



Active Clothing Co. Limited

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 & the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given to the members of Active Clothing Co Limited('the Company') pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force and further pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the resolution set out below is proposed to be passed as Special Resolution by way of Postal Ballot.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed hereto along with the Postal Ballot Form ("the Form") for your consideration and approval.

The Board of Directors of the Company have appointed Ms. Poonam Sethi, (Membership No. ACS: 33856, COP: 21751, Proprietor, Sethi Poonam & Association, Practicing Company Secretaries, having its office at 63, Rose Enclave, Civil Lines, Ludhiana), as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read and follow the instructions printed on the form and record your assent (for) or dissent (against) therein by filling the necessary details and by signing on the designated place in the form and return the same in original, duly completed, so as to reach the Scrutinizer on or before the working hours (i.e. up to 5:00 p.m.) by June 04, 2022. Your assent / dissent received after 5.00 p.m. on June 04, 2022 would be strictly treated as if a reply has not been received.

The Scrutinizer shall submit a report of voting through ballot voting of the total votes cast in favour or against to the Chairman or person authorized by the Chairman. The results of voting by Postal Ballot will be disseminated on the website of Company/ BSE by 06th June, 2022.

The results along with the scrutinizer's report will be displayed on the Company's website [viz. www.activesourcing.org](http://www.activesourcing.org) and will be communicated to BSE Limited where Equity Shares of the Company are listed.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot:

CIN NO: L51311PB2002PLC033422

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



Active Clothing Co. Limited

MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD OF BSE.

Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, **if** any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with BSE Limited applicable to SME and subject to the applicable Laws and by-laws and rules and regulations of BSE Limited and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of 15512215 number of Equity Shares of the Company having a face value of Rs.10/- per Equity Share(which are currently listed on SME platform of BSE) to the main Board of BSE Limited and upon Migration the said Equity Shares shall get listed and traded on the Main Board of BSE, from the date of Migration/getting listed and admitted to deal on BSE Main Board.

RESOLVED FURTHER THAT any Director of the Company, be and hereby jointly/severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of the Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company and to fulfil all such legal formalities in the connection and to form any committee if it thinks and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution."

By order of the Board of Directors
For Active Clothing Co. Limited

Sd/-

Rajesh Mehra
Managing Director
DIN: 00026176

Place: Mohali
Date: 29.04.2022

CIN NO: L51311PB2002PLC033422

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business as set out in the Notice is annexed hereto,
2. The Board of Directors of the company at its meeting held on 29th April, 2022 has appointed M/s Sethi Poonam & Associates, Practicing Company Secretary (Membership No: ACS-33856 & COP NO: 21751) as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.
3. The postal ballot notice is being sent to all the members whose names appear in the register of members and list of beneficial owners, received from the National Securities Depository Limited (NSDL) & the Central Depository Services (India) Limited (CDR) as on Friday, April 29, 2022.
4. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Envelope. Members who have received Postal Ballot Notice by email and wish to receive Physical copies of Postal Ballot Notice may write to Active Clothing Co Limited, Plot No: E-225, Phase-8B, Focal Point, Mohali-160059, Punjab, India or send an e-mail to csco@activesourcing.org and rmehra@activesourcing.org for printed Form or a duplicate one. The company shall forward the same along with postage prepaid self-addressed Envelope to the member.
5. Members cannot exercise their vote by proxy on Postal Ballot,
6. Only a Member holding Shares as on the cut-off date is entitled to exercise his vote through voting physical Ballot and send it directly to the Scrutinizer at his address.
7. In case of Shares held by Companies, Trust etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified by Authorised Signatory (ies).
8. Members can cast their vote from May 06, 2022 (9:00 am onwards) till June 04, 2022 (up to 5:00 pm). No voting shall be allowed beyond 5:00 p.m. on June 04, 2022.
9. Documents related to the above-mentioned Special Resolution are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) between 2:00 pm to 5:00 pm till June 04, 2022

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10. The Board of Directors has appointed Mrs. Avneet kaur Bedi Company Secretary & Compliance Officer as the person responsible for the entire postal ballot process. The Scrutinizer shall within a period of 2 days from the last date of receipt of Postal Ballot Forms make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company, The resolution will be deemed to be passed on the date of declaration of result subject to receipt of the requisite number of votes in favor of the resolution. The result declared along with the Scrutinizer's Report will be available on Company's website: www.activesourcing.org and shall also be communicated to BSE Limited.

11. GREEN INTIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual reports, notices, circulars to shareholders at their e-mail address previously registered with the depository participants (DPs)/company registrars and share transfer agents. Shareholders who have not registered their email addresses so far are requested to register their e-mail addresses to help us in the endeavor to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar.

By order of the Board of Directors
For Active Clothing Co. Limited

Sd/-
Rajesh Mehra
Managing Director
DIN: 00026176

Place: Mohali
Date: 29.04.2022

CIN NO: L51311PB2002PLC033422

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Explanatory Statement Pursuant To Section 102 And Regulation 36 (5) Of The Sebi (Listing Obligations And Disclosure Requirements) Regulations, 2015

As stated in SEBI (ICDR) Regulation, 2018 there is an option to migrate from BSE SME Platform to BSE Main Board. Further, the Company's Operations have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors at its meeting held on 29.04.2022 has accordingly decided to migrate from BSE SME Platform to BSE Main Board. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of enhanced liquidity, larger participation, visibility etc., will accrue to the Members of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

In terms of present rules/regulations, the Equity Shares which are presently listed & traded on SME Platform of BSE can be migrated to Main Board of BSE after an initial period of 2 years from the date of listing. Your Company is well poised to migrate on the Main Board of BSE as the Company has been listed and traded on the BSE SME Platform (Listed on March 26, 2018) for more than two years with present listed paid up capital of more than Rs. 10 crores and hence eligible to migrate to the Main Board of BSE as per the guidelines specified by SEBI under Chapter IX of SEBI ICDR Regulations, 2018 and as per the criteria laid down by BSE for Migration. The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoters against the proposal.

The members are, therefore, requested to accord their approval for Migration of Company's 1,55,12,215 Equity Shares from SME Platform of BSE Limited to Main Board of BSE as set out in the resolution.

The Company would approach BSE with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including Public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of BSE and hence management recommends the passing of said resolution and seeks your approval

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

By order of the Board of Directors
For Active Clothing Co. Limited

Sd/-

Rajesh Mehra
Managing Director
DIN: 00026176

Place: Mohali
Date: 29.04.2022

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POSTAL BALLOT FORM

| Sr. No. | Particulars | Details | | |
|--|--|----------------------------|--------------------------------|-------------------------------------|
| 1. | DP ID /Client ID No | | | |
| 2. | Name of the first named Shareholder (in blocked letters) