

ANNUAL REPORT 2023-24

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

| | |
|----------------------|----------------------------------------|
| Mr. Ashok Shah | Managing Director |
| Mr. Shalin Shah | Director |
| Mr. Kiritbhai Patel | Independent Director |
| Mr. Swapnil Shimpi | Independent Director |
| Mr. Yash Bodade | Additional (Independent) Director |
| Ms. Manjusha Salunke | Additional (Independent) Director |
| Mr. Hiren Makwana | Chief Financial Officer |
| Ms. Dimpal Solanki | Company Secretary & Compliance Officer |

REGISTERED OFFICE

7th Floor, Ashoka Chambers,
Opp. HCG Hospital,
Mithakhali Six Roads,
Ahmedabad – 380 006, Gujarat, India

CONTACT DETAILS

Website: www.ashnisha.in
Tel: 079 2646 3227
Email: ashnishalimited@gmail.com

REGISTRAR & SHARE TRANSFER AGENTS

Purva Shareregistry (India) Pvt. Ltd.
Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,
J. R. Boricha Marg, Lower Parel East,
Mumbai, Maharashtra 400011

BANKERS

ICICI Bank
Ashram Road,
Ahmedabad – 380009

STATUTORY AUDITORS

M/s. GMCA & Co.
101, "Parishram", 5-B, Rashmi Society,
Nr. L. G. Showroom, Mithakhali Six Roads,
Navrangpura, Ahmedabad-380009
Email: gmca1973@gmail.com
Phone No. 079-40037372

SECRETARIAL AUDITOR

Chintan K. Patel
Practicing Company Secretary
Ahmedabad

NOTICE

Notice is hereby given that **15th Annual General Meeting** for the Financial Year 2023-24 of the Members of **Ashnisha Industries Limited** will be held on **Friday, 13th Day of September, 2024 at 3:30 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 Audited Standalone & Consolidated Financial Statements of the Company for the year ended 31st March, 2024 including Audited Balance Sheet as at 31st March, 2024 and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.

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

“RESOLVED THAT pursuant to the provisions of section 129, 134 and all other applicable provisions of the Companies Act, 2013 if any read with Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and reports of the Board of Directors and Statutory Auditors thereon, as circulated to the members, be and are hereby considered and approved.”

2. **Re-appointment of Mr. Shalin Shah (DIN: 00297447), who is liable to retire by rotation and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shalin Shah (DIN: 00297447), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as Non-Executive Director of the company.”

SPECIAL BUSINESS:

3. **Regularization of appointment of Mrs. Manjusha Rahul Salunke (DIN: 10666478) as the Non-Executive Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and in accordance with Regulation 16(1)(b), Regulation 25, Regulation 17(1)(c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mrs. Manjusha Rahul Salunke (DIN: 10666478), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of Companies Act, 2013, by the Board of Directors w.e.f. 15th June, 2024 for a period of 5 (five) years and who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the

Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retirement by rotation, to hold office for a period of 5 (five) years with effect from 15th June, 2024 up to 14th June, 2029.”

“**RESOLVED FURTHER THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

4. Regularization of appointment of Mr. Yash Vishwanath Bodade (DIN: 10669649) as the Non-Executive Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and in accordance with Regulation 16(1)(b), Regulation 25, Regulation 17(1)(c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Yash Vishwanath Bodade (DIN: 10669649), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of Companies Act, 2013, by the Board of Directors w.e.f. 15th June, 2024 for a period of 5 (five) years and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retirement by rotation, to hold office for a period of 5 (five) years with effect from 15th June, 2024 up to 14th June, 2029.”

“**RESOLVED FURTHER THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

5. Approval of Limit of Borrowings of the Company under Section 180(1)(c) of Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the Rules made there under, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 150 Crores (Rupees One Hundred Fifty Crores only) over and above the aggregate of the paid up share capital, free reserves and securities premium of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution.”

6. Approval of Limits of Loans and/ or Investments and/ or Guarantees under Section 186 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 150 Crores (Rupees One Hundred Fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof constituted thereof) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

7. Approval of Related Party Transactions:

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

“RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into arrangements/ transactions/ contracts (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services

and/or any other business activities during the below mentioned financial years provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof).

| Name of Related Party | Maximum Amount of transaction/s for Financial year 2025-26 | Type of transactions |
|-----------------------------------|------------------------------------------------------------|-----------------------------------------------------------------------|
| Rhetan TMT Limited | 150 Crore | Purchase/sale of goods, services and/or any other business activities |
| Lesha Industries Limited | 150 Crore | Purchase/sale of goods, services and/or any other business activities |
| Ashok Metcast Limited | 150 Crore | Purchase/sale of goods, services and/or any other business activities |
| Gujarat Natural Resources Limited | 150 Crore | Purchase/sale of goods, services and/or any other business activities |
| Lesha Ventures Private Limited | 150 Crore | Purchase/sale of goods, services and/or any other business activities |

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised, on behalf of the Company, to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

Place: Ahmedabad
Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok C. Shah
Managing Director
DIN: 02467830

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT,
2013**

Item No. 3 of the Notice:

Regularization of appointment of Mrs. Manjusha Rahul Salunke (DIN: 10666478) as the Non-Executive Independent Director of the Company:

In compliance with the requirements of Section 161(1) of the Companies Act, 2013 upon recommendation of the Nomination & Remuneration Committee, the Board has appointed Mrs. Manjusha Rahul Salunke (DIN: 10666478), as an Additional Director (Non- Executive Independent Category) of the Company at its meeting held on 15th June, 2024 to hold office upto the date of the next Annual General Meeting of the Company or upto the period of three months from the date of appointment, whichever is earlier.

In the opinion of the Board, Mrs. Manjusha Rahul Salunke (DIN: 10666478) fulfill the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and she is independent of the management.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Manjusha Rahul Salunke (DIN: 10666478) for the office of Independent Director of the Company and who shall not be liable to retire by rotation.

Mrs. Manjusha Rahul Salunke (DIN: 10666478) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act.

The consent and approval of the Shareholders is sought for Regularization of her appointment in accordance with the provision of the Section 150 (2) of Companies Act, 2013. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Mrs. Manjusha Rahul Salunke (DIN: 10666478) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 15th June, 2024 up to 14th June, 2029 is being placed before the Members for their approval.

The terms and conditions of appointment of Mrs. Manjusha Rahul Salunke (DIN: 10666478) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mrs. Manjusha Rahul Salunke (DIN: 10666478) is interested in this resolution since it relates to her appointment as a Non-Executive Independent Director of the Company.

Except this, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise.

The details of Mrs. Manjusha Rahul Salunke (DIN: 10666478) as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure to this Notice.

Accordingly, your directors recommend the resolution at Item No. 3 for approval as special resolution as set out in the notice of the meeting.

Item No. 4 of the Notice:**Regularization of appointment of Mr. Yash Vishwanath Bodade (DIN: 10669649) as the Non-Executive Independent Director of the Company:**

In compliance with the requirements of Section 161(1) of the Companies Act, 2013 upon recommendation of the Nomination & Remuneration Committee, the Board has appointed Mr. Yash Vishwanath Bodade (DIN: 10669649), as an Additional Director (Non- Executive Independent Category) of the Company at its meeting held on 15th June, 2024 to hold office upto the date of the next Annual General Meeting of the Company or upto the period of three months from the date of appointment, whichever is earlier.

In the opinion of the Board, Mr. Yash Vishwanath Bodade (DIN: 10669649) fulfill the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and he is independent of the management.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Yash Vishwanath Bodade (DIN: 10669649) for the office of Independent Director of the Company and who shall not be liable to retire by rotation.

Mr. Yash Vishwanath Bodade (DIN: 10669649) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The consent and approval of the Shareholders is sought for Regularization of his appointment in accordance with the provision of the Section 150 (2) of Companies Act, 2013. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Mr. Yash Vishwanath Bodade (DIN: 10669649) as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 15th June, 2024 up to 14th June, 2029 is being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Yash Vishwanath Bodade (DIN: 10669649) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Yash Vishwanath Bodade (DIN: 10669649) is interested in this resolution since it relates to his appointment as a Non-Executive Independent Director of the Company.

Except this, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise.

The details of Mr. Yash Vishwanath Bodade (DIN: 10669649) as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure to this Notice.

Accordingly, your directors recommend the resolution at Item No. 4 for approval as special resolution as set out in the notice of the meeting.

Item No. 5 of the Notice:**Approval of Limit of Borrowings of the Company under Section 180(1)(c) of Companies Act, 2013:**

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors at its meeting held on 13th August, 2024 proposed and approved the borrowing limit upto Rs. 150 Crores (Rupees One Hundred Fifty Crores only) pursuant to Section 180 (1)(c) of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Accordingly, the approval of the members of the Company is sought to approve borrowing limits up to Rs. 150 Crores.

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

Accordingly, your directors recommend the resolution at Item No. 5 for approval as special resolution as set out in the notice of the meeting.

Item No. 6 of the Notice:**Approval of Limits of Loans and/ or Investments and/ or Guarantees under Section 186 of the Companies Act, 2013:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 150 Crores (Rupees One Hundred Fifty Crores only), as proposed in the Notice.

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

Accordingly, your directors recommend the resolution at Item No. 6 for approval as special resolution as set out in the notice of the meeting.

