Good)		
Outstanding for a period less than six months from the date they are due for payment :-	3,031.89	2,686.33
Outstanding for a period More than six months from the date they are due for payment : -	8.40	331.41
	3,040.29	3,017.75
7.1 Confirmation from customers were not received and their balances are shown as appearing in the accounts.		
8 CASH AND CASH EQUIVALENTS		
a) Balances with Banks:		
Current Accounts	220.79	276.92
b) Cash on Hand	10.28	8.70
	231.07	285.62
9 OTHER BANK BALANCES		
In Bank Deposits*	234.69	94.37
	234.69	94.37
10 OTHER CURRENT ASSETS		
Advance Tax and TDS	191.44	132.68
Receivable from Government Authorities	1,067.00	709.76
Others	283.55	249.16
	1,541.99	1,091.60

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

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

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

PARTICULARS	As At	As At
	31-03-2024	31-03-2023
	₹ In Lakh	₹ In Lakh
11 SHARE CAPITAL		
AUTHORIZED		
16,000,000 (12,750,000) Equity Shares of Rs. 10/- each *	1,600.00	1,275.00
ISSUED, SUBSCRIBED AND PAID UP		
12,745,849 (12,745,849) Equity Shares of Rs. 10/- each	1,274.58	1,274.58
Calls in Arrears	-	(0.63)
	1,274.58	1,273.95

11.1 The reconciliation of shares outstanding is set out below:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number	Amount (₹ in Lakh)	Number	Amount (₹ in Lakh)
Equity Shares outstanding at the beginning of the year	12,745,849	1,274.58	12,745,849	1,274.58
Shares Issued during the year	-	-		
Shares outstanding at the end of the year	12,745,849	1,274.58	12,745,849	1,274.58

11.2 Rights, preferences and restrictions attached to equity shares

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

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

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

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

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

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Suneel Gupta	4,261,841	33.44%	4,261,841	33.44%
Mrs. Sangeeta Gupta	2,986,172	23.43%	2,986,172	23.43%
Mr. Abhinav Gupta	1,586,000	12.44%	1,586,000	12.44%

11.4 On June 30, 2024, Companies received all Calls in Arrears in Cash from the share holders.

Unpaid Calls	31-03-2024	31-03-2023
By Officers	-	0.63
Total	-	0.63

11.5 The Company has not issued any equity shares for consideration other than cash and has not issued any bonus shares nor any buy back of shares during five years immediately preceding March 31, 2024.

11.6 Shares held by promoters at the end of the year

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

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

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
12 RESERVES AND SURPLUS		
(a) Security Premium		
Opening Balance	240.00	240.00
Addition due to Issue of Shares during the Period	-	-
Closing Balance	240.00	240.00
(b) Capital Reserves		
Opening Balance	32.34	32.34
Add: Current Year Transfer	-	-
Closing Balance	32.34	32.34
(c) Surplus		
Opening balance	4,115.67	3,503.25
Add: Net Profit for the current year	743.56	612.43
Closing Balance	4,859.23	4,115.67
Grant Total (a+b+c)	5,131.57	4,388.01
13 LONG TERM BORROWINGS		
SECURED		
From Bank -		
- Term Loan (Refer Note No 13.2)	883.89	1,612.88
UNSECURED		
- from Directors (Refer Note No. 13.4)	1,019.59	1,044.59
	1,903.48	2,657.48
13.1 Schedule maturity of Long-term borrowings:		
Current Maturity (Refer Note No 13.2, 13.3, 13.4)		
Term Loans	752.63	581.53
Director's Loan- Unsecured	-	261.68
	752.63	843.22
Non Current Maturity (Refer Note No 13.2)		
Term Loans	883.89	1,612.88
Director's Loan- Unsecured	1,019.59	1,044.59
	1,903.48	2,657.48
Current maturity of long term borrowings are disclosed under "Short Term Borrowings" in Note Number -17 and Non Current maturity under "Secured Term Loan" in Note Number -13		

