

**AVI ANSH TEXTILE LIMITED****(Formerly known as Avi Ansh Textile Private Limited)**Regd. Office: 402, 4th Floor, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, Delhi- 110034

CIN: L17110DL2005PLC260403 | Tel. No.: +91 11 41425247

Email: avianshanil@rediffmail.comWebsite: www.avianshgroup.com**NOTICE OF 20TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 20th Annual General Meeting ("AGM") of the Members of **AVI ANSH TEXTILE LIMITED** will be held on Friday, 19th September, 2025 at 12:00 Noon ("IST") through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 including Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Geeta Jain (DIN: 00153074), Director of the Company, who retires by rotation at the Annual General Meeting and being eligible, offers herself for re-appointment as Director.

SPECIAL BUSINESS:

3. **Appointment of M/s Neeraj Arora and Associates, Practising Company Secretaries, as Secretarial Auditors of the Company and to fix their remuneration.**

*To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), M/s. Neeraj Arora and Associates, Practising Company Secretaries (C. P. No. 16186; ICSI Peer Reviewed Certificate No. 3738/2023) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 (five) consecutive years, from April 1, 2025 to March 31, 2030 ("the Term"), on such terms and conditions, including remuneration as may be mutually agreed between the Board of Directors of the Company (including any committee thereof) and the Secretarial Auditors, from time to time and to avail any other services, certificates or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. **To ratify the remuneration payable to M/s Gurvinder Chopra & Co., Cost Accountants, Cost Auditors of the Company for the financial year 2025-2026**

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Gurvinder Chopra & Co., Cost Accountants (Firm Registration No. 100260), appointed by the Board of Directors on the recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the audit of applicable cost records of the Company for the financial year 2025-2026, amounting to Rs. 45,000/- (Rupees Forty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit on actuals, be and is hereby ratified.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

5. To approve material related party transaction pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and other applicable provisions of the Listing Regulations, applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Company’s ‘Policy on Related Party Transactions’ and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or continue to enter into contract(s)/ transaction(s) with Avi Ansh Enterprises Private Limited, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations from the date of 20th Annual General Meeting to the conclusion of 21st Annual General Meeting provided that the said contract(s)/ transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business and amount and nature of contract(s)/ transaction(s) to be taken place during the aforesaid period shall be as mentioned below:

Name of Related Party	Relationship	Nature of transaction	Expected Value of transaction(s)
Avi Ansh Enterprises Private Limited	Mr. Anil Kumar Jain & Mrs. Geeta Jain are the common Directors	Purchase & Sale of Goods	For Purchase of goods - upto Rs. 25 Crores For Sale of goods - upto Rs. 25 Crores

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any Committee of Directors and/or Managing Director/ Whole-time Director / Company Secretary of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any Committee thereof in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorized to finalize other terms & conditions and to do all such acts, things or deeds and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.”

6. To give authorization to the Board of Directors or any Committee thereof to create mortgage/charge on the movable and/ or immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:*

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules framed thereunder (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter refer to as “Board” which term shall be deemed to include any Committee thereof) to create such charges, pledges, mortgages, liens, hypothecations, leases or any other kind of charge(s), whether fixed or floating (in addition to existing charges, pledges, mortgages, liens, hypothecations, leases etc.), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable or movable properties of the Company, whosoever situated, whether tangible and intangible, both present and future, including to give any corporate guarantee in favour of the financial institutions, banks, lenders, agents and other persons/ body corporates to secure the borrowing(s) availed/ to be availed by the Company/ Subsidiary Company/ies/ Associate Company/ies/ Group Company/ies by way of loan(s)/ advance (in Indian Rupee and/ or in foreign currency) and/ or by way of securities (comprising partly/ fully convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrant, and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments) issued/ to be issued by Company/ Subsidiary Company/ies/ Associate Company/ies/ Group Company/ies from time to time, provided that, the total borrowing(s) by Company/ Subsidiary Company/ies/ Associate Company/ies/ Group Company/ies together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges and all other monies payable in respect of the said borrowing(s) for which the charge to be created on the movable and/ on immovable properties of the Company or corporate guarantee is to be given etc. shall not, at any time exceed Rs. 50.00 Crore (Rupees

Fifty Crore) or the aggregate of the paid-up capital, free reserves and security premium of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any of the Director, the Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf and to settle any question, difficulty or doubt that may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company and including filing of e-form(s)/ return(s) with the concerned Registrar of Companies."

**By order of the Board of Directors
For Avi Ansh Textile Limited**

**Place: New Delhi
Date: August 18, 2025**

**ISHA
Company Secretary & Compliance Officer
M. No. - A59254 (ICSI)**

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item No. 3 to 6 of the Notice forms part of this Notice.
2. The relevant details as required pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment are annexed and also form part of this Notice
3. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022, 09/2023 September 25, 2023 and the latest circular being 09/2024 dated September 19, 2024 ('MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter collectively referred to as "the Circulars"), has allowed the Companies to conduct the AGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') till September 30, 2025 without the physical presence of members at a common venue. In accordance with the said Circulars and applicable provisions of the Act, the 20th AGM of the Company is being conducted through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend and vote at the AGM through VC/OAVM through e-voting.
5. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) whose authorised representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company by email at cs@avianshgroup.com with a copy marked to the Scrutinizer at csneerajarora@gmail.com, a certified copy of the board resolution/ authorization letter authorizing their representative to attend and vote on their behalf at the Meeting and through e-voting.
6. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2024-2025 is being sent to all the Members whose e-mail addresses are registered with the Company/ Depository Participant(s)/ Depository(s) for communication purposes. Members may note that the Notice and Annual Report 2024-25 shall be available on the Company's website at www.avianshgroup.com and websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of Skyline Financial Services Private Limited at www.skylinerta.com. In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024-2025 and Notice of the 20th AGM of the Company, he / she may send request to the Company's e-mail address at cs@avianshgroup.com mentioning Folio No./ DP ID and Client ID.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by ICSI, Regulation 44 of Listing Regulations, and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 20th AGM and to those Members participating in the 20th AGM, to cast vote through e-voting system during the AGM. For this purpose, the Company has entered into an agreement with Skyline Financial Services Private Limited, Registrar & Transfer Agent in respect of providing following facilities to the Company:
 - (a) facility of voting through remote e-voting;
 - (b) facility of participation in the AGM through VC/OAVM facility;
 - (c) facility of e-voting during the AGM.The procedure for participating in the meeting through VC/OAVM is explained in the notes below and is also available on the website of the Company at www.avianshgroup.com.
8. The Board of Directors of the Company has appointed Mr. Neeraj Arora (Membership Number: FCS 10781, CP No. 16186) from M/s. Neeraj Arora & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting process of remote e-voting and e-voting during the AGM in a fair and transparent manner.
9. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address/name, Permanent Account Number ('PAN') details, email id, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the Members.
10. Members who have still not registered their email IDs are requested to do so at the earliest. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
 - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
11. The Register of Members for the purpose of AGM will remain closed from Saturday, September 13, 2025 to Friday, September 19, 2025 (both days inclusive).

12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice will be made available electronically for inspection by members of the Company, upto the date of 20th AGM. Members seeking to inspect such documents can send request at an email at cs@avianshgroup.com. Relevant documents referred to in the proposed resolutions, if any, as mentioned in the Notice are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
14. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023 (updated as on 4th August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.
15. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website i.e. at www.avianshgroup.com.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts.
17. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide in advance an opportunity at least once in a Financial Year to the Members to register their e-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Annual Reports and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.
18. Members desirous of obtaining any information / clarification concerning the accounts of the Company are requested to address their queries may write to the Company at cs@avianshgroup.com atleast ten days before the AGM, so that the information required may be made available at the AGM.
19. Members are requested to notify promptly any change in address to the RTA of the Company at the following address:
Skyline Financial Services Private Limited
 Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020
 Tel No. 011 - 40450193-97
 Fax No. 011 - 26812682-83
 E-mail: info@skylinerta.com

20. VOTING BY MEMBERS THROUGH ELECTRONIC MEANS

- i. The remote e-voting period commences on Tuesday, 16th September, 2025 (9:00 A.M. IST) and ends on Thursday, 18th September, 2025 (5:00 P.M. IST). The e-voting module shall be disabled for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM 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 e-voting system during the AGM.
- ii. A person, whose name is recorded in the Register of Members & Beneficial Owner holding shares, as on Friday, 12th September, 2025 i.e. cut-off date, shall be entitled to vote in respect of the shares held, by availing facility of remote e-voting prior to the AGM or remote e-voting during the AGM.
- iii. The VC/OAVM facility for members to join the meeting, shall be opened 30 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/OAVM only by following the instructions given in the subsequent pages of this Notice.
- iv. Participation at the AGM through VC shall be allowed for 1,000 Members on first-cum-first served basis. This will not include large Members (Members holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

