

ACTIVE CLOTHING CO LIMITED

Regd off: Plot No. E-225, Phase-VIII B, Industrial Area, Focal Point, Mohali

Ph: 0 172-4313300 E-mail: rmehra@activesourcing.org

CIN: L51311PB2002PLC033422

NOTICE

Notice is hereby given that the 20th 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 Thursday, 29th day of September, 2022 at 11:00 A.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 2022 including audited Balance Sheet as at 31st March, 2022 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.

SPECIAL BUSINESS:

2. **TO RE-APPOINT MR. RAJESH KUMAR MEHRA (DIN 00026176) AS MANAGING DIRECTOR**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Rajesh Kumar Mehra (DIN: 00026176) as Managing Director of the Company, for a period of 5 (five) years from the expiry of his present term of office, that is on 26th November 2022 and starting with effect from 27th November 2022 till 26th November, 2027 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactments thereof, for the time being in force), , or any amendments thereto as may be agreed to between the Board and Mr. Rajesh Kumar Mehra;

“**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to the professional fee of Mr. Rajesh Kumar Mehra (DIN 0026176) Managing Director of the Company as recommended by Nomination and Remuneration Committee and approved by the Board of Directors at the meeting held on 30th August, 2022 so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 which will be effective from 1st October, 2022 for a period of three years on the terms and conditions as set out in the statement annexed to the notice;

“**RESOLVED FURTHER THAT** consent of members is granted under section II of Schedule V of the Companies Act, 2013 wherein any financial year, the Company has no profits or its profits are inadequate, the Company may continue paying professional fees as above to Mr. Rajesh Kumar Mehra as Managing Director as Minimum Remuneration for a period not exceeding 3 (three) years .

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

3. TO RE-APPOINT MRS. RENU MEHRA (DIN 02033471) AS NON-EXECUTIVE DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special 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(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mrs. Renu Mehra (DIN: 02033471) as Non-Executive Director of the Company on the terms and conditions including remuneration as set out in the Statement annexed to the Notice.

4. APPROVAL OF PROFESSIONAL FEE TO MRS. RENU MEHRA (DIN: 02033471), NON-EXECUTIVE DIRECTOR OF THE COMPANY INCASE OF INADEQUATE PROFITS:

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 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 professional fee of Rs.36 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.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. APPROVAL FOR RELATED PARTY TRANSACTIONS

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

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with parties with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm’s length basis and in the ordinary course of business, notwithstanding that such transactions may exceed the limits of Rule 15 (3) in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as Board) or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary or expedient to give effect to the aforesaid resolution.”

FURTHER RESOLVED THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.”

**By Order of the Board
Sd/-**

**(Rajesh Kumar Mehra)
Managing Director**

Place: Mohali

Date: 30th August, 2022

Notes:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Item no. 2 to 4 of the Notice set out above is annexed hereto.
2. 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.
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
4. 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.
5. 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.
6. 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.
7. 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.
8. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Friday, September 23, 2022 to Thursday September 29, 2022 (both days inclusive)
9. 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.
10. 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.
11. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of dematerialization.
12. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for 2021-22 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 investor email id: rmehra@activesourcing.org.

13. 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.
14. 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.
15. In compliance with Regulation 44 of Listing Regulations and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (which means e-voting from a place other than venue of the General Meeting) to exercise their right to vote on the resolutions proposed to be considered at the AGM. For this purpose, the Company has engaged the services of M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the members to cast their votes
16. . The facility for voting through ballot paper shall also be made available at the venue of the Annual General Meeting. The members attending the meeting, who have not casted their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
17. The Company has appointed Mrs. Poonam Sethi (CP No. 21751) of M/s. Sethi Poonam & Associates, Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
18. The scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-voting, shall make a consolidated report and submit the same to the Chairman of the meeting. The Results of the voting shall be placed along with the Scrutinizer's Report on the website of the Company i.e. www.activesourcing.org and on CDSL's website i.e. www.evotingindia.com and simultaneously be communicated to the Stock Exchanges.
19. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 29, 2022.
20. Voting through Electronic means.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on 09:00 A.M September 26th, 2022 and ends on 28th September, 2022 till 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2022 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.

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.

Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

(iv) Login method for Remote e-Voting 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.

- (v) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) **Click on the EVSN of Active Clothing Co limited, which is 220830034**
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csc@activesourcing.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – **Please** update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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 at toll free no. 1800 22 55 33

20. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO: 2

In accordance with Section 102 of the Companies Act, 2013, the Explanatory Statement setting out all the material facts concerning each item of Special Business is produced hereunder:-

The Board of Directors of the Company (“the Board”) at its meeting held on August 30th 2022 have, subject to approval of members, reappointed Mr. Rajesh Kumar Mehra(DIN:00026176) as the Managing Director, for a further period of 5 (five) years from the expiry of his present term on 26th November,2022 and effective from 27th November,2022 till 26th November, 2027, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee held on August 30th 2022 . It is proposed to seek members’ approval for the re-appointment of and remuneration payable to Mr. Rajesh Kumar Mehra as Managing Director of the Company, in terms of the applicable provisions of the Act.

The Company has not committed any default in repayment of any of its debt (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year. Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Rajesh Kumar Mehra is as under:

Period of Appointment: From 27th November, 2022 to 26th November, 2027.

Remuneration:

- (a) By way of professional fees Rs. 3,00,000/- p.m maximum.
- (b) The provision for use of Company's car with driver is for official use
- (c) Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.

Minimum Professional fee: Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Rajesh Kumar Mehra, if the Company has no profits or its profits are in-adequate, the Company will pay the above professional fee for a period of 3 years.

Entrusted Duties: Subject to the supervision and control of the Board of Directors of the Company, the Managing Director shall look after the day to day affairs and overall operations of the Company and shall carry out such other duties as may be entrusted to him by the Board of Directors from time to time.

Confidentiality: Mr. Rajesh Kumar Mehra will perform his duties truly and faithfully and comply with the directives given to him from time to time by the Board, and further not to disclose to any person, firm or Company any confidential information.

Not Liable to Retire by Rotation: During his tenure as Managing Director of the Company, the office of Mr. Rajesh Kumar Mehra shall not be reckoned for the purpose of arriving Directors liable to retire by rotation.

Sitting Fees: As long as Mr. Rajesh Kumar Mehra functions as Managing Director, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof. Reimbursement of Expenses, Costs etc.:

Termination: Either party shall have liberty to terminate the aforesaid appointment, by giving six months notice in writing to the other. Mr. Rajesh Kumar Mehra satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Rajesh Kumar Mehra and his wife Mrs. Renu Mehra (Non – executive director) is interested in the resolution set out at Item No. 3 of the Notice. The relatives of Mr. Rajesh Kumar Mehra may be deemed to be interested in the resolution set out at Item No.3 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the special resolution set out at Item No. 2 of the Notice for approval by the members.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:

General Information:

1.	Nature of Industry	Wearing apparels
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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	31.03.2021	31.03.2022
		Total revenue	734458498.20	1154382428.51
		EBIDTA	107379144.85	96626438.18
		Net profit before Tax	744404.17	7109397.20
		Net Profit after tax	550859.17	5199598.20
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

Remuneration profile with respect to industry, size of the Company, profile of the person and position: Mr. Rajesh Kumar Mehra is D Tech (Textile Technology specializing in weaving technology) fro Institute of textile Technology 1981 batch . Has gained sufficient experience all these years working with Multi National Brands . People with his experience in Industry have yearly emoluments in 8 figures and with his experience the Company can go a long way in building this Company creating high net worth for the stake holders.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any : The Director is a promoter investor of the Company and is husband of Mrs. Renu Mehra , Non Executive director.

OTHER INFORMATION:

Reason for inadequacy of profits, steps taken for improvement and expected increased in productivity: The Company is an MSME, Medium sized Company. The scale of operations is medium sized and is not enough to sustain required profitability. However the revenue and turnover of the Company is growing at a steady rate. Other reasons for low profitability are higher cost towards increasing raw material prices, other direct costs and depleted margins due to intensified global competition. Effective steps are taken to improve the performance of the Company by reducing cost of production and other direct cost and by strengthening existing manufacturing facilities and by ensuring increase in turnover effectively. This would help the Company to achieve better economies of scale, larger volume and improved profitability.