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
13.2 Two additional Term Loan are taken during the year from Bank of Baroda for purchase of Machinery, secured by charge against respective Machineries and are repayable in 34 monthly instalments. Outstanding loan amount as on March 31, 2024 is Rs. 710.13 Lakh.		
13.3 Additional Working Capital Term Loan (AWCTL) of Rs. 750 Lakh and Rs. 550 Lakh are taken from Bank of Baroda to meet the liquidity mismatch due to COVID 19 pandemic in addition to existing facility under scheme of BGECLS 1.0 (extension). The term loan are repayable in 5 years from the date of disbursement, including moratorium period of two years for principal amount. The Principal shall be repaid in 36 equal instalments interest after moratorium period is over.		
13.4 Unsecured loans have been taken from the directors are not carrying any interest.		
14 LONG TERM PROVISIONS		
Provision for Employee Benefits		
(a) Gratuity (unfunded)	32.66	29.94
(b) Bonus	27.14	27.61
(c) Leave Encashment (unfunded)	16.20	31.04
	76.00	88.60
15 DEFERRED TAX LIABILITY (NET)		
Difference of WDV of fixed assets between books and income tax	(1,513.73)	(1,494.52)
Disallowances under section 43B	46.06	65.39
Net Temporary Difference	(1,467.68)	(1,429.13)
Effective Rate of Income Tax	25.17%	25.17%
Deferred Tax Assets (Liability)	(369.41)	(359.71)
Less: Charged in Previous Year	(359.71)	(327.92)
Net Deferred Tax Assets (Liability)	(9.70)	(31.79)
16 OTHER NON CURRENT LIABILITIES		
Security Received	10.50	10.50
Others (Refer Note No 16.1)	22.05	22.05
	32.55	32.55
16.1 Interest on late payment of Rs. 2,684,738/- (2022-2023 – Rs. 2,684,738/-) and Rs. 18,725/- (2022-2023 - Rs. 18,725/-) has been levied under the Employees Provident Funds and Miscellaneous Provisions Act, 1952. Appeal has been filed against this demand in the Court and provision has been created for this liability in the books of accounts. Out of this demand, Rs. 498,387/- has been deposited with the authorities under protest and adjusted with this provision amount.		

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At	As At
	31-03-2024	31-03-2023
	₹ In Lakh	₹ In Lakh
17 SHORT TERM BORROWINGS		
SECURED		
Current Maturities of Long Term Debt (Refer Note No- 13.1)	752.63	843.22
- from Banks		
(a) Packing Credit Limits (Refer Note No 17.1)	3,328.79	2,589.36
(b) Foreign Bills Discounted (Refer Note No 17.1)	1,579.76	1,001.76
	5,661.18	4,434.34

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

18 TRADE PAYABLES

Micro, Small and Medium Enterprises	-	-
Other than Micro, Small and Medium Enterprises	531.82	276.58
	531.82	276.58

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

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

Particulars as at	31 March 2024	31 March 2023
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of accounting period	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act 2006	-	-
(d) the amount of interest accrued and remaining unpaid at the end of accounting period	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act 2006	-	-

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
19 OTHER CURRENT LIABILITIES		
Advance Received From Customers	7.85	9.77
Other Payables	423.36	114.87
Statutory Dues	16.54	17.83
	447.75	142.46
20 SHORT TERM PROVISION		
(a) Provision for Employee Benefits		
(i) Salary and Reimbursement	16.44	17.38
(ii) Employees Contribution To Provided Fund	5.96	4.98
(iii) Employees Contribution to ESI	1.15	1.01
(b) Others		
(i) Income Tax	172.00	135.00
(ii) CSR Provision	-	15.38
	195.55	173.75
21 REVENUE FROM OPERATION		
(a) Sale of products		
- Export	9,056.51	13,784.42
- Domestic	2,867.81	3,016.21
(b) Other Operating Revenues	863.12	756.97
	12,787.44	17,557.60
22 OTHER INCOME		
(a) Capital Gain/(loss) on Sale of Shares/MF	659.28	14.52
(b) Gain/Loss on Futures/Options	(69.57)	(25.56)
(c) Interest and Dividend	46.30	15.47
(d) Other Non Operating Income	7.31	11.38
(e) Rental Income	51.52	42.00
	694.84	57.81

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At	As At
	31-03-2024 ₹ In Lakh	31-03-2023 ₹ In Lakh
22.1 Statement of Realized Profit/(Loss) on sale of Investments		
Sale of investment (Equity) realized	659.28	14.52
Sale of investment (Derivatives) realized	68.15	(25.56)
	<u>727.43</u>	<u>(11.04)</u>
23 COST OF MATERIAL CONSUMED		
Raw Material Consumed (<i>Refer Note No 23.1</i>)	6,661.59	10,718.83
Packing Material Consumed	501.79	631.32
Fuel Consumed	410.91	741.70
Dyes and Chemicals Consumed	710.97	1,216.18
Stores and Spares (<i>Refer Note No 23.2</i>)	97.62	158.34
Manufacturing Expenses	1,439.98	1,602.57
	<u>9,822.86</u>	<u>15,068.93</u>

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

Particulars	2023-2024	
	₹ In Lakh	Percentage
Raw Materials:		
Imported	-	-
Indigenous	6,661.59	100.00%
Packing Materials		
Imported	127.97	0.00%
Stores and Spares:		
Imported	8.04	8.23%
Indigenous	89.58	91.77%