- v. Members are encouraged to join the AGM through Laptop with Google Chrome for better experience.
- vi. A member can opt for only single mode of voting i.e. remote e-voting or e-voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Institutional Members are encouraged to attend and vote at the AGM through VC/ OAVM.
- viii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- ix. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date.
- x. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at info@skylinerta.com. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- xi. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, email id, mobile number at cs@avianshgroup.com on or before Friday, 12th September, 2025 (05:00 P.M. IST). Those members who have registered themselves as speaker shall only be allowed to express their views/ask questions during the AGM.
- xii. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, member's questions will be answered only if the members continues to hold shares of the Company as on cut-off date. Due to limitations of transmission and co-ordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.
- xiii. Members who wish to speak at the AGM will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- xiv. While all efforts will be made to make the VC/ OAVM meeting smooth, Members and other Participants connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommend to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- xv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM is the same person mentioned for remote e-voting. Facility to cast vote through e-voting at AGM will be made available on the Video Conferencing screen and will be activated once the e-voting is announced at the Meeting.

21. INTRUCTIONS FOR SHAREHOLDERS FOR THE E-VOTING AND JOINING VIRTUAL AGM ARE AS UNDER:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

	<ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and

accordingly modify your vote.

- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@avianshgroup.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

22. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

23. OTHER DISCLOSURES:

- a. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same.
- b. The results of the voting will be announced by the Chairman or any other person authorized by him in writing not later than 2 working days from the conclusion of the AGM and communicated to the Stock Exchanges simultaneously with CDSL and shall also be displayed on the website of the Company i.e. www.avianshgroup.com. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website i.e. www.avianshgroup.com and on the website of Company’s RTA, Skyline Financial Services Private Limited i.e. info@skylinerta.com.

- c. The resolutions proposed shall be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
- d. The recorded transcript of the forthcoming AGM shall be maintained by the Company and also be made available on the website of the Company i.e. www.avianshgroup.com at the earliest soon after the conclusion of the Meeting.

**By order of the Board of Directors
For Avi Ansh Textile Limited**

**Place: New Delhi
Date: August 18, 2025**

**ISHA
Company Secretary & Compliance Officer
M. No. - A59254 (ICSI)**

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the businesses mentioned at item nos. 3, 4, 5 & 6 of the accompanying to this Notice.

Item No. 3: Appointment of M/s Neeraj Arora and Associates, Practicing Company Secretaries as Secretarial Auditors of the Company and to fix their remuneration

M/s Neeraj Arora and Associates is a firm of practicing company secretaries with extensive experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits and Compliance Audits etc.

In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. In view of the same, M/s Neeraj Arora and Associates is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on August 18, 2025, approved the appointment of M/s Neeraj Arora and Associates as Secretarial Auditors of the Company to hold office for a term of five (5) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

M/s Neeraj Arora and Associates has given their consent to act as secretarial auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s Neeraj Arora and Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate from the Institute of Company Secretaries of India.

The proposed remuneration to be paid to them for secretarial audit services for the financial year ending March 31, 2026, is Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from M/s Neeraj Arora and Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

Based on the recommendations of the Audit Committee, the Board of Directors, have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of Members as an Ordinary Resolution.

Item No. 4: To ratify the remuneration payable to M/s Gurvinder Chopra & Co, Cost Accountants, Cost Auditors of the Company for the financial year 2025-2026

M/s Gurvinder Chopra & Co, Cost Accountants (Firm Registration No. 100260) have been appointed as the Cost Auditors by the Board of Directors of the Company on recommendation of the Audit Committee, for conducting audit of cost records maintained by the Company for the financial year 2025-2026 at a remuneration of Rs. 45,000/- (Rupees Forty Five Thousand only) per annum plus reimbursement of out of pocket expenses, applicable taxes.

In terms of provisions of Section 148(3) of the Act, read with Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Therefore, consent of the members of the Company is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-2026.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution as set out in Item No. 4 of this Notice.