Steps taken or proposed to be taken for improvement: The Company is working on expansion and diversification, digitization of operations and processes, cost optimization, sales maximization focusing on overseas markets and exports. The Company is also aiming for value-added product offerings, capacity expansion of captive plant, reduction in cost of manufacturing and diversification in new high value chemical products.

Disclosures:

The following disclosures as may be applicable has been mentioned in the financial statements:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors – Extract of Annual Return MGT 9
- (ii) details of fixed component and performance linked incentives along with the performance criteria – Annexure attached to annual report
- (iii) service contracts, notice period, severance fees – NA
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – N.A

ITEM NO: 3

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and taking into account the need for providing advice, guidance and mentorship to the Company's management, approved at its meeting held on August 30th 2022 have, subject to approval of members, reappointed Mrs. Renu Mehra(DIN: 02033471) as the Non-Executive Director, , on terms and conditions including professional fee as recommended by the Nomination and Remuneration Committee and approved by the Board. It is proposed to seek members' approval for the re-appointment of and Professional fee payable to Mrs. Renu Mehra ,Non- Executive Director of the Company, in terms of the applicable provisions of the Act. Pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors Meeting held on 30th August, 2022.

The Company has not committed any default in repayment of any of its debt (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year. Broad particulars of the terms of re-appointment of and Professional fee payable to Mrs. Renu Mehra is as under:

Professional fee: Rs. 3,00,000 per month totaling to Rs. 36,00,000 per annum.

Mrs. Renu mehra and her husband Mr. Rajesh Kumar Mehra (Managing director) is interested in the resolution set out at Item No: 3 of the Notice. The relatives of Mrs. Renu Mehra may be deemed to be interested in the resolution set out at Item No.3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

ITEM NO: 4

The Board recommends the special resolution set out at Item No: 4 of the Notice for approval by the members.

STATEMENTS AS PER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:

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	31.03.2021	31.03.2022
		Total revenue	734458498.20	1154382428.51
		EBIDTA	107379144.85	96626438.18

		Net profit before Tax	744404.17	7109397.20
		Net Profit after tax	550859.17	5199598.20
4.	Foreign Investment or collaborations, if any	Not applicable		

Information about the Non Executive Director.

1.	Background	Has been on Board since 2002.
2.	Past Remuneration	Rs. 1,00,000/ P.M upto the time Company turned Public Limited
3.	Job Profile and his suitability	Professional
5.	Remuneration proposed	Rs. 12,00,000 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

Remuneration profile with respect to industry, size of the Company, profile of the person and position: Mrs. Renu Mehra is a graduate of 1988 .She has been with the Company since inception and has guided the Company to reach at such levels. Her experience cannot be valued in monetary terms with the kind of professional services being given by her over these years and people employed in the line with this experience earn much better in industry.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any : The Director is a promoter investor of the Company and is wife of Mr. Rajesh Kumar Mehra , Managing director.

Other Information:

Reason for inadequacy of profits, steps taken for improvement and expected increased in productivity: The Company is an MSME, Medium sized Company. The scale of operations is medium sized and is not enough to sustain required profitability. However the revenue and turnover of the Company is growing at a steady rate. Other reasons for low profitability are higher cost towards increasing raw material prices, other direct costs and depleted margins due to intensified global competition. Effective steps are taken to improve the performance of the Company by reducing cost of production and other direct cost and by strengthening existing manufacturing facilities and by ensuring increase in turnover effectively. This would help the Company to achieve better economies of scale, larger volume and improved profitability.

Steps taken or proposed to be taken for improvement. The Company is working on expansion and diversification, digitization of operations and processes, cost optimization, sales maximization focusing on overseas markets and exports. The Company is also aiming for value-added product offerings, capacity expansion of captive plant, reduction in cost of manufacturing and diversification in new high value chemical products.

Disclosures

The following disclosures as may be applicable has been mentioned in the financial statements:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors – Extract of Annual Return MGT 9
- (ii) details of fixed component and performance linked incentives along with the performance criteria –

Annexure attached to annual report

(iii) service contracts, notice period, severance fees – NA

(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – N.A

ITEM NO: 5

All the related party transaction(s) specified under Section 188(1), the value/consideration of which is in respective limits prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rule, 2014, has to be approved by the members in the General Meeting. Whereas the third proviso to section 188(1) also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. Further in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions. The Company in its ordinary course of business enters into various Agreement(s)/ Contract(s)/ Transaction(s), for purchase and sale of goods, rendering/availing of services and reimbursement of expenses on arm's length basis. All the aforesaid transactions are entered pursuant to prior approval of Audit Committee. Taking into account the statutory provisions, the Board of Directors intends to seek prior approval of members for the transactions to be entered by the Company and detail is in the table below:

Sr No:	Particulars	Detail
1.	Name of Related Party	Mrs. Kalika Mehra
2.	Name of Director who is related	Mr. Rajesh Kumar Mehra, Managing Director is father and Mrs. Renu Mehra, Non-Executive Director is mother of Mrs. Kalika Mehra.
2.	Nature of Relationship	Director's Relative
3.	Nature, duration of Contract	Availing or rendering any services for 5 years
4.	Value of Transaction	Rs.30.00 Lac per annum
5.	Advance paid or received	Nil
6.		

In view of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution. The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Hence, the Audit Committee / Board recommends the resolution set out in the Item as an Ordinary resolution.

Place: Mohali

Date: 30th August, 2022

Order of the Board

Sd/-

**(Rajesh Kumar Mehra)
Managing Director**

REGULATION 36(3) OF LODR, 2015

Name	Renu Mehra
Father Name	Baldev Krishan
Designation	Non- Executive Director and Non-Executive Chairman
Nature of expertise	28 years' experience
Relationship with director	Wife of Mr.Rajesh Kumar Mehra, Managing Director
Directorship in other listed Entities	NIL
Shareholding	29.7%
Term of Employment	Five years
Original date of appointment	27/02/2002
Date of change in designation	27/11/2017
No of Board Meeting attended during the year	5
Directorships in other Listed Companies as on 31st March, 2022:	Nil

Place: Mohali
Date: 30th August, 2022

By Order of the Board

Sd/-
(Rajesh Kumar Mehra)
Managing Director

Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

Folio No./ DP ID & Client ID: _____

No. of Shares held: _____

I certify that I am a registered Share holder / Proxy for the registered Share holder of the Active Clothing Co Limited, I hereby record my presence at the 20th Annual General Meeting of the Company being held on Thursday, 29th day of September, 2022 at 11:00 A.M. at Plot No. E-225, Phase-VIII B, Industrial Area, Focal Point, Mohali 160055

I Member's/Proxy's name in Block Letters

(Member's/Proxy's Signature)

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 20th Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the Meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

**Form No. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L51311PB2002PLC033422

Name of the company: Active Clothing Co Limited.

Registered office: Plot No. E-225, Phase-VIII B, Industrial Area, Focal Point, Mohali 160055

Name of Shareholder: _____

Registered Address: _____

Email ID : _____

Folio/No. /DPID & Client ID: _____

I/We, being the member(s) of shares of the above named company, hereby appoint

- 1) _____ of _____ having e-mail id _____
_____ or failing him.
- 2) _____ of _____ having e-mail id _____
_____ or failing him.
- 3) _____ of _____ having e-mail id _____

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on the Thursday, 29th day of September, 2022 at 11:00 A.M. at Plot No. E-225, Phase-VIII B, Industrial Area, Focal Point, Mohali 160055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description	For	Against
	ORDINARY BUSINESS:		
1.	THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND THE AUDITORS THEREON.		
	SPECIAL BUSINESS:		
2.	TO RE-APPOINT MR. RAJESH KUMAR MEHRA (DIN: 00026176) AS MANAGING DIRECTOR.		
3.	TO RE-APPOINT MRS. RENU MEHRA (DIN 02033471) AS NON-EXECUTIVE DIRECTOR		
4.	APPROVAL OF PROFESSIONAL FEE TO MRS. RENU MEHRA (DIN: 02033471), NON- EXECUTIVE DIRECTOR OF THE COMPANY INCASE OF INADEQUATE PROFITS:		
5.	APPROVAL FOR RELATED PARTY TRANSACTIONS		