Item No. 7 of the Notice:**Approval of Related Party Transactions:**

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 13th August, 2024 has approved a proposal for entering into following related party transactions:

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| Name of Related Party | <ol style="list-style-type: none"> 1. Rhetan TMT Limited 2. Leshya Industries Limited 3. Ashoka Metcast Limited 4. Gujarat Natural Resources Limited 5. Leshya Ventures Private Limited |
| Name of Related Director or KMP | Mr. Ashok Shah, Mr. Shalin Shah, Mr. Kiritbhai Patel, Mr. Yash Bodade and Ms. Manjusha Salunke. |
| Nature of relationship | <p>Mr. Ashok Shah, Managing Director of the Company is also the Managing Director of Ashoka Metcast Limited. He is Director of Leshya Industries Limited, Rhetan TMT Limited and Gujarat Natural Resources Limited.</p> <p>Mr. Shalin Shah, Director of the Company is Managing Director of Rhetan TMT Limited and Gujarat Natural Resources Limited. He is Director is Ashoka Metcast Limited and Leshya Industries Limited</p> <p>Mr. Kiritbhai Patel, Independent Director of the Company is also the Independent Director of Leshya Industries Limited.</p> <p>Mr. Yash Bodade, Additional (Independent) Director of the Company is also Additional (Independent) Director of Rhetan TMT Limited and Independent Director of Gujarat Natural Resources Limited.</p> <p>Ms. Manjusha Salunke, Additional (Independent) Director of the Company is also Additional (Independent) Director of Ashoka Metcast Limited and Leshya Industries Limited.</p> |
| Material terms, monetary value and particulars of the contract or arrangement; | The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties. |
| The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract | The pricing will be commensurate with the market value of the goods and shall be at arm's length. |
| Any other information relevant or important for the members to take a decision on the proposed resolution | N.A. |

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required.

Except Mr. Shalin Shah and Mr. Ashok Shah, Directors of the Company; Mr. Kiritbhai Patel, Mr. Yash Bodade, Ms. Manjusha Salunke Independent Directors of the Company and Mrs. Leena Shah, Relative of Director, Lesha Ventures Private Limited, Rhetan TMT Limited, Lesha Industries Limited, Gujarat Natural Resources Limited and Ashoka Metcast Limited, Companies in which Directors of the Company are interested as Director/ Member, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

Accordingly, your directors recommend the resolution at Item No. 7 for approval as special resolution as set out in the notice of the meeting.

Place: Ahmedabad
Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok C. Shah
Managing Director
DIN: 02467830

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 11/2022 and 09/2023 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM"), without the physical presence of the Members, is permitted. In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 5th May, 2020, the 15th AGM of the Company is being organised through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 15th AGM shall be the Registered Office of the Company.
 2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 served basis.
 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ashnisha.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
 7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of
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portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited for assistance in this regard.

8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and update the same on the website of the Company www.gnrl.in, in case the shares are held by them in physical form.
9. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
10. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 7th September, 2024 to Friday, 13th September, 2024** (both days inclusive).
11. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their Demat accounts. Members holding Physical shares can submit their PAN to the Company/ RTA of the Company viz. Purva Sharegistry (India) Private Limited.

SEBI vide its Circular dated November 3, 2021 and December 14, 2021 had mandated the submission of PAN, KYC details and nomination by holders of physical securities. The forms are available on the website of the Company at www.ashnisha.in

12. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our Registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
 13. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31 July, 2023 (updated as on 4 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.
 14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
 15. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM in electronic mode can send an email to caf.ashnisha@gmail.com
 16. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
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17. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their re-appointment/appointment at the AGM are annexed to this Notice.

18. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) The voting period begins on **Tuesday, 10th September, 2024 at 9:00 A.M.** and ends on **Thursday, 12th September, 2024 and 5:00 P.M.** 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 **Friday, 6th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 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 & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) 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"> 1) 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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 |
| Individual Shareholders (holding | 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 |

| | |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| securities in demat mode) login through their Depository Participants (DP) | 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. |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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 22 55 33 |
| 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 toll free no.: 1800 1020 990 and 1800 22 44 30 |

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

- (v) 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 | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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) | 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. <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. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Ashnisha Industries Limited** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 at cschintanpatel@gmail.com and to the Company at the email
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address viz; caf.ashnisha@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **caf.ashnisha@gmail.com..** The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **caf.ashnisha@gmail.com.** These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 Aadhar Card) by email to **caf.ashnisha@gmail.com.**
 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 22 55 33

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 22 55 33.

- The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at <http://ashnisha.in/> and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.

Annexure to the Notice of Annual General Meeting

Details of Directors seeking Appointment/Reappointment in Annual General Meeting

| | | | |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director | Mr. Shalin Shah (DIN: 00297447) | Ms. Manjusha Salunke (DIN: 10666478) | Mr. Yash Bodade (10669649) |
| Age (Yrs.) | 50 Years | 40 Years | 22 years |
| Date of Birth | 31/08/1973 | 27/08/1983 | 31/03/2002 |
| Qualification | Engineering Graduate | B. Sc. (Home Science) | B.Sc. graduate |
| Date of first appointment on the Board | 27/07/2009 | 15/06/2024 | 15/06/2024 |
| The no. of Meetings of the Board attended during the year | 11 (Eleven) | NA | NA |
| Terms and Conditions of appointment or re-appointment | As mentioned in the Letter of Appointment | As mentioned in the Letter of Appointment | As mentioned in the Letter of Appointment |
| Brief Resume and expertise | He completed his Civil Engineering from L.D. Engineering College, Ahmedabad. He has more than 25 years experience in various fields like trading, real estate, oil and gas exploration etc. and has vast exposure into the fields of management, economics, bookkeeping, information technology and legal. He has been guiding strength behind the enlargement and business strategy of our Company. | She has more than 15 years of experience as a sales manager in IT Industry and such other industry, showcasing invaluable expertise that significantly enhances the company's operations. | Mr. Yash Bodade, aged 22 years, is a B.Sc. graduate having specialization in computer science. He has an experience of more than 2 years in managing portfolios of various clients in his financial consultancy and advisory firm. His Technology & Finance related skills & knowledge will help the Company in taking strategic decision in the interest of the Company. |
| Designation | Non-Executive Director | Additional (Independent) Director | Additional (Independent) Director |
| Chairman/Member of the Committee of the Board of Directors of the Company | Member of Audit Committee and Nomination & Remuneration Committee | NIL | NIL |
| No. of Shares held in the Company | 8500000 Equity Shares | NIL | NIL |
| Directorship in Other Listed Company | <ul style="list-style-type: none"> • Gujarat Natural Resources Limited • Ashoka Metcast Limited • Leshia Industries Limited • Rhetan TMT Limited | <ul style="list-style-type: none"> • Ashoka Metcast Limited • Leshia Industries Limited | <ul style="list-style-type: none"> • Gujarat Natural Resources Limited • Rhetan TMT Limited |
| Related to other directors | Mr. Shalin Shah and Mr. Ashok C. Shah are related as Son-Father. No other directors are related inter se. | None | None |

BOARD'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their **Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31st March, 2024.

1. FINANCIAL SUMMARY/HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:

| Financial Results Particulars | (Rs. In Lakhs) | | | |
|----------------------------------|--------------------------|--------------|--------------------------|--------------|
| | Year ended 31/03/2024 | | Year ended 31/03/2023 | |
| | Standalone | Consolidated | Standalone | Consolidated |
| Total Revenue | 535.40 | 1487.33 | 719.70 | 2137.78 |
| Expenditure | 450.94 | 1343.97 | 639.51 | 2023.87 |
| Depreciation | 0.19 | 51.55 | 0.18 | 29.95 |
| Profit/(Loss) before Tax | 84.46 | 143.36 | 80.01 | 113.91 |
| Current Tax | 19.35 | 21.75 | 12.77 | 12.77 |
| Deferred Tax | -0.01 | 26.04 | 0.07 | 11.26 |
| Profit/(Loss) after Tax | 65.12 | 95.57 | 67.18 | 89.88 |

2. PERFORMANCE:

The Company has successfully generated a significant amount of revenue during the financial year under review. The Management is continuously striving to enhance the Company's growth. The Company specializes in the trade of various steel products and other goods.

3. DIVIDEND:

Taking into consideration of growth of the Company and to conserve resources, the Directors do not recommend any Dividend for the year ended March 31, 2024.

4. TRANSFER TO RESERVE:

Reserves & Surplus at the end of the year stood at Rs. 1737.49 Lakhs as compared to Rs. 1352.37 Lakhs at the beginning of the year.

5. SHARE CAPITAL:

The Company has only one class of shares – equity shares with face value of Re. 1/- each as on 31st March, 2024.

During the year under review, the authorized share capital of the company increased from Rs. 10,25,00,000/- (Rupees Ten Crore Twenty Five Lakh only) divided into 10,25,00,000 (Ten Crore Twenty Five Lakh) Equity Shares of Re. 1/ - (Rupee One) each to Rs. 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh only) divided into 16,50,00,000 (Sixteen Crore Fifty Lakh) Equity Shares of Re. 1/ - (Rupee One) each by passing resolution in the Extra Ordinary General Meeting held on 1st March, 2024.

During the year under review the Company had made allotment of 20,00,000 Equity Shares on preferential basis in the Board Meeting held on 14/08/2023.

The issued, subscribed and paid up share capital of the Company is Rs. 10,10,00,000/-

6. DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. SECRETARIAL STANDARDS:

The Company duly complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

8. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, as amended from time to time, the Statutory Auditors have not reported any incident of fraud to the Company during the year under review.

9. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

During the period under review, a number of energy conservation initiatives were adopted and were taken by the Company. There are no plans to bring in any sort of technology for the project and hence information regarding its assimilation is not applicable. There was no study activities carried out during the year as well as no foreign exchange proceeds or outgo during the year. The information pertaining to foreign exchange income or outgo during the year is given in **ANNEXURE – I**.

10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:

No orders have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

12. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company has one subsidiary viz Adzillow Private Limited (formerly known as EZI Ventures Private Limited).

As required under Rule 8 (1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on standalone financial statements and a report on performance and financial position of the subsidiary included in the consolidated financial statements is included in Form AOC – 1 and consolidated performance and financial summary given here in above.

In accordance with third proviso of Section 136 (1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.ashnisha.in. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office.

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013 read with Rule 8 (1) of the Companies (Accounts) Rules, 2014, a statement containing salient features of the Financial Statements of your Company's Subsidiary in Form AOC-1 is attached to the Financial Statements.

There are no Joint Ventures/Associate Companies.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY:

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

14. MEETING OF BOARD OF DIRECTORS:

During the year under the review, 11 (Eleven) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013 and Rules made there under. Details of Board and Board committee meetings held during the year are given in the Corporate Governance Report.

Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions.

15. WEBLINK OF ANNUAL RETURN:

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the web link: www.ashnisha.in.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Pursuant to provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, every company with a Net Worth of Rs. 500 Crores or more or an annual turnover of Rs. 1000 Crores or more or with a net profit of Rs. 5 Crores or more is required to constitute a CSR Committee. At present, the Company is not required to form a CSR Committee in this regards as none of the above referred limits have been triggered.

17. INSURANCE:

All the Properties of the Company are adequately insured.

18. RELATED PARTY TRANSACTIONS:

There was significant related party transactions entered between the Company, Directors, management, or their relatives. Hence, disclosure in Form AOC-2 is provided as **ANNEXURE –II**.

All the contracts/arrangements/transactions entered into by the Company with the related parties during the financial year 2023-24 were in the ordinary course of business and on an arm's length basis as disclosed in the financial statements and were reviewed and approved by the Audit Committee. The details of related party disclosure form a part of the notes to the financial statements provided in the annual report.

In terms of Regulation 23 of the SEBI Listing Regulations, your Company submits details of related party transactions as per the format specified in the relevant accounting standards to the stock exchanges on a half-yearly basis.

19. DIRECTORATE AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of your company has various executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Shalin Shah (DIN: 00297447) retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment.

The Company had, pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointed Mr. Kiritbhai Patel (DIN: 03618884) and Mr. Swapnil Shimpi (DIN: 10469352) as Additional (Independent) Directors of the Company w.e.f. 22/01/2024. Their appointment was subsequently ratified by the shareholders of the Company in their Extra-Ordinary General Meeting held on 01/03/2024 as Independent Directors.

Mr. Chandrakant Chauhan (DIN: 08057354) and Mrs. Daxaben Shah (DIN: 08054390), Independent Directors of the Company resigned from the office of director w.e.f. 19/03/2024, citing personal reasons. The Company had received a confirmation from them that there are no material reasons for their resignation other than the reasons provided by them.

Ms. Manjusha Salunke (DIN: 10666478) and Mr. Yash Bodade (DIN: 10669649) were appointed as an Additional (Independent) Director by the Board of Directors w.e.f. 15/06/2024. Further, the business of their ratification of appointment is placed before the members for their approval.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. Further, the Independent Directors have also submitted their declaration in compliance with the provisions of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, which mandated the inclusion of an Independent Director's name in the data bank of Indian Institute of Corporate Affairs ("IICA") for a period of one year or five years or life time till they continue to hold the office of an independent director.

In the opinion of the Board, all the Independent Directors on the Board of the Company are persons of integrity, expert and experienced (including the proficiency).

Mr. Ashok Shah (DIN: 02467830), showed his unwillingness to continue as Managing Director due to pre occupancy elsewhere w.e.f. 16/06/2023. However, he continued to be the Director of the Company.

Further, he was re-designated and appointed as Managing Director of the Company for a period of 5 (years) w.e.f. 21/12/2023 upto 20/12/2028. His appointment was approved by the shareholders of the Company at their Extra-Ordinary General Meeting (AGM) held on 01/03/2024.

Mrs. Payal Donga who was the Chief Financial Officer of the Company resigned w.e.f. 30/09/2023 due to personal reasons.

Mr. Hiren Makwana was appointed as the Chief Financial Officer on 27/12/2023.

As required under Section 203 of the Companies Act, 2013 and relevant provisions of the Listing Regulations, the Company has Mr. Ashok C. Shah (Managing Director), Mr. Hiren Makwana as Chief Financial Officer (CFO) and Ms. Dimpal J. Solanki (Company Secretary) under the Key Managerial Personnel of the Company.

20. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors. Independent Directors at their separate meeting held on 29/02/2024 has evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board.

The following were the Evaluation Criteria:

- | | |
|--------------------------------|-------------------------------------------------------------------------|
| (a) For Independent Directors: | (b) For Executive Directors: |
| - Knowledge and Skills | - Performance as Team Leader/Member. |
| - Professional conduct | - Evaluating Business Opportunity and analysis of Risk Reward Scenarios |
| - Duties, Role and functions | - Key set Goals and achievements |
| | - Professional Conduct, Integrity |
| | - Sharing of Information with the Board |

The Directors expressed their satisfaction with the evaluation process.

21. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director. No remuneration is paid to any of the Directors of the Company.

22. MANAGERIAL REMUNERATION:

The Company had not paid any remuneration to Executive Directors or any sitting fees to Non-Executive Directors for attending any meetings during the financial year ended 31st March, 2024.

The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report as **ANNEXURE - III**.

23. INDEPENDENT DIRECTORS' MEETING

Independent Directors of the Company had met on 29/02/2024 during the year, review details of which are given in the Corporate Governance Report.

24. COMMITTEES OF THE BOARD:

There are currently **Three Committees** of the Board, as follows:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "**Report on Corporate Governance**", a part of this Annual Report.

25. AUDITORS:

A. Statutory Auditors

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, M/s. GMCA & Co., Chartered Accountants (Firm Reg. No. 109850W) was appointed as Statutory Auditors of the Company for a consecutive period of 4 (four) years from the conclusion of Annual General Meeting held in the year 2022 till the conclusion of the Annual General Meeting to be held in the year 2026.

The Members may note that consequent to the changes in the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 by the Ministry of Corporate Affairs (MCA) vide notification dated May 7, 2018, the proviso to Section 139(1) of the Companies Act, 2013 read with explanation to sub-rule 7 of Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the requirement of ratification of appointment of Auditors by the Members at every AGM has been done away with. Therefore, the Company is not seeking any ratification of appointment of M/s. GMCA & Co., Chartered Accountants as the Auditors of the Company, by the Members at the ensuing AGM.

The Company has received a certificate from M/s. GMCA & Co., Chartered Accountants, confirming their eligibility to continue as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

The Report given by the M/s. GMCA & Co., Auditors on the financial statements for the year ended March 31, 2024 of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

B. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Chintan K. Patel, Practicing Company Secretary, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is self-explanatory and therefore do not call for any further comments and annexed herewith as **ANNEXURE-V**.

26. INTERNAL FINANCIAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:

The Company has an internal financial Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Audit Committee formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

27. RISK MANAGEMENT:

The Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges. Major risks identified for the Company by the management are Compliances of various applicable Laws, Regulatory changes, Manufacturing & Supply, Litigation and Technological Changes. The management is however, of the view that none of the above risks may threaten the existence of the Company as robust risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize.

28. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Whistle Blower Policy/ Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

29. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has assigned the responsibilities to Audit Committee. During the year, no complaint with allegations of sexual harassment was filed with the Company.

30. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Report on Management Discussion and Analysis Report as required under SEBI Listing Regulations is included in this Report as **ANNEXURE-IV**. Certain statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

31. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

The Company has adopted and amended its Code of Conduct for prevention of Insider Trading w.e.f. April 1, 2019 pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

32. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with Section 134(5) of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state that-

- i. In the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2024 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- vi. 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.

33. CORPORATE GOVERNANCE:

As required by the SEBI Listing Regulations, a detailed report on Corporate Governance is given as a part of the Annual Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard. Report on Corporate Governance is attached as **ANNEXURE-VI**. The Practicing Company Secretary's Certificate of the compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance as **ANNEXURE-VII**.

34. LISTING OF SHARES:

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 541702 & security id: ASHNI. The Company confirms that the annual listing fee to the stock exchange for the financial year 2024-25 has been paid.

35. RELATED PARTY DISCLOSURE:

Related Party disclosure as mentioned in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

| Sr. No. | Disclosure of loans / advances / investments / Outstanding during the year | As at 31st March, 2024 | Maximum amount during the year |
|----------------|------------------------------------------------------------------------------------------------|------------------------------------------|---------------------------------------|
| 1 | Loans and advances in the nature of loans to subsidiary | Nil | Nil |
| 2 | Loans and advances in the nature of loans to associate | Nil | Nil |
| 3 | Loans and advances in the nature of loans to firms/companies in which directors are interested | Nil | Nil |

36. DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

There are no shares lying in the demat suspense account or unclaimed suspense account.

37. MAINTENANCE OF COST RECORDS:

The Company is not require to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and accordingly such accounts and records are not made and maintained.

38. ACKNOWLEDGEMENT:

Your Directors take this opportunity to articulate their appreciation for the generous commitment, dedication, hard work and noteworthy contribution made by employees at all levels in ensuring sustained growth of the Company. Your Directors also earnestly thank to all the stakeholders, customers, vendors, bankers, business associates, government, other statutory bodies and look forward to their persistent assistance, co-operation and support.

Place: Ahmedabad
Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok Shah
Managing Director
DIN: 02467830

Sd/-
Shalin A. Shah
Director
DIN: 00297447

CEO & CFO CERTIFICATION

To,
The Board of Directors,
Ashnisha Industries Limited
Ahmedabad

We hereby certify that:

- i. We have reviewed the financial statements and the cash flow statement for the Financial Year 2023-24 and that to the best of our knowledge and belief.
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- iii. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee that there have been no inefficiencies in the design or operation of internal controls, prevailing in the company.
- iv. We hereby certify that :
 - a. There have been no significant changes in internal control during the year.
 - b. There have been no significant changes in accounting policies during the year and
 - c. No instances of significant fraud were observed in the Company by the management or an employee having a significant role in the company's internal control system.

For and on behalf of the Board

Place: Ahmedabad
Date: May 29, 2024

Sd/-
Ashok Shah
Managing Director
DIN: 00297447

Sd/-
Hiren Makwana
Chief Financial Officer

FORM NO. AOC- 1

Part "A": Subsidiaries

| | | |
|----|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| 1 | Name of the subsidiary | Adzillow Private Limited (formerly known as EZI Ventures Private Limited) |
| 2 | The date since when subsidiary was acquired | August 16, 2018 |
| 3 | Reporting period for the subsidiary | 2023-24 |
| 4 | Reporting currency and Exchange rate as on the last date of the relevant Financial year | INR (Rs. in Lakhs) |
| 5 | Share capital | 501.59 |
| 6 | Reserves & surplus | 4149.67 |
| 7 | Total assets | 5707.40 |
| 8 | Total Liabilities | 1056.13 |
| 9 | Investments | 0.19 |
| 10 | Turnover | 951.93 |
| 11 | Profit/(loss) before taxation | 58.90 |
| 12 | Provision for taxation | (28.45) |
| 13 | Profit/(loss) after taxation | 30.45 |
| 14 | Proposed Dividend | - |
| 15 | % of shareholding | 56.82% held by Ashnisha Industries Limited |

2. Names of subsidiaries which are yet to commence operations - None

3. Names of subsidiaries which have been liquidated or sold during the year. - NA

Part "B": Associates and Joint Ventures

There are no Associates of the Company.

Place: Ahmedabad

Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok Shah
Managing Director
DIN: 02467830

Sd/-
Shalin A. Shah
Director
DIN: 00297447

ANNEXURE – I TO THE BOARD’S REPORT**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

| | 2023-24 | 2022-23 |
|--------------------------|----------------|----------------|
| Foreign Exchange Earning | Nil | Nil |
| Foreign Exchange out go | Nil | Nil |

Place: Ahmedabad
Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok Shah
Managing Director
DIN: 02467830

Sd/-
Shalin A. Shah
Director
DIN: 00297447

ANNEXURE – II TO THE BOARD’S REPORT**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm’s length basis.

| SL. No. | Particulars | Details |
|---------|-------------------------------------------------------------------------------------------------------------------|---------|
| a) | Name (s) of the related party & nature of relationship | - |
| b) | Nature of contracts/arrangements/transaction | - |
| c) | Duration of the contracts/arrangements/transaction | - |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | - |
| e) | Justification for entering into such contracts or arrangements or transactions' | - |
| f) | Date of approval by the Board | - |
| g) | Amount paid as advances, if any | - |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | - |

2. Details of contracts or arrangements or transactions at arm’s length basis.

| SL. No. | Particulars | Details |
|---------|-------------------------------------------------------------------------------------------|--------------------------------------|
| a) | Name (s) of the related party & nature of relationship | Rhetan TMT Limited (Group Companies) |
| b) | Nature of contracts/arrangements/transaction | Purchase of goods |
| c) | Duration of the contracts/arrangements/transaction | F.Y. 2023-24 |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | - |
| e) | Date of approval by the Board | 08/05/2023 |
| f) | Amount paid as advances, if any | - |

Place: Ahmedabad
Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok Shah
Managing Director
DIN: 02467830

Sd/-
Shalin A. Shah
Director
DIN: 00297447

ANNEXURE-III TO THE BOARD'S REPORT**1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2023-24 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

(Rs. In Lakhs)

| Sr. No. | Name of Director/KMP and its Designation | Remuneration to the Director / KMP for the Financial Year 2023-24 | Remuneration to the Director / KMP for the Financial Year 2022-23 | Percentage increase / decrease in remuneration in the Financial Year 2023-24 | Ratio of Remuneration of each Director to the Median Remuneration of Employees |
|---------|-----------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| 1 | Mr. Ashok Shah (Managing Director) | Nil | Nil | Nil | Nil |
| 2 | Mr. Shalin Shah (Director) | Nil | Nil | Nil | Nil |
| 3 | Mr. Kiritbhai Patel (Independent Director) | Nil | Nil | Nil | Nil |
| 4 | Mr. Swapnil Shimpi (Independent Director) | Nil | Nil | Nil | Nil |
| 5 | Mr. Hiren Makwana Chief Financial Officer | 0.60 | - | NA | NA |
| 6 | Ms. Dimpal Solanki (Company Secretary) | 1.20 | 1.20 | Nil | NA |

- iii. Median Remuneration of Employees (MRE) of the Company is Rs. 0.90 Lakh for the Financial Year 2023-24.
- iv. There was 2 (two) permanent employees on the rolls of the Company during the year ended 31st March, 2024.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year was **Nil**. Average percentage increase made in the salary of the managerial personnel in the last Financial Year—**Nil**.
- vi. Affirmed that the Remuneration as per the Nomination & Remuneration Policy of the Company—**Yes**
- vii. The Market Capitalization as on 31st March, 2024 was Rs. 6150.90 lakhs as compared to 15057.90 Lakhs as on March 31, 2023. Price Earnings Ratio of the Company was 93.77 as on 31st March, 2024 as against 152.74 as on 31st March, 2023.
- viii. There is no variable component in remuneration of Directors of the Company.
- ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year — N.A.

2. There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014

Place: Ahmedabad
Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok Shah
Managing Director
DIN: 02467830

Sd/-
Shalin A. Shah
Director
DIN: 00297447

ANNEXURE-IV TO THE BOARD'S REPORT**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****➤ INDUSTRIAL STRUCTURE AND DEVELOPMENT:**

The steel industry, a cornerstone of modern infrastructure, is characterized by a complex structure and dynamic development. The industry has seen significant advancements in technology, improving efficiency and reducing environmental impact, with innovations such as advanced high-strength steels and sustainable practices gaining traction. Geographically, production is concentrated in countries with large-scale industrial capabilities like China, India, and the United States. The industry faces ongoing challenges, including fluctuating raw material costs, regulatory pressures on emissions, and the need for modernization to meet evolving market demands and sustainability goals. The company's role is crucial in bridging the gap between steel manufacturers and consumers, ensuring timely delivery and competitive pricing while managing inventory and logistics efficiently.

➤ OVERVIEW:

The global steel industry is a major economic force driven by its essential role in infrastructure, construction, and manufacturing. Steel production involves significant financial investment, with capital expenditures for new plants and technological upgrades often reaching billions of dollars. Revenue is influenced by fluctuations in raw material costs, steel prices, and global demand. The industry's financial performance is closely tied to economic cycles, with periods of expansion marked by rising steel prices and high demand, while downturns can lead to overcapacity and price volatility. Additionally, ongoing investments in sustainability and technology are reshaping the financial landscape, with a focus on reducing carbon footprints and improving operational efficiencies.

➤ OPPORTUNITY & THREATS:**Opportunities:**

Rapid industrialization and infrastructure development in emerging economies, particularly in Asia and Africa, create substantial demand for steel, offering growth opportunities for traders. Forming alliances with steel producers, manufacturers, and logistics providers can enhance supply chain reliability and create opportunities for exclusive deals and favourable terms. Capitalizing on price volatility by employing effective trading strategies and hedging can help manage risks and seize opportunities for profit.

Threats:

Economic slowdowns or recessions can reduce demand for steel, especially in industries like construction and automotive. This reduced demand can lead to lower prices and decreased sales volumes. Steel trading relies on a complex supply chain involving raw material suppliers, manufacturers, and logistics providers. Disruptions in this supply chain, whether due to geopolitical tensions, natural disasters, or transportation issues, can affect the availability and cost of steel.

➤ COMPETITION:

Companies with lower production costs can often offer more competitive pricing. This can be due to more efficient production processes, access to cheaper raw materials, or economies of scale. High capital requirements and established relationships can limit the entry of new competitors. However, new entrants with innovative approaches or niche focus can still disrupt the market.

➤ SEGMENT WISE AND PRODUCT WISE PERFORMANCE:

Details on segment wise performance of the Company is provided separately in Notes to Accounts.

➤ RISK AND CONCERN:

Steel trading relies on a complex supply chain. Disruptions in transportation, logistics, or production can delay shipments and increase costs. Dependence on specific suppliers for raw materials or finished products can be risky if those suppliers face operational issues or financial instability.

Changes in tariffs, trade agreements, and import/export restrictions can affect the cost and availability of steel, influencing competitive dynamics and profit margins. Compliance with environmental standards and regulations is increasingly stringent. Investments in sustainable practices and technologies may be necessary to meet regulatory requirements and market expectations.

➤ NEW INITIATIVES BY THE COMPANY:

The Management has decided to foray into the business of setting up of solar power plant. The Company is in the process of obtaining various permissions for setting up of Solar Power Plant in the state of Gujarat for a capacity upto 4 MW. In addition to that, the Company has entered into Memorandum of Understanding with Commissioner of Municipalities Administration Government of Gujarat as a part of the Investment Promotion Activity for the Vibrant Gujarat Global Summit 2024 for setting up of Solar Plant.

The Company is quite convinced that the overall productivity, profitability would improve in a sustainable manner, as an outcome of this strategy.

➤ OUTLOOK:

The steel industry is expected to continue evolving with a strong focus on sustainability, technological innovation, and adaptation to changing global economic conditions. As industries worldwide push for greener practices, the steel sector will likely see significant advancements in reducing its environmental footprint and improving efficiency.

Overall, the steel industry remains a critical part of the global economy, with ongoing developments shaping its future trajectory.

➤ INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

➤ HUMAN RESOURCE:

The Company believes in a culture of inclusion, trust, skill development, empowerment and development for its employees. It considers its human resources as its biggest asset and believes in people at the heart of its human resource strategy which set the Company apart from Company's peers. It also believes that the employees continuously strive to make the organization as inclusive as possible. The Company's organization structure is agile and focused on delivering business results. With regular communication and sustained efforts, it is ensuring that employees are aligned on common objectives and goals of the business. Industrial relations continue to remain cordial.

➤ **HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION:**

The people are the greatest asset, and their safety, health, and well-being is of utmost importance to us. The Company endeavours to provide a safe, conducive and productive work environment to ensure no injury or accident. Several other measures have been taken by the Company to ensure health and safety of its employees. The Company's ethos of environment protection by development of environment friendly processes for effective usage of resources is based on the belief that nature is a precious endowment to humanity.

➤ **CEO AND CFO CERTIFICATION:**

Mr. Ashok Shah, Managing Director and Mr. Hiren Makwana, CFO have given certificate to the board as contemplated in SEBI Listing Regulations.

➤ **CAUTIONARY STATEMENT**

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

➤ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

Operational performance viz. total revenue decreased from Rs. 719.70 Lakhs in the previous financial year to Rs. 535.40 Lakhs in the current financial year. Cash and cash equivalents at the end of the year stood at Rs. 17.32 Lakhs.

➤ **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:**

| | Standalone | | Consolidated | |
|--------------------------|------------|---------|--------------|---------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| Debtors Turnover Ratio | 0.54 | 0.86 | 0.89 | 2.15 |
| Inventory Turnover Ratio | 0.00 | 0.00 | 0.27 | 0.18 |
| Interest coverage ratio | 0.00 | 0.00 | 0.00 | 0.00 |
| Current Ratio | 11.09 | 3.63 | 3.56 | 4.59 |
| Debt Equity Ratio | 0.14 | 0.07 | 0.05 | 0.03 |
| Operating Profit Margin | 16.06 | 0.00 | 11.49 | -0.63 |
| Net Profit Margin | 12.34 | 10.28 | 7.66 | 4.58 |
| Return on Networth | 2.37 | 3.81 | 1.24 | 1.35 |
| P/E Ratio | 93.77 | 152.74 | 63.89 | 114.17 |

➤ **DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:**

Even though the Company has rational retribution but due to adjustment of past year's losses, your Company fall short to earn significant sum as return on Net Worth.

➤ DISCLOSURE OF ACCOUNTING TREATMENT:

The Financial statements have been prepared in compliance with the Indian Accounting Standards (Ind AS) issued by The Institute of Chartered Accountants of India (ICAI) which have been notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS Rules'), of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

Place: Ahmedabad
Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok Shah
Managing Director
DIN: 02467830

Sd/-
Shalin A. Shah
Director
DIN: 00297447

ANNEXURE – V TO THE BOARD’S REPORT**FORM NO. MR-3
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 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]

To,
The Members,
Ashnisha Industries Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ashnisha Industries Limited** (hereinafter called the Company) (CIN: L74110GJ2009PLC057629) having its registered office at **7th Floor, Ashoka Chambers, Opp. HCG Hospital, Mithakhali Six Roads, Ahmedabad-380006**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Ashnisha Industries Limited** (the Company) for the financial year ended on **31st March, 2024** according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. 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 Borrowings;
- V. The following Regulations and Guidelines 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **[Not Applicable to the Company during the Audit Period]**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable to the Company 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 client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and **[Not Applicable to the Company during the Audit Period]**

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not Applicable to the Company during the Audit Period]**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.
 - (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.
- A) The Company has maintained a Register of Directors' Attendance as prescribed in the Secretarial Standards.
 - B) The Directors have signed against their respective names after the meeting has been held.
 - C) The Company had not received any proxy forms for the Annual General Meeting for the financial year ended 31st March, 2023.
 - D) The Company has complied with requirements of at least one-third of the total number of directors as independent directors as stated in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - E) The Company has complied with the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - F) The Company has obtained all necessary approvals under the various provisions of the Act;
 - G) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The Company had complied with the all provisions of the section 186 of the Companies Act, 2013, except the non charging of interest as per section 186 (7) in respect of some of the loans granted by the Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The following mentioned observations are made:

- A) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities;
- B) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct and ethics for Directors and Management Personnel;

I further report that there are 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.

I further report that during the year under review the Company had made allotment of 20,00,000 equity shares on preferential basis in the Board Meeting held on 14/08/2023.

I further report that during the audit period, the Company has no other major / specific events, actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- i. Public/Right/Preferential issue of shares / debentures/sweat equity etc.
- ii. Redemption / buy-back of securities
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations.

Place: Ahmedabad

Date: August 13, 2024

SD/-

Chintan K. Patel

Practicing Company Secretary

UDIN: A031987F000970067

Mem. No.: A31987

COP No.: 11959

PR No. 2175/2022

ANNEXURE - A to the Secretarial Audit Report

To,
The Members,
Ashnisha Industries Limited

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

1. The Management of the company is responsible for maintenance of secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records and procedures followed by the company with respect to Secretarial Compliances.
3. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on 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.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad

Date: August 13, 2024

SD/-
Chintan K. Patel
Practicing Company Secretary
UDIN: A031987F000970067
Mem. No.: A31987
COP No.: 11959
PR No. 2175/2022

Secretarial Compliance Report of Ashnisha Industries Limited for the year ended March 31, 2024.

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Ashnisha Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **7th Floor, Ashoka Chambers, Opp. HCG Hospital, Mithkhali Six Roads, Mithakhali, Ahmedabad, Gujarat, India, 380006**, Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, **Chintan K. Patel, Practicing Company Secretary** have examined:

- (a) all the documents and records made available to me and explanation provided by **Ashnisha Industries Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the period under review.**
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
 - (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review.**
-

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports. Not Applicable as no observation made in previous reports.

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS* |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; or</p> | NA | NA |
| | <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter as well as the next quarter; or</p> | NA | NA |
| | <p>iii. If the auditor has signed the limited review / audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA | NA |

| 2. | Other conditions relating to resignation of statutory auditor | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------|
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: | NA | NA |
| | <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>a. The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | <p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p> | <p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p> |

| | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019. | NA | NA |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

III. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS* |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|---------------------------------|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p> | Yes | Complied |
| 2. | <p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | <p>Yes</p> <p>Yes</p> | <p>Complied</p> <p>Complied</p> |

| | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| 3. | <p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website | Yes | Complied |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | Complied |
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | NA NA | NA NA |
| 6. | <p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | Complied |
| 7. | <p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p> | Yes | Complied |

| | | | |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------|
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes NA | Complied NA |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | Complied |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3 (5) & 3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | Complied |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | NA | NA |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | NA | NA |
| 13. | Compliance with the requirement of SDD by the listed entities. | Yes | Complied |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Ahmedabad

Date: May 25, 2024

Chintan K. Patel
Practicing Company Secretary
Mem. no. A31987
COP no. 11959
PR no. 2175/2022
UDIN: A031987F000450273

ANNEXURE – VI TO THE BOARD’S REPORT**REPORT ON CORPORATE GOVERNANCE****COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company’s philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability.

Effective Corporate Governance is the key element ensuring investor’s protection; providing finest work environment leading to highest standards of management and maximization of everlasting long-term values. Your Company believes in the philosophy on practicing Code of Corporate Governance that provides a structure by which the rights and responsibility of different constituents such as the board, employees and shareholders are carved out.

A Report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is given below:

1. BOARD OF DIRECTORS:**➤ Composition of the Board of Directors:**

The Company’s policy is to maintain optimum combination of Executive and Non-Executive Directors. The composition of the Board and category of Directors are as follows:

| Name of Director | DIN | Category | Designation |
|-------------------------------------------|----------|------------------------|--------------------------------------|
| Mr. Ashok Shah | 02467830 | Executive Director | Managing Director |
| Mr. Shalin Shah | 00297447 | Non-Executive Director | Non-Executive Director |
| Ms. Daxaben Shah (upto 19/03/2024) | 08054390 | Non-Executive Director | Independent Director |
| Mr. Chandrakant Chauhan (upto 19/03/2024) | 08057354 | Non-Executive Director | Independent Director |
| Mr. Kiritbhai Patel (w.e.f. 22/01/2024) | 03618884 | Non-Executive Director | Independent Director |
| Mr. Swapnil Shimpi (w.e.f. 22/01/2024) | 10469352 | Non-Executive Director | Independent Director |
| Mr. Yash Bodade (w.e.f. 15/06/2024) | 10669649 | Non-Executive Director | Additional (Independent) Director |
| Ms. Manjusha Salunke (w.e.f. 15/06/2024) | 10666478 | Non-Executive Director | Additional (Independent) Director |

➤ Number of Board Meetings and Attendance of Directors:

During the financial year 2023-24, **11 (Eleven)** Board Meetings were held on 08/05/2023, 23/05/2023, 28/07/2023, 12/08/2023, 14/08/2023, 09/11/2023, 21/12/2023, 27/12/2023, 22/01/2024, 31/01/2024 and 20/03/2024.

The composition of Directors and the attendance at the Board Meeting during the year 2023-24 and last Annual General Meeting are as under:

| Name of Director | Category | No. of other Directorship held | Membership of Board Committees | | No. of Board Meetings Attended | Attendance at last AGM |
|-------------------------|-----------------------------------|--------------------------------|--------------------------------|--------|--------------------------------|------------------------|
| | | | Chairman | Member | | |
| Mr. Ashok Shah | Managing Director | 5 | - | 1 | 11/11 | Yes |
| Mr. Shalin Shah | Non-Executive Director | 5 | - | 2 | 11/11 | Yes |
| Ms. Daxaben Shah | Independent Director | - | - | - | 10/11 | Yes |
| Mr. Chandrakant Chauhan | Independent Director | - | - | - | 10/11 | Yes |
| Mr. Kiritbhai Patel | Independent Director | 2 | 2 | 1 | 3/11 | NA |
| Mr. Swapnil Shimpi | Independent Director | - | 1 | 2 | 3/11 | NA |
| Mr. Yash Bodade | Additional (Independent) Director | 2 | - | - | - | NA |
| Ms. Manjusha Salunke | Additional (Independent) Director | 2 | - | - | - | NA |

Other board of directors or committees in which a director is a member or chairperson and the names of the listed entities where the person is a director are as under:

| Name of Director | Name of other listed Company in which Directorship held | Category | Membership of | | |
|------------------|---------------------------------------------------------|-------------------|-----------------|-------------------------------------|--------------------------------------|
| | | | Audit Committee | Nomination & Remuneration Committee | Stakeholders' Relationship Committee |
| Mr. Ashok Shah | 1. Ashoka Metcast Limited | Managing Director | - | - | - |
| | 2. Leshia Industries Limited | Director | - | - | Member |
| | 3. Gujarat Natural Resources Limited | Director | Member | Member | - |
| | 4. Rhetan TMT Limited | Director | Member | Member | Member |
| Mr. Shalin Shah | 1. Rhetan TMT Limited | Managing Director | - | - | - |
| | 2. Gujarat Natural Resources Limited | Managing Director | - | - | Member |
| | 3. Leshia Industries Limited | Director | Member | Member | Chairman |
| | 4. Ashoka Metcast Limited | Director | Member | Member | Member |

| | | | | | |
|----------------------|--------------------------------------|-----------------------------------|----------|--------|---|
| Mr. Kiritbhai Patel | 1. Lesha Industries Limited | Independent Director | Chairman | Member | - |
| Mr. Swapnil Shimpi | - | - | - | - | - |
| Mr. Yash Bodade | 1. Gujarat Natural Resources Limited | Independent Director | - | - | - |
| | 2. Rhetan TMT Limited | Additional (Independent) Director | - | - | - |
| Ms. Manjusha Salunke | 1. Ashoka Metcast Limited | Additional (Independent) Director | - | - | - |
| | 2. Lesha Industries Limited | Additional (Independent) Director | - | - | - |

- Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad has certified that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. A copy of certificate received from him is enclosed with this report as **ANNEXURE-VIII**.
- Knowledge of TMT Bars business, Marketing, Trading, business strategy and evaluation of performance with industry benchmarks in the fields of Steel, are the key core skill / expertise /competence, in the context of the company's business apart from governance, finance and taxation functions and in the opinion of the Board, these skills are available with board.

2. BOARD COMMITTEES:

As per the requirement of the Companies Act, 2013 read with Rules and SEBI Listing Regulations, various Board committees have been formed for better governance and accountability viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

The terms of reference of each committee are determined by the Board as per the requirement of law and their relevance is reviewed from time to time.

A. AUDIT COMMITTEE:

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, an Audit Committee had been constituted by the Board. The terms of reference of this committee covers matters specified under Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and other matters referred by the Board from time to time. Committee lays emphasis on adequate disclosures and compliance with all relevant statutes.

The Statutory Auditors, Internal Auditors and other relevant Senior Management persons are invited to attend the meetings of Audit Committee. Mr. Daxaben Shah, who was the Chairperson of the Audit Committee, was present at the last Annual General Meeting held on 27th September, 2023. The Company Secretary acts as Secretary to the Committee.

The major terms of reference of the Audit Committee include:

- Examination of Financial Statements and Auditor's Report thereon;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

- Evaluation of internal financial controls and risk management systems;
- Approval or modifications of related party transactions;
- Review functioning of the Whistle Blower mechanism;
- Scrutiny of inter-corporate loans and investments.

Audit Committee meetings were held on 08/05/2023, 12/08/2023, 09/11/2023 and 22/01/2024 during the year under review.

The Constitution of the committee and the attendance of each member of the committee are given below:

Composition of Audit Committee as on the date of the report:

| Sr. No. | Name of the Director | DIN | Status | Category |
|---------|------------------------------------------|----------|----------|------------------------------------|
| 1. | Mr. Chandrakant Chauhan upto 19/03/2024) | 08057354 | Chairman | Non-Executive Independent Director |
| 2. | Mr. Swapnil Shimpi (w.e.f. 20/03/2024) | 10469352 | Chairman | Non-Executive Independent Director |
| 3. | Mrs. Daxaben Shah upto 19/03/2024) | 08054390 | Member | Non-Executive Independent Director |
| 4. | Mr. Kiritbhai Patel (w.e.f. 20/03/2024) | 03618884 | Member | Non-Executive Independent Director |
| 5. | Mr. Shalin Shah | 00297447 | Member | Non-Executive Director |

Attendance of each member of the Audit Committee:

| Committee Members | Meetings held | Meetings attended |
|-------------------------|---------------|-------------------|
| Mr. Chandrakant Chauhan | 4 | 4 |
| Mr. Swapnil Shimpi | - | - |
| Mrs. Daxaben Shah | 4 | 4 |
| Mr. Kiritbhai Patel | - | - |
| Mr. Shalin Shah | 4 | 4 |

B. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, the Board of Directors of the Company constituted "Nomination and Remuneration Committee".

The terms of reference of the Nomination and Remuneration Committee are wide enough to cover the matters prescribed under the provisions of 178 of the Companies Act, 2013 and SEBI Listing Regulations.

The major terms of reference of the Nomination & Remuneration Committee include:

- Identification of persons qualified to become directors and be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Specifying the manner for effective evaluation of performance of Board, its committees and individual directors;
- Recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Nomination & Remuneration Committee meeting was held on 28/07/2023, 21/12/2023 and 27/12/2023 during the year under review.

Composition of Nomination & Remuneration Committee as on the date of the report:

| Sr. No. | Name of the Director | DIN | Status | Category |
|---------|------------------------------------------|----------|----------|------------------------------------|
| 1. | Mrs. Daxaben Shah upto 19-03-2024) | 08054390 | Chairman | Non-Executive Independent Director |
| 2. | Mr. Kiritbhai Patel (w.e.f. 20-03-2024) | 03618884 | Chairman | Non-Executive Independent Director |
| 3. | Mr. Chandrakant Chauhan upto 19-03-2024) | 08057354 | Member | Non-Executive Independent Director |
| 4. | Mr. Swapnil Shimpi (w.e.f. 20-03-2024) | 10469352 | Member | Non-Executive Independent Director |
| 5. | Mr. Shalin A. Shah | 00297447 | Member | Non-Executive Director |

Attendance of each member of the Nomination and Remuneration Committee:

| Committee Members | Meetings held | Meetings attended |
|-------------------------|---------------|-------------------|
| Mrs. Daxaben Shah | 3 | 3 |
| Mr. Kiritbhai Patel | - | - |
| Mr. Chandrakant Chauhan | 3 | 3 |
| Mr. Swapnil Shimpi | - | - |
| Mr. Shalin A. Shah | 3 | 3 |

Policy on Directors' Appointment and Remuneration

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of the Company is required to ensure that shareholders remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the Listing Agreement as amended from time to time, policy on nomination and remuneration of Directors on the Board of the Company, Key Managerial Personnel and other employees in the Senior Management is formulated.

The objective of the Policy is to outline a framework to ensure that the Company's remuneration levels are aligned with best industry practices and are good enough to attract and retain competent Directors on the Board, Key Managerial Personnel and Senior Management Personnel of the quality required.

1.1 Appointment criteria and qualifications

- a) A person who is proposed to be appointed as Director of the Company should be eligible to be appointed as Director and must hold Director Identification Number issued by the Central Government and possess such qualification, expertise and experience as prescribed under the Act.
- b) Without prejudice to generality of the above, a person who is proposed to be appointed as an Independent Director shall also be subject to compliance of provisions of Section 149(6).
- c) KMP or Senior Management personnel shall have adequate qualification, expertise and experience in the relevant field for which the appointment is proposed to be made.
- d) The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

1.2 Term / Tenure

- a) **Managing Director/Whole-time Director/Manager (Managerial Personnel)**
The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director**
 - An Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
 - No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

1.3 Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at such interval as deemed fit.

1.4 Removal

The Committee may recommend the Board for removal of a Director, KMP or Senior Management Personnel for reasons recorded in writing. The Procedure for removal of any Director shall be as per the provisions of the Act in this regard.

2.1 Remuneration Policy

- a) The remuneration / compensation / commission etc. to the Managerial Personnel will be determined by the Committee and recommended to the Board for approval which shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managerial Personnel shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.
- c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

Criteria for Performance Evaluation of Independent Directors. The Criteria for performance evaluation of Independent Directors is disclosed in the Board's Report.

Details of Remuneration paid to Directors during the year:

A. Executive Directors

The remuneration paid to Directors during the financial year ended 31st March, 2024 is as follows:
No remuneration is paid to the Executive Directors of the Company.

B. Non Executive Directors

No sitting fees have been paid to Non – Executive Directors for attending any meetings during the financial year ended 31st March, 2024.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, the Company has constituted "Stakeholders Relationship Committee".

The major terms of reference of the Stakeholders Relationship Committee include:

- Consideration & Resolution of the grievances of security holders of the Company;
- Reviewing of Transfer/ Transmission requests/ Demat/ Remat requests of the security shareholders and issuance of duplicate share certificate, if any.