Particulars	2022-2023	
	₹ In Lakh	Percentage
Raw Materials:		
Imported	-	-
Indigenous	10,718.83	100%
Stores and Spares:		
Imported	27.00	17.05%
Indigenous	131.34	82.95%

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
23.2 IMPORTS (ON COST, INSURANCE AND FREIGHT BASIS)		
Packing Materials (RFID Labels)	128	-
Stores and Spares	8.04	27.00
	136.01	27.00
24 PURCHASE OF STOCK IN TRADE		
Purchase of Towels and Rugs	79.20	95.43
Purchase of Blankets	-	0.67
	79.20	96.10
25 CHANGE IN INVENTORY OF FINISHED GOODS AND STOCK IN PROCESS		
Opening Stocks		
Stock in Progress	1,161.51	1,099.45
Finished Goods	1,585.86	997.07
	2,747.36	2,096.52
Closing Stocks		
Stock in Progress	1,170.23	1,161.51
Finished Goods	1,448.30	1,585.86
	2,618.53	2,747.36
Change in Inventory	(128.84)	650.85
26 EMPLOYEE BENEFIT EXPENSES		
Salaries and Incentives	175.46	206.52
Company's Contribution to PF and ESI	1.58	2.48
Staff Welfare	9.46	9.20
	186.50	218.19

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
27 FINANCIAL COST		
(a) Interest on Term Loan and Working Capital	481.47	343.59
(b) Processing Charges and Bank Charges	48.19	72.00
	529.66	415.59
28 OTHER EXPENSES		
(a) Clearing and Forwarding	339.27	628.80
(b) Sales Promotion and Documentation	286.42	289.36
(c) Commission	121.83	205.47
(d) Travelling and Conveyance	154.67	60.61
(e) Auditors' Remuneration	1.00	1.00
(f) Electricity and Water Expenses	0.78	3.78
(g) Rent, Rates and Taxes	29.97	35.78
(h) Insurance	49.06	21.53
(i) Vehicle Maintenance	21.11	22.95
(j) Communication Expenditure	12.08	10.42
(k) Fees and Subscription	6.15	5.54
(l) Office Maintenance	4.83	4.19
(m) Legal and Professional Fees	40.53	51.93
(n) Other Office Expenses	298.60	65.64
(o) Shares Brokerage and Other Charges	70.16	2.73
(p) CSR Expenses Paid	17.98	15.38
	1,454.45	1,425.11
29 EXTRA ORDINARY ITEMS		
Profit/(Loss) on Sale of Fixed Assets	1.35	16.04
	1.35	16.04
30 EARNING PER SHARE		
Basic and diluted Earning Per Share		
Profit After Tax	743.56	612.43
Number of Equity Shares	12,745,849	12,745,849
Face value per Equity Share (Rs.)	10.00	10.00
Basic Earning Per Share	5.83	4.80
Diluted Earning Per Share (Rs.)	5.83	4.80

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
31 PAYMENT TO AUDITORS		
Audit Fee	1.00	1.00
	1.00	1.00

32 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

(a) Capital Management

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

(b) Categories of financial instruments

Particulars as at	31-03-2024	31-03-2023
A: Financial Assets		
Measured at amortized Cost		
(i) Cash and Cash Equivalents	231.07	285.62
(ii) Other Bank Balances	234.69	94.37
(ii) Trade Receivables	3,040.29	3,017.75
(iii) Investment in Mutual Fund and Shares	2,521.17	1,277.63
(iv) Investment in Unit Linked and Shares	108.00	92.00
Total Financial Assets	6,135.22	4,767.37
B: Financial Liability		
Measured at amortized Cost		
(i) Borrowings	7,564.66	7,091.82
(ii) Trade Payables	76.00	88.60
Total Financial Liabilities	7,640.66	7,180.42

(c) Financial risk management objectives

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

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES- Continue

(i) Liquidity Risk

The Company's Current assets aggregate Rs. 11,382.54 Lakh (2023 - Rs. 9,321.41 Lakh) including Current Investments, Cash and cash equivalents and Other Bank Balances of Rs. 2986.93 Lakh (2023 - Rs.1,656.67 Lakh) against an aggregate Current liability of Rs. 6836.30 Lakh (2023 - Rs. 5027.14 Lakh).

Further, while the Company's total equity stands at Rs. 6,406.16 Lakh (2023 - Rs.5,661.96 Lakh) , it has non-current borrowings of Rs. 1,903.48 Lakh (2023 - Rs. 2,657.48 Lakh). In such circumstances, liquidity risk or the risk that the Company may not be able to settle or meet its obligations as they become due does not exist.

