



Active Clothing Co. Limited

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Members of **Active Clothing Co Limited** will be held at the Registered Office of the Company at: Plot No. E-225, Phase-VIII B, Industrial Area, Focal Point, MOHALI on Wednesday, **30th day of September, 2020 at 05:00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company on standalone basis, for financial year ended 31st March 2020 including audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Renu Mehra (holding DIN 02033471) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Approval of payment of remuneration at existing levels to Mr. Rajesh Kumar Mehra (DIN : 00026176), Managing Director of the company:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of Rs.12 Lacs per annum to Mr. Rajesh Kumar Mehra (DIN: 00026176), Managing Director of the Company and shall deem to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years and this resolution shall be valid for 3 years."

4. **Approval of professional fee to Mrs. Renu Mehra (DIN: 02033471), Non-Executive Director of the company:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the

REGISTERED OFFICE:

Plot No. E-225, Industrial Focal Point, Phase 8 B
SAS Nagar, Mohali 160059
Punjab, India. Phone: +91-172-4313300

FACTORY:

Village Badali Ala Singh, Ghel Link Road
District Fatehgarh Sahib 140406, Punjab, India
Phone: +91-1763-506000



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Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of professional fee of Rs.12 Lacs per annum to Mrs. Renu Mehra (DIN: 02033471), Non-Executive Director of the company and shall deem to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years and this resolution shall be valid for 3 years."

For Active Clothing Co. Limited
By Order of the Board

Rajesh Mehra
Mg. Director/Director
(Rajesh Kumar Mehra)
Managing Director

Place: Mohali

Date: 04th September, 2020

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **22.09.2020 to 30.09.2020** (both days inclusive).
8. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar Big Share Services Pvt. Ltd. quoting their Client ID and reference no. Members are also requested to send their email address to the company's Registrar.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
10. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of dematerialization.
11. Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website **www.activesourcing.org** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mohali for inspection during normal business hours on working days. Even after registering for e- communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's

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investor email id: rmehra@activesourcing.org.

12. SEBI has vide its Circular dated 20th April 2018, amongst others, mandated the listed companies through their RTAs to collect copy of PAN card and bank details of all security holders holding shares in physical form. Accordingly, those Members holding shares in physical / Electronic form who have not yet submitted the aforementioned details are requested to submit the same to the RTA / Depository Participants.
13. Pursuant to SEBI Notification dated 8th June 2018, amending Listing Regulations, the Company will not process the requests for transfer of shares unless the shares are held in dematerialized form, except in case of transmission or transposition of shares. This Amendment will come into force on 180th day from the date of publication of Notification i.e. from 5th December 2018.
14. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE of India Limited. Therefore, Company is not providing e-voting facility to its shareholders.
15. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3 & 4

The remuneration being paid of Rs.12.00 Lacs per annum to Mr. Rajesh Kumar Mehra, Managing Director since long has been approved by the Members of the Company, as mandated under Section II of Part II of Schedule V of the Act and/ other applicable provisions of Company Act 2013 and LODR, 2015.

The professional fee to Mrs. Renu Mehra, Non Executive Director has been approved by the Members of the Company, as mandated under Section 197 and 198 read with Part II of Schedule V of the Act and/ other applicable provisions of Company Act 2013 and LODR, 2015.

Your Company has not committed any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year.

The Nomination and Remuneration Committee and Board of Directors at their respective meetings held on July 31st, 2020 have recommended and approved Item No3 and 4 above subject to the approval of Members by Ordinary Resolution.

Disclosure(s) in terms of Sections 197 read with Schedule V to the Companies Act, 2013, applicable Rules

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thereunder and SEBI LODR, as the case may be

General Information

1.	Nature of Industry	Wearing apparels		
2.	Date of Commencement	The Company was incorporated on February 2, 2002 and its operating activities commenced thereafter.		
3.	Financial Performance based on given indicators	Particulars	31.03.2020	31.03.2019
		Total revenue	1482415452.13	1547288301.49
		EBIDTA	134445930.11	164338144.75
		Net profit before Tax	10904418.08	40118671.15
		Net Profit after tax	8580887.08	30627802.15
4.	Foreign Investment or collaborations, if any	Not applicable		

Information about the Managing Director

1.	Background	Has been on Board since 2008.
2.	Past Remuneration	Rs. 1200000 P.A.
3.	Job Profile and his suitability	Managing the Company
5.	Remuneration proposed	Rs. 1200000 P.A.
6.	Comparative remuneration profile	The same is much lower qua his qualification and experience.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Is Promoter of the Company .

Information about the Non Executive Director

1.	Background	Has been on Board since 2002.
2.	Past Remuneration	Rs. 1000000/ P.A upto the time Company turned Public Limited.
3.	Job Profile and his suitability	Professional
5.	Remuneration proposed	Rs. 1200000 P.A.
6.	Comparative remuneration profile	The same is much lower qua her qualification and experience.

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7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Is Promoter of the Company .
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Other information:

1.	Reasons of loss or inadequate profits	Covid-19 Pandemic
2.	Steps taken for improvement	Efforts to keep insulated in tough time.

For Active Clothing Co. Limited
Order of the Board

Rajesh Mehra

Mg. Director/Director

(Rajesh Kumar Mehra)
Managing Director

Place: Mohali

Date: 04th September, 2020

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