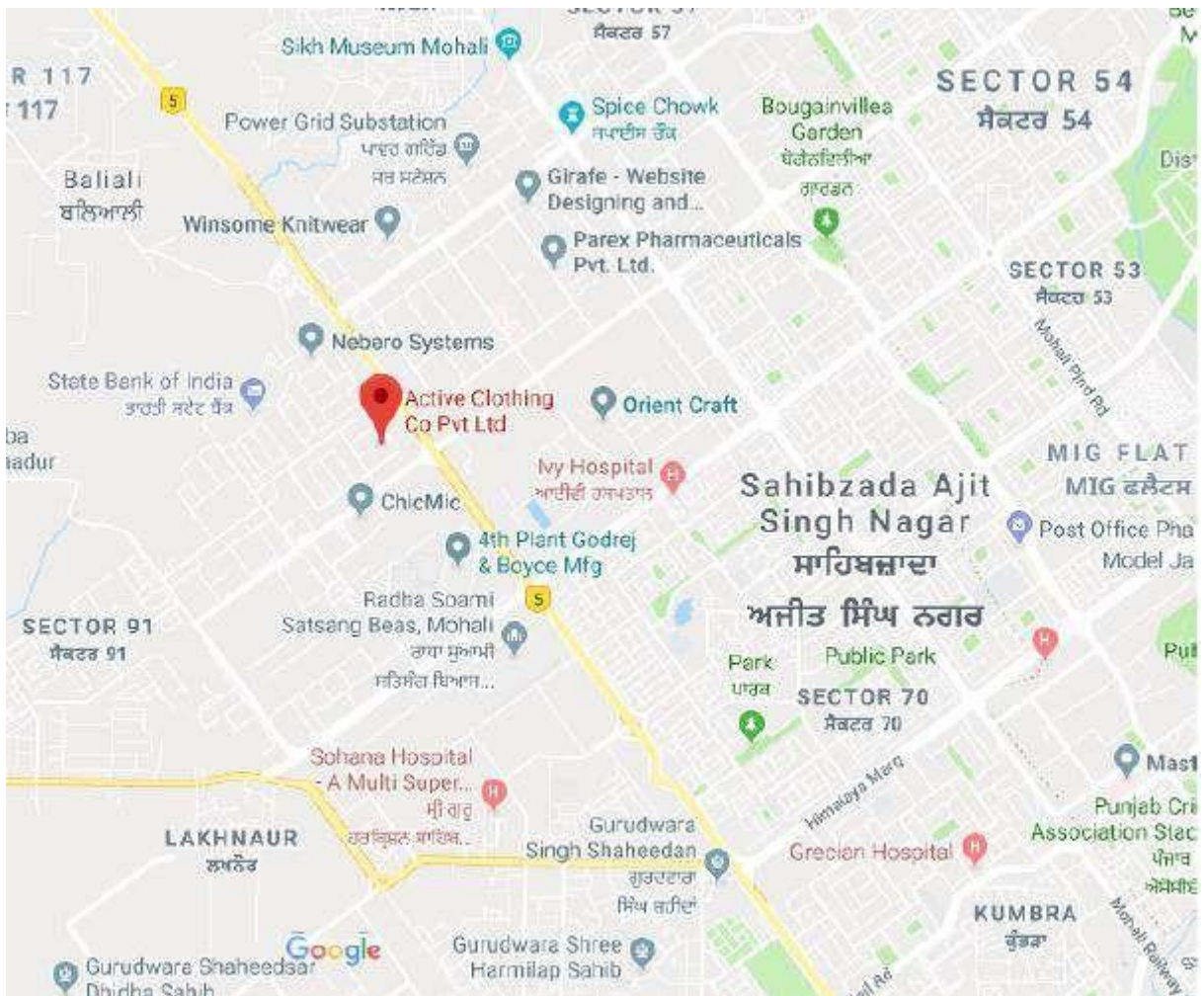
Affix
Revenue
Stamp

Signature

Notes:

1. This Form of the proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
4. If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
5. In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
6. This is optional please put a tick mark () in appropriate column against the resolution indicated above. In Case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

ROUTE MAP TO THE VENUE OF 19TH ANNUAL GENERAL MEETING



VENUE: PLOT NO. E-225, PHASE-VIII B, INDUSTRIAL AREA, FOCAL POINT, MOHALI 160055

DATE: 29.09.2022

TIME: 11:00 A.M