

Active Clothing Co Limited

20th Annual General Meeting (AGM) Voting Results

| | |
|---|--------------------|
| Date of the Annual General meeting | September 29, 2022 |
| Total Number of shareholders on record date | 334 |
| No. of Shareholders present in the meeting either in person or through proxy: | |
| Promoter and Promoter's Group: | 4 |
| Public: | 13 |
| No of shareholders present in the meeting through video Conferencing: | |
| Promoter and Promoter's Group: | None |
| Public: | None |

RESOLUTION NO: 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON MARCH 31ST, 2022 AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | To receive, consider and adopt the Audited Balancesheet of the Company on standalone basis, for financial year ended 31st March, 2022 including audited Balancesheet as on 31st March,2022 and statement of Profit & loss and cash Flow Statement for the year ended on the date together with the reports of the Directors and Auditor thereon | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 11414015 | 6796315 | 59.5436 | 6796315 | 0 | 100 | 0 |
| | Poll | | 4617700 | 40.4564 | 4617700 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11414015 | 11414015 | 100 | 11414015 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 4098200 | 1790008 | 43.6779 | 1790008 | 0 | 100 | 0 |
| | Poll | | 364000 | 8.8819 | 364000 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 4098200 | 2154008 | 52.5599 | 2154008 | 0 | 100 | 0 |
| Total | | 15512215 | 13568023 | 87.4667 | 13568023 | 0 | 100 | 0 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

TO RE-APPOINT MR RAJESH KUMAR MEHRA (DIN: 00026176) AS MANAGING DIRECTOR

[illegible]

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

[illegible]

RESOLUTION NO: 5**APPROVAL FOR RELATED PARTY TRANSACTIONS**

| Resolution(5) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | Approval of Related Party Transactions | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 11414015 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11414015 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 4098200 | 1790008 | 43.6779 | 1790008 | 0 | 100 | 0 |
| | Poll | | 364000 | 8.8819 | 364000 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 4098200 | 2154008 | 52.5599 | 2154008 | 0 | 100 | 0 |
| Total | | 15512215 | 2154008 | 13.8859 | 2154008 | 0 | 100 | 0 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Invalid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------|-----------------|-------------------------|-------------------------------------|---------------|-------------------------|-------------------------------------|---------------------|-------------------------|-------------------------------------|
| | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast |
| | 3 | 6796315 | 100 | 0 | 0 | 0 | 6796315 | 100 | 0 |
| Total | | | | | | | | | |

For Active Clothing Co Limited*For Active Clothing Co. Limited**Rajesh Mehra***Rajesh Kumar Mehra**
(Managing Director)**DIN: 00026176**



SETHI POONAM & ASSOCIATES

CS POONAM SETHI

B.COM, MFC, MA ECONOMICS, ACS

COMPANY SECRETARIES

SECRETARIAL AND CORPORATE ADVISORY SERVICES

FORM NO. MGT.13

Consolidated Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Active Clothing Co Limited.
E-225, Phase-VIIB, Industrial Area, Focal Point,
Mohali.

Consolidated Scrutinizer Report on Remote E-voting carried out during 26th September, 2022(9:00 A.M.) to 28th September,2022 (5:00 P.M.) and Poll conducted at the 20th Annual General Meeting of the Equity Shareholders of the Company, held on 29th September, 2022 at 11: 00 AM, at E-225, Phase-VIIB, Industrial Area, Focal Point, Mohali

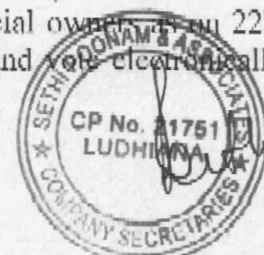
Dear Sir,

I Poonam Sethi, Proprietor of Sethi Poonam & Associates, A Company Secretaries Firm having Registered Office: 63, Rose Enclave, Civil Lines, Ludhiana have been appointed as the Scrutinizer(s) by the board of Directors of Active Clothing Co Limited ("the Company") for the purpose of scrutinizing the process of voting through e-voting held on during 26th September, 2022(9:00 A.M.) to 28th September,2022 (5:00 P.M.) and the chairperson of the 20th Annual General Meeting has appointed me as the scrutinizer for the poll conducted at 20th AGM of the Company on the 29th September, 2022, in a fair and transparent manner and ascertaining the requisite majority for the said voting as per provisions of the companies Act, 2013.

The Notice dated August 30, 2022 along with statement setting out material facts under Section 102 of the Act in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company has been duly sent to the members.

We submit our report as under:

1. The Company engaged the services of Central Depository Services India Ltd. (CDSL) to offer the remote E-voting Facility to the shareholder's. The remote E-voting facility was offered and Kept open by the company to its shareholders for the period commencing on 26th September, 2022(9:00 A.M.) to 28th September, 2022 (5:00 P.M.) the shareholders whose names appeared in the register of members/list of Beneficial owners on 22nd September 2022 (the Cut-off Date) were allowed to participate and vote electronically during the aforesaid period of remote e-voting.



ADDRESS: 63, ROSE ENCLAVE, CIVIL LINES, LUDHIANA

CONTACT NO: 9815688699, 6284917397

EMAIL ID: sponam@rediffmail.com



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The compliance with the provisions of the companies Act, 2013 and the rules made there Under relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 20th AGM of the Company is the responsibility of the management of the Company. My responsibility as the scrutinizer is to ensure the voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render Consolidated Scrutinizer's report of the votes cast in favour or against if any, to the chairperson on the resolutions, based on reports generated from the electronic voting system and report generated for voting by use of ballots at the meeting.

2. I have rendered Scrutinizer's Report separately on the remote E-voting and by using ballots at the meeting and I hereby Submit Consolidated Scrutinizer's Report pursuant to Rule 20(4) (XII) of the Companies 9 Management and Administration) Amendment Rulea, 2015 on the Resolutions contained in the notice of the aforesaid Annual General Meeting.

3. The result of voting is as under:

ORDINARY BUSINESS

Resolution No.1 Ordinary Resolution

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31ST, 2022 AND REPORTS OF AUDITORS AND BOARD OF DIRECTORS THEREON

| Valid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------------|-----------------|-------------------------|-----------------------------------|---------------|-------------------------|-----------------------------------|---------------------|-------------------------|-----------------------------------|
| | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast |
| Vote cast in Favour | 24 | 8586323 | 100 | 5 | 4981700 | 100 | 29 | 13568023 | 100 |
| Vote Cast against | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 24 | 8586323 | 100 | 5 | 4981700 | 100 | 29 | 13568023 | 100 |



ADDRESS: 63, ROSE ENCLAVE, CIVIL LINES, LUDHIANA

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| Invalid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------|-----------------|-------------------------|-----------------------------------|---------------|-------------------------|-----------------------------------|---------------------|-------------------------|-----------------------------------|
| | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | | | | | | | | | |

SPECIAL BUSINESS

Resolution No.2 Special Resolution

To Re-appoint Mr Rajesh Kumar Mehra (DIN: 00026176) as Managing Director

| Valid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------------|-----------------|-------------------------|-----------------------------------|---------------|-------------------------|-----------------------------------|---------------------|-------------------------|-----------------------------------|
| | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast |
| Vote cast in Favour | 21 | 1790008 | 100 | 4 | 364000 | 100 | 25 | 2154008 | 100 |
| Vote Cast against | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 21 | 1790008 | 100 | 4 | 364000 | 100 | 25 | 2154008 | 100 |

| Invalid votes | Remote E voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------|-----------------|-------------------------|-------------------------------------|---------------|-------------------------|-------------------------------------|---------------------|-------------------------|-------------------------------------|
| | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast |
| | 3 | 6796315 | 100 | 0 | 0 | 0 | 6796315 | 100 | 0 |
| Total | | | | | | | | | |



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Resolution No.3 Special Resolution