(ii) Market Risk

The Company is not an active investor in equity markets; it continues to hold certain investments in equity for long term value accretion and also as current investments. The market value of investments in such equity instruments as at 31st March, 2024 is Rs.3248.75 Lakh (2023 - Rs. 1369.60 Lakh). Market risk exposures are measured using sensitivity analysis. There has been no change to the Company's exposure to market risks or the manner in which these risks are being managed and measured.

(iii) Foreign Currency Risk

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

(iv) Interest Rate Risk

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

(v) Credit Risk

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

Financial Liabilities

Particulars	31-03-2024	31-03-2023
Borrowings	7,564.66	7,091.82
Other financial liabilities	480.30	175.01

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

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

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

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

Particulars	Fair Value Hierarchy (Level)	As At March 31, 2024
Financial Assets		
(i) Cash and Cash Equivalents	Level 3	231.07
(ii) Trade Receivables	Level 3	3,040.29
(iii) Investment in Mutual Fund and Shares	Level 1	2,521.17
(iv) Investment in Unit Linked and Shares	Level 1	108.00
Financial Liabilities		
(i) Borrowings	Level 3	7,564.66
(ii) Trade Payables	Level 3	76.00

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

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

33 ACTIVITY IN FOREIGN CURRENCY

Earnings in Foreign Currency (Realization Basis):

FOB value of Export of Terry Towels **9,029.48** 13,502.51

Expenditure/Remittances in Foreign Currency:

Stores and Spares **8.04** 27.00

Foreign Travelling **141.84** 46.07

Packing Materials **127.97** -

Purchase of Machinery - 28.83

Net Earnings in Foreign Currency **8,879.61** 13,400.61

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

₹ in Lacks

34 Trade Payables ageing schedule:

Micro, Small and Medium Enterprises (MSME)	-	-
Other than Micro, Small and Medium Enterprises	531.82	276.58
Total	531.82	276.58

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

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

Outstanding for following periods from due date of payment as at 31st March, 2023

Particulars	< 1 Years	1-2 Years	2-3 Years	>3 Years	Total
Micro, Small and Medium Enterprises (MSME)	-	Nil	Nil	Nil	-
Other than Micro, Small and Medium Enterprises	253.94	11.55	11.10	Nil	276.58
Total	253.94	11.55	11.10	-	276.58

35 Trade Receivables Aging As on 31 March 2024

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

As on 31 March 2023

Particulars	Outstanding for following periods from Due Date of Payment				
	< 6 Months	6 Months > 1 Year	1-2 Years	2-3 Years	> 3 Years
(i) Undisputed Trade Receivables – Considered Good	2,627.81	58.52	-	-	-
(ii) Undisputed Trade Receivables – Considered Doubtful	-	117.05	225.76	-	-
(iii) Disputed Trade Receivable – Considered Good	-	-	-	-	-
(iv) Disputed Trade Receivable – Considered Doubtful	-	-	-	-	-

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

36 RATIOS

Ratio	Numerator	Denominator	31-Mar-24	31-Mar-23	% change
Current ratio	Current Assets	Current Liabilities	1.67	1.85	-10.21%
Debt- Equity Ratio	Total Debt	Shareholder's Equity	1.18	1.25	-5.72%
Debt Service Coverage ratio	Net profit before taxes + Interest and lease payments+Non-cash operating expenses (Dep and other amortisations)	Interest & Lease Payments + Principal Repayments	2.32	1.83	26.83%
Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	12.32%	11.43%	7.76%
Inventory Turnover ratio	Cost of goods sold	Average Inventory	2.72	3.91	-30.35%
Trade Receivable Turnover Ratio	Gross credit sales - sales return	Average Trade Receivable	4.26	3.54	20.26%
Trade Payable Turnover Ratio	Gross credit purchases - purchase return	Average Trade Payables	21.89	11.04	98.22%
Net Capital Turnover Ratio	Net sales	Current assets – Current liabilities	5.96	15.30	-61.01%
Net Profit ratio	Net Profit	Net sales	5.47%	3.45%	58.43%
Return on Capital Employed	Earnings before interest and taxes	Total Assets- Total Current Liabilities	16.54%	13.05%	26.78%
Return on Investment	Interest (Finance Income)+dividend +capital gains	Investment	31.97%	3.26%	879.66%

- 37 There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- 38 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- 39 The Company has not granted any Loans or Advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

40 Disclosure on Corporate Social Responsibility Expenses

As per provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, amount to be spent by the Company in CSR activities during the financial year 2022-23 was calculated as under:-

Particulars/Year	As per P & L A/c	Directors Remuneration	Profit U/s 198
	₹ In Lakh	₹ In Lakh	₹ In Lakh
2023-2024	972.00	-	1,026.00
2022-2023	797.23	-	797.23
2021-2022	1,202.04	-	1,202.04
TOTAL	2,971.27	-	3,025.27
Average Profit Of Three Preceding Financial Years	990.42	-	990.42
Provision of CSR 2% On Average Profit Of Three Preceding Financial Years			19.81
Add: CSR Expenses Brought Forward From Previous Financial Year			-
TOTAL AMOUNT TO BE SPENT			19.81
LESS: AMOUNT SPENT DURING THE YEAR			-
AMOUNT TO BE C/F FOR FY 2023-24			19.81

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

Particulars	2023-2024	2022-2023
	₹	₹
I) Gross amount required to be spent by the Company	19.81	17.98
II) Excess amount spent in current year/ provided in Last year and paid in current year	Nil	Nil
III) Amount Spent/provision made during the year:		
Amount spent in Cash		
a) Joy of Safety : Rider Safety Awareness	0.00	0.00
b) Assistance to Police	0.00	0.00
c) Development of Govt. Schools / Rural Development / Sanitisation	0.00	0.00
d) Donation under Education and employment enhancing skills	0.00	12.47
e) Donation to Mahadev Jan Sewa	0.00	5.51
Amount yet to be spent in cash (provision taken) *		
a) Joy of Safety : Rider Safety Awareness		
b) Community Health Support		
Total	0.00	17.98
IV) Cumulative Excess/ (shortfall) (IV-(I-II))	19.81	(0.00)

* Unspent Amount of Rs. 20.16 Lacs for the current year has been spend as per the requirements of Section 135 (5) of Companies Act, 2013.

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

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

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

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

All the charges or satisfaction of previous year yet to be registered with the Registrar of Companies beyond the statutory period, has been filed during the year.

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

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

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

- 46 **RELATED PARTY DISCLOSURES:**

- (a) **Following are related parties:**

Key Management Personnel

Mr. Suneel Gupta	Managing Director
Mrs. Sangeeta Gupta	Whole Time Director
Mr. Abhinav Gupta	Director (Resigned May 31 st , 2024)
Ms. Noor Gupta	Non Excitative Director
Mr. Naresh Kumar Aggarwal	Independent Director
Mr. Anil Agarwal	Independent Director
Mr. Sanjay Arora	Independent Director
Mr. Divya Agarwal	Independent Director
Mr. Girish Singh Adhikari	Chief Financial Officer
Miss Yashima Saluja	Company Secretary

ASHNOOR TEXTILE MILLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

	As At 31-03-2024 ₹ In Lakh	As At 31-03-2023 ₹ In Lakh
(b) Related party transactions:		
Kay Management Personnel		
Directors Salary	54.00	40.50
Sitting Fees	1.25	1.00
CFO Salary	7.05	8.36
Company Secretary Salary	4.80	4.80
Unsecured Loan From Director		
Mrs. Sangeeta Gupta	161.58	180.27
Mr. Suneel Gupta	189.80	214.80
Mr. Abhinav Gupta	292.72	292.72
Ms. Noor Gupta	375.50	618.50

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

47 GST Demand for the tax period April 2018 to March 2019 has been demanded by Office of the Deputy Commissioner of State Tax, Gurugram for Rs, 45,98,225/- vide Order Number 159/ DTT/Dated April 29, 2024. This Contigent Liability has not been provided in books of accounts as the has to file Appeal Against this order.

48 Right Issue

Pursuant to provision Section 23, 62(1)(a) of Companies Act, 2013 and the Rules made there under, The Company has rise funds through Right Issue by issuing 31,86,462 number of shares to the existing share holders @20/- each. The issue will arised after the board meeting and Impact of share Holding will arises in the Next Financial Year.

As per our report of even date attached

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

Sd/-
RASMI RANJAN JATI
Partner
Membership Number: 511397
UDIN: 24511397BKAJBZ1995

Place: New Delhi
Date: May 30, 2024

For Ashnoor Textile Mills Limited

Sd/-
SUNEEL GUPTA
Managing Director
DIN-00052084

Sd/-
YASHIMA SALUJA
Company Secretaries
Membership Number : A36764

Sd/-
SANGEETA GUPTA
Whole Time Director
DIN-00052121

Sd/-
GIRISH SINGH ADHIKARI
Chief Finance Officer
PAN-AEPA9502R



ASHNOOR

ASHNOOR TEXTILE MILLS LIMITED

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