Composition of Stakeholders Relationship Committee as on the date of the report:

| Sr. No. | Name of the Director | DIN | Status | Category |
|---------|----------------------------------------------|----------|----------|------------------------------------|
| 1. | Mrs. Daxaben Shah (upto 19-03-2024) | 08054390 | Chairman | Non-Executive Independent Director |
| 2. | Mr. Kiritbhai Patel (w.e.f. 20-03-2024) | 03618884 | Chairman | Non-Executive Independent Director |
| 3. | Mr. Chandrakant Chauhan (upto 19-03-2024) | 08057354 | Member | Non-Executive Independent Director |
| 4. | Mr. Swapnil Shimpi (w.e.f. 20-03-2024) | 10469352 | Member | Non-Executive Independent Director |
| 5. | Mr. Ashok Shah | 02467830 | Member | Executive Director |

Attendance of each member of the Stakeholders Relationship Committee:

| Committee Members | Meetings held | Meetings attended |
|-------------------------|---------------|-------------------|
| Mrs. Daxaben Shah | 4 | 4 |
| Mr. Kiritbhai Patel | - | - |
| Mr. Chandrakant Chauhan | 4 | 4 |
| Mr. Swapnil Shimpi | - | - |
| Mr. Ashok Shah | 4 | 4 |

Ms. Dimpal Solanki, Company Secretary is the Compliance Officer of the Company. Meetings of Stakeholders' Relationship Committee were held on 08/05/2023, 12/08/2023, 09/11/2023 and 22/01/2024.

No. of Shareholders' complaints pending at the beginning of the year: 0

No. of Shareholders' complaints received during the year: 1

No. of complaints solved to the satisfaction of shareholders: 1

No. of complaints not solved to the satisfaction of shareholders: 0

No. of pending complaints at the end of the year: 0

3. INDEPENDENT DIRECTORS:

The selection of eminent people for appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee. The Committee, *inter alia*, considers qualification, positive attributes; area of expertise and number of Directorships and Memberships held in various committees of other companies by such person and recommend the same to the Board. The Board considers the Committee's recommendation and takes appropriate decision.

As per requirements under the SEBI Listing Regulations, the Company undertook familiarization Programme for Independent Directors in order to familiarize them with business model, management structure, product portfolio, Industry overview, manufacturing operations, internal control system and processes, risk management framework, functioning of various divisions, HR Management etc.

During the year under review, the Independent Directors met on 29/02/2024, inter alia, to discuss:

- * Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- * Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- * Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present at the Meeting.

The policy on familiarization Programme for Independent Directors has been uploaded on the Company's website at the following link at <http://ashnisha.in/wp-content/uploads/2020/09/familiarization-programme-for-independent-directors.pdf>

4. SHAREHOLDING OF NON-EXECUTIVE NON-PROMOTER DIRECTORS:

None of the Non-Executive Non-Promoter Directors hold shares of the Company as on 31st March, 2024.

5. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

Mr. Ashok C. Shah, Managing Director is the father of Mr. Shalin A. Shah, Director of the Company. No other Director of the Company is related to any other Director.

6. Chart or Matrix setting out the skills/ expertise/ competence of the Board of Directors specifying the following:

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

| | |
|---------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Business Management & Leadership | Leadership experience including in areas of general management, business development, strategic planning and long-term growth. |
| Industry Domain Knowledge | Knowledge about business of the Company and understanding of business environment, |
| Financial Expertise | Financial and risk management, Internal control, Experience of financial reporting processes, capital allocation, resource utilization, Understanding of Financial policies and accounting statement and assessing economic conditions. |
| Governance & Compliance | Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values. |

In the table below, the specific areas of focus or expertise of individual board members have been highlighted:

| Name of Director | Business Management & Leadership | Industry Domain Knowledge | Financial Expertise | Governance & Compliance |
|-------------------------|---------------------------------------------|----------------------------------|----------------------------|------------------------------------|
| Mr. Ashok Shah | Y | Y | Y | Y |
| Mr. Shalin Shah | Y | Y | Y | Y |
| Mr. Kiritbhai Patel | Y | Y | Y | Y |
| Mr. Swapnil Shimpi | Y | Y | Y | Y |
| Mr. Yash Bodade | Y | Y | Y | Y |
| Ms. Manjusha Salunke | Y | Y | Y | Y |

7. POSTAL BALLOT:

During the year, the Company had sought approval from the shareholders through Postal Ballot for Alteration in Object Clause of the Memorandum of Association of the Company on 2nd September, 2023.

8. ANNUAL GENERAL MEETINGS:

Details of last three AGMs held:

| Year | Date | Time | Venue | No. of Special Resolutions |
|---------|--------------------|-----------|---------------------------------------------------------|----------------------------|
| 2020-21 | September 29, 2021 | 3:30 P.M. | Video Conferencing (VC)/other Audio-Visual Means (OAVM) | 4 |
| 2021-22 | August 3, 2022 | 3:30 P.M. | Video Conferencing (VC)/other Audio-Visual Means (OAVM) | 4 |
| 2022-23 | September 27, 2023 | 3:30 P.M. | Video Conferencing (VC)/other Audio-Visual Means (OAVM) | 1 |

During the year under review, 2 (two) Extra-Ordinary General Meeting (EGM) were held i.e. on 22/06/2023 and 01/03/2024. The resolutions were passed through remote e-voting, e-voting at the EGM.

Resolutions were passed through remote e-voting, e-voting at the Annual General Meeting for the financial year ended on 31st March, 2021, 31st March, 2022, 31st March, 2023.

DEMAT / REMAT OF SHARES:

Details of Shares Dematerialized / Rematerialized during the last financial year is as below:

| | | |
|----|-------------------------------------|-------|
| a) | Number of Demat requests approved | 1 |
| b) | Number of Shares Dematerialized | 90 |
| c) | Percentage of Shares Dematerialized | 0.00% |
| d) | Number of Remat requests approved | NIL |
| e) | Number of Shares Rematted | NIL |

Representatives of the Company are constantly in touch with M/s. Purva Sharegistry (India) Private Limited, Share Transfer Agents of the Company and review periodically the outstanding matters.

9. DETAILS OF SUBSIDIARIES:

The details for Subsidiaries of the Company are as follows:

| Sr. No. | Name | Date of Incorporation | Place of Incorporation | Name of Statutory Auditors | Date of Appointment of Statutory Auditors |
|---------|---------------------------------------------------------------------------|-----------------------|------------------------|----------------------------|-------------------------------------------|
| 1. | Adzillow Private Limited (formerly known as EZI Ventures Private Limited) | 03/09/2008 | Ahmedabad, Gujarat | M/s. D B Dave & Co. | 25/04/2024 |

10. DISCLOSURES:

- i. There are no materially significant related party transactions that have any potential conflict with the interest of the Company at large.

- ii. There were no instances of non-compliance nor have any penalties/strictures imposed by Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market, during last 3 financial years, except those stated below:
 - During the year 2021-22, the Company had not complied with the provisions of Section 203 of the Companies Act, 2013 for appointment of Chief Financial Officer. Subsequently the Company had then appointed Mrs. Payal Donga as Chief Financial Officer w.e.f. 28/02/2022.
 - non charging of interest as per section 186 (7) in respect of some of the loans granted by the Company during the last 3 financial years.
- iii. Whistle Blower Policy
In terms of SEBI Listing Regulations, the Company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.
(<http://ashnisha.in/wp-content/uploads/2020/09/whistle-blower-policy.pdf>)
- iv. The Company has also adopted Policy for determining material subsidiaries (<http://ashnisha.in/wp-content/uploads/2023/02/2.-Policy-for-determining-Material-Subsidiaries.pdf>) and policy on dealing with related party transactions (<http://ashnisha.in/wp-content/uploads/2020/09/related-party-transaction-policy.pdf>)
- v. Details of Compliance with Mandatory requirements and adoption of Non-mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mandatory requirements:

The Company complies with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with regard to corporate governance.

Non-Mandatory requirements:

- a) Office for non-executive Chairman at company's expense: No.
- b) Half-yearly declaration of financial performance to each household of shareholders: Not complied.
- c) Audit Qualifications:
Complied as there are no audit qualifications.
- d) Separate posts of Chairman & CEO: Not applicable.
- e) Reporting of Internal Auditors directly to Audit Committee: Complied.

10. MEANS OF COMMUNICATION:

Board of Directors approves and takes on record Unaudited Quarterly Results and Audited Annual Results in the prescribed form and announces forthwith the results and intimate to the BSE Ltd. where the Company's shares are listed. The results are also published in two newspapers, one in English and the other in Regional Language.

11. ADDITIONAL INFORMATION TO SHAREHOLDERS**a. Annual General Meeting:**

Date: September 13, 2024

Time: 3:30 P.M. IST

The AGM will be held through Video Conferencing (VC).

Dividend payment date: No dividend recommended by the Board for the F.Y. 2023-24.

b. Calendar of Financial Year ended 31st March, 2024:

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2024 were held on the following dates:

First Quarter Results: August 12, 2023

Second Quarter and Half yearly Results: November 9, 2023

Third Quarter Results: January 22, 2024

Fourth Quarter and Annual Results: May 29, 2024

c. Tentative Calendar for financial year ending 31st March, 2025:

| | |
|-------------------------------------------------------------------------|-------------------------------|
| Unaudited Results for the quarter ended 30/06/2024 | August 13, 2024 |
| Unaudited Results for the quarter ended 30/09/2024 | Second Week of November, 2024 |
| Unaudited Results for the last quarter ended 31/12/2024 | Second Week of February, 2025 |
| Audited Results for the quarter ended 31/03/2025 | Fourth Week of May, 2025 |
| Annual General Meeting for the year ending 31 st March, 2025 | September, 2025 |

d. Date of Book Closure:

Saturday, September 7, 2024 to Friday, September 13, 2024 (both days inclusive) for Annual General Meeting.

e. Regd. Office:

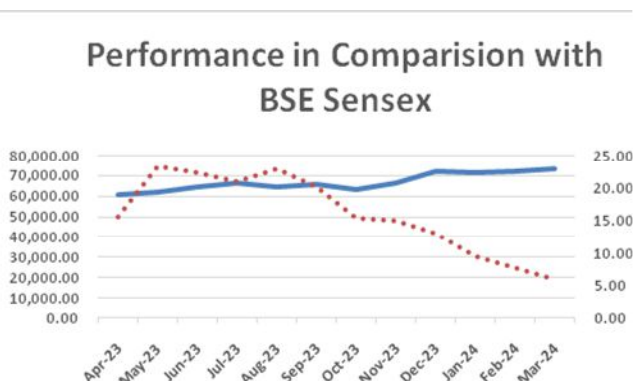
Ashoka Chambers, 7th Floor, Opposite HCG Hospital Mithakhali Six Roads, Mithakhali, Ahmedabad, Gujarat, 380006, India

f. Equity shares of the Company are listed on BSE Limited.

g. Scrip Code: **541702** (BSE), ISIN : **INE694W01024**

h. **Stock Market Data (in Rs. / Per Share):** The Shares of the Company were traded on BSE Limited. The information on stock data are as under:

| Month | Market Price of Share of Ashnisha at BSE | |
|-----------|------------------------------------------|-------------|
| | Month's High | Month's Low |
| Apr, 2023 | 18.00 | 14.51 |
| May, 2023 | 23.31 | 14.00 |
| Jun, 2023 | 25.72 | 20.44 |
| Jul, 2023 | 24.60 | 20.03 |
| Aug, 2023 | 25.45 | 18.51 |
| Sep, 2023 | 24.30 | 18.00 |
| Oct, 2023 | 21.95 | 15.20 |
| Nov, 2023 | 18.92 | 14.12 |
| Dec, 2023 | 14.80 | 12.13 |
| Jan, 2024 | 13.42 | 9.50 |

Indicative Comparison of Market Price Equity Share of Ashnisha with BSE Sensex

| | | |
|-----------|------|------|
| Feb, 2024 | 9.44 | 7.04 |
| Mar, 2024 | 8.19 | 6.07 |

i. Share Transfer System:

Applications for transfer of shares held in physical form are received at the office of the Registrars and Share Transfer Agents of the Company, Purva Sharegistry (India) Private Limited. All valid transfers are processed within 15 days from the date of receipt of request of transfer.

j. Distribution of Shareholding as on 31st March, 2024 is as under:

| SR NO | SHAREHOLDING OF NOMINAL | NUMBER OF SHAREHOLDERS | % TO TOTAL | SHARES | % TO TOTAL |
|--------------|-------------------------|------------------------|---------------|------------------|---------------|
| 1 | Upto 5000 | 75768 | 96.90 | 35076037 | 34.73 |
| 2 | 5001 – 10000 | 1357 | 1.74 | 9901309 | 9.80 |
| 3 | 10001 – 20000 | 659 | 0.84 | 9409501 | 9.32 |
| 4 | 20001 – 30000 | 184 | 0.24 | 4511776 | 4.47 |
| 5 | 30001 – 40000 | 67 | 0.08 | 2348254 | 2.33 |
| 6 | 40001 – 50000 | 41 | 0.05 | 1884281 | 1.86 |
| 7 | 50001 – 100000 | 79 | 0.10 | 5575976 | 5.52 |
| 8 | 100001 & Above | 40 | 0.05 | 32292866 | 31.97 |
| TOTAL | | 78195 | 100.00 | 101000000 | 100.00 |

k. Dematerialization of Shares and liquidity:

The shares of the company are permitted for demat on NSDL and CDSL.

| | |
|--------------------------------------------------------------------|---------------------------|
| Issued, Subscribed and Paid up Capital as on March 31, 2024 | : 101000000 Equity Shares |
| A. Electronic Holding in NSDL | : 22661165 Equity Shares |
| B. Electronic Holding in CDSL | : 76872015 Equity Shares |
| C. Physical Holding | : 1466820 Equity Shares |

l. Outstanding GDRs / ADRs / Warrants or Conversion instruments, Conversion date and like impact on equity: NIL

m. Investors' correspondence:

For transfer / dematerialization of shares, Change of Address, Change in Status of investors, payment of dividend on shares and other query relating to the shares of the Company:

Purva Sharegistry (India) Private Limited (Unit: Ashnisha Industries Limited)
9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg Lower Parel (East),
Mumbai, Maharashtra, India, 400011

n. Share Transfer System:

Shares in physical form sent for registering transfer, to the Registrar and Shares Transfer Agents, Purva Sharegistry (India) Private Limited are registered and returned within a period of 15 days from the date of receipt, if the documents are in order in all respects.

o. There are no shares lying in the demat suspense account or unclaimed suspense account.

- p. List of all credit rating obtained by the entity during the financial year : Not Applicable
- q. Details of utilization of funds raised through preferential allotment or qualified institutions placement: The funds amounting to Rs. 3,40,00,000/- raised through preferential issue of 20,00,000 Equity Shares have been fully utilized for the objects stated in the EGM Notice dated May 23, 2023.
- r. During the financial year there were no recommendations of any committee of the board, which is mandatorily required and board has not accepted the same.
- s. During the year company and its subsidiaries has paid Rs. 2.75 Lakhs as total fees for all services given by Statutory Auditors of the Company and its subsidiaries. No payment was done to any network entity of which statutory auditor is part.

Place: Ahmedabad
Date: August 13, 2024

For and on behalf of the Board

Sd/-
Ashok Shah
Managing Director
DIN: 02467830

Sd/-
Shalin A. Shah
Director
DIN: 00297447

ANNEXURE-VII TO THE BOARD'S REPORT

CORPORATE GOVERNANCE CERTIFICATE

To
The Members
Ashnisha Industries Limited

We have examined the compliance of conditions of Corporate Governance by Ashnisha Industries Limited ('the Company') for the year ended on 31st March, 2024, as per Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that 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.

Place : Ahmedabad
Date : August 13, 2024

Sd/-
Chintan K. Patel
Practicing Company Secretary
Mem. No. A31987
COP No. 11959
PR no. 2175/2022
UDIN: A031987F000970023

ANNEXURE-VIII TO THE BOARD'S REPORT

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)

I, Chintan K. Patel, Practicing Company Secretary, have examined the registers, records and books and papers of Ashnisha Industries Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its directors and officers, I certify that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

**Place : Ahmedabad
Date : August 13, 2024**

**Sd/-
Chintan K. Patel
Practicing Company Secretary
UDIN: A031987F000970078
Mem. No. A31987
COP No. 11959
PR no. 2175/2022**

DECLARATION

All Board Members and Senior Management personnel have affirmed compliance with the code of conduct for Directors and Senior Management as approved by the Board for the financial year 2023-24.

**Place: Ahmedabad
Date: August 13, 2024**

For and on behalf of the Board

**Sd/-
Ashok C. Shah
Managing Director
DIN: 02467830**

For and on behalf of the Board

**Sd/-
Hiren Makwana
Chief Financial Officer**

Financial Ratios for the Financial Year 2023-24 :

| Sr. No. | Ratios | Numerator | Denominator | As at 31st March, 2024 | As at 31st March, 2023 | % change in Ratio | Remark - Any change in the ratio by more than 25% as compared to the preceding year |
|---------|------------------------------------|------------------------------------------------|---------------------------|------------------------|------------------------|-------------------|-------------------------------------------------------------------------------------|
| (i) | Current Ratio | Current Assets | Current Liabilities | 3.56 | 4.59 | -22.39 | Within the Limit |
| (ii) | Debt-Equity Ratio | Total Debt | Shareholder's Equity | 0.05 | 0.03 | 63.23 | Due to borrowings have been increased from previous year |
| (iii) | Debt Service Coverage Ratio | Earnings available for Debt Servicing | Total Debt Service | - | - | - | - |
| (iv) | Return on Equity Ratio | Profit After Taxes | Average Equity | 9.56 | 13.91 | -31.30 | Majourly due to increase in share capital |
| (v) | Inventory turnover ratio (in days) | Cost of Goods Sold | Average Inventory | 0.27 | 0.18 | 48.28 | Inventory is Increase as compare to last year |
| (vi) | Trade Receivables turnover ratio | Revenue from Operations | Average Trade Receivables | 0.89 | 2.15 | -58.58 | Majourly due to increase in trade receivables |
| (vii) | Trade Payables Turnover Ratio | Purchase of Goods & Services and Other expense | Average Trade Payables | 1.10 | 3.24 | -66.03 | Majourly due to increase in Trade Payables |
| (viii) | Net Capital turnover | Revenue from Operations | Working Capital | 0.38 | 0.52 | -26.41 | Majourly due to increase/decrease of current liabilities / assets |
| (ix) | Net Profit Ratio | Net Profit After Taxes | Revenue from Operations | 7.66 | 4.58 | 67.27 | PAT is high as compare to Previous Year |
| (x) | Return on Capital Employed | Earnings before Interest and Tax | Capital Employed | 1.77 | 1.97 | -9.90 | Within the Limit |
| (xi) | Return on Investments | Income from Investments | Cost of Investment | - | - | - | - |

For, Ashnisha Industries Limited

For, G M C A & CO.
(Chartered Accountants)
F.R.N. : 109850W

Ashok C. Shah
Managing Director
DIN : 02467830

Shalin A. Shah
Director
DIN : 00297447

Dimpal J. Solanki
Company Secretary

Hiren Makwana
CFO

(CA Mitt S. Patel)
Partner

Place : Ahmedabad
Date : 29.05.2024

M.No. : 163940
UDIN: 24163940BKADZG3408