The Board recommends the resolution as set out at Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

Item No.5: To approve material related party transaction pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), with effect from 1st April, 2022, related party transactions, if material, require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

Additionally, SEBI vide its circular dated 08th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

The Company anticipates that the estimated value of contracts/ arrangements/ agreements with its related party i.e. Avi Ansh Enterprises Private Limited, may exceed the Materiality Threshold and hence, the Company is approaching the members for approval of the Material RPTs with Avi Ansh Enterprises Private Limited. Further, the transactions with Avi Ansh Enterprises Private Limited will continue to be in adherence with arm's length principle as per the Companies Act, 2013 and will be reviewed by the Audit Committee on quarterly basis.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") are set forth below:

S. No.	Particulars	Details
1.	Name of the related party	Avi Ansh Enterprises Private Limited
2.	Nature of relationship with the company	Mr. Anil Kumar Jain & Mrs. Geeta Jain are the Common Directors in both Company.
3.	Type, material terms and particulars of the proposed transaction	Purchase and Sale of Goods
4.	Tenure of the proposed transaction	The aforementioned proposal, if approved by the Members shall be valid from the 20 th AGM until the 21 st AGM to be held in the Calendar Year 2026
5.	Value of the proposed transaction	For Purchase of Goods- upto Rs. 25 Crores For Sale of Goods- upto Rs. 25 Crores
6.	Percentage of the company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Value of Proposed Transaction's shall be upto Rs. 50 Crores and the said transaction is 37.14% of the Company's Audited turnover of F.Y. 2024-25. Further, the Company doesn't have the requirement to prepare consolidated financial statements.

7.	If the transaction relates to any loans,	Not applicable
	inter-corporate deposits, advances or	
	investments made or given by the Company or its subsidiary	
(a)	Details of the source of funds in connection with the proposed transaction	
(b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments	
	• Nature of indebtedness	
	• Cost of funds and	
(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	
	• Tenure	
(d)	Purpose for which funds will be utilised	
8	Justification as to why the RPT is in the interest of the company	Given the nature of its business, the Company works closely with its related parties to achieve its objectives and, from time to time, enters into various operational transactions with them in the ordinary course of business and on an arm's length basis
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable, the related party transaction would be carried out on an arm's length terms and shall be in the ordinary course of business
10	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	35.86%
11	Any other information that may be relevant	All relevant information forms a part of this explanatory statement setting out material facts.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution except Mr. Anil Kumar Jain, Mrs. Geeta Jain, Mr. Avi Jain & Mrs. Akanksha Jain and their relatives respectively.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 5.

Basis the rationale and justification provided above, the Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

Item No. 6: To give authorization to the Board of Directors or any Committee thereof to create mortgage/charge on the movable and/ or immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the members is obtained by way of a Special Resolution.

Hence, in order to carry out the business smoothly and to meet the working Capital requirements, the proposed borrowings of the Company/ Subsidiary Company/ies/ Associate Company/ies/ Group Company/ies of the Company may be secured by way of creating the charges, mortgages, hypothecations, lien, pledge, lease or any kind of corporate guarantee or any other kind of charge on the Company's assets in favour of the lenders/ holders of securities/ trustees for the holders of the said securities as mentioned in the above resolution. Thus, it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/ mortgages/ hypothecations for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only)

or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 6 of the accompanying Notice for approval of the members by way of a Special Resolution. Therefore, it is proposed to seek the approval of the Members as per Section 180(1)(a) of the Companies Act, 2013 by way of a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

**By order of the Board of Directors
For Avi Ansh Textile Limited**

**Place: New Delhi
Date: August 18, 2025**

**ISHA
Company Secretary & Compliance Officer
M. No. - A59254 (ICSI)**

ANNEXURE - 1

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards-2, the details of the Directors proposed to be re-appointed at the 20th Annual General Meeting are given below:

Name of the Director	Mrs. Geeta Jain
DIN	00153074
Date of Birth	23/11/1967
Age (in years)	58
Nationality	Indian
Date of Appointment	12/05/2006
Qualification	B.Com
Nature of expertise in specific functional areas	Operational Management
Number of Equity Shares held in the Company	15,87,200
Number of Board Meetings attended during the Financial Year 2024-2025	8
Directorships held in other Companies	Avi Ansh Enterprises Private Limited Arihant Yarnfab Private Limited Hi Choice Real Estate Private Limited G A Alloys Private Limited S.J Metals Private Limited
Chairmanships of Committees in other companies	No
Memberships of Committees in other companies	No
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Wife of Mr. Anil Kumar Jain (Managing Director) Mother of Mr. Avi Jain (Chief Executive Officer) Mother in Law of Mrs. Akanksha Jain (Chief Financial Officer)
Terms and conditions of appointment/ re-appointment along with details of remuneration and the remuneration last drawn by such person.	Entitled to sitting fees of Rs 15000/meeting as Non-Executive Director. Total sitting fees paid for Financial Year 2024- 25 was Rs 1,50,000.