To Re-appoint Mrs. Renu Mehra (DIN: 02033471) as Non-Executive Director

| Valid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------------|-----------------|-------------------------|-----------------------------------|---------------|-------------------------|-----------------------------------|---------------------|-------------------------|-----------------------------------|
| | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast |
| Vote cast in Favour | 21 | 1790008 | 100 | 4 | 364000 | 100 | 25 | 2154008 | 100 |
| Vote Cast against | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 21 | 1790008 | 100 | 4 | 364000 | 100 | 25 | 2154008 | 100 |

| Invalid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------|-----------------|-------------------------|-------------------------------------|---------------|-------------------------|-------------------------------------|---------------------|-------------------------|-------------------------------------|
| | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast |
| | 3 | 6796315 | 100 | 0 | 0 | 0 | 6796315 | 100 | 0 |
| Total | | | | | | | | | |

Resolution No.4 Special Resolution

Approval of Professional fee to Mrs. Renu Mehra (DIN: 02033471), Non-Executive Director of the Company in case of inadequate Profits.

| Valid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------------|-----------------|-------------------------|-----------------------------------|---------------|-------------------------|-----------------------------------|---------------------|-------------------------|-----------------------------------|
| | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast |
| Vote cast in Favour | 21 | 1790008 | 100 | 4 | 364000 | 100 | 25 | 2154008 | 100 |
| Vote Cast against | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 21 | 1790008 | 100 | 4 | 364000 | 100 | 25 | 2154008 | 100 |



ADDRESS: 63, ROSE ENCLAVE, CIVIL LINES, LUDHIANA

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SECRETARIAL AND CORPORATE ADVISORY SERVICES

| Invalid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------|-----------------|-------------------------|-------------------------------------|---------------|-------------------------|-------------------------------------|---------------------|-------------------------|-------------------------------------|
| | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast |
| | 3 | 6796315 | 100 | 0 | 0 | 0 | 6796315 | 100 | 0 |
| Total | | | | | | | | | |

Resolution No.5 Ordinary Resolution

APPROVAL FOR RELATED PARTY TRANSACTIONS

| Valid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------------|-----------------|-------------------------|-----------------------------------|---------------|-------------------------|-----------------------------------|---------------------|-------------------------|-----------------------------------|
| | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast | No of members | No of vote cast by them | % of total no. of valid vote cast |
| Vote cast in Favour | 21 | 1790008 | 100 | 4 | 364000 | 100 | 25 | 2154008 | 100 |
| Vote Cast against | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 21 | 1790008 | 100 | 4 | 364000 | 100 | 25 | 2154008 | 100 |

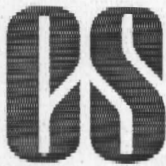
| Invalid votes | Remote E-voting | | | Voting at AGM | | | Consolidated Result | | |
|---------------|-----------------|-------------------------|-------------------------------------|---------------|-------------------------|-------------------------------------|---------------------|-------------------------|-------------------------------------|
| | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast | No of members | No of vote cast by them | % of total no. of invalid vote cast |
| | 3 | 6796315 | 100 | 0 | 0 | 0 | 6796315 | 100 | 0 |
| Total | | | | | | | | | |



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The percentage of total votes (Remote E-voting / Ballot process) cast by the members of the Company were in favour. There was no vote cast against. Therefore all resolutions were passed on with requisite majority. The Chairman of the meeting may declare result accordingly.


The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Dhruv Kumar and Mr. Bharti who are not in the employment of the company and after the conclusion of the voting at the Annual General Meeting, the votes cast through polling papers there under were counted.

All the relevant records of voting will remain in our safe custody until the chairperson considers, approves and signs the minutes of the 20th Annual General meeting and the same shall be handed over to the chairperson/company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For SETHI POONAM & Associates


Poornam Sethi
Scrutinizer

CP No: 21751

UDIN No: A033856D001100845

PR No: 2340/2022

Place: Ludhiana

Date: 30.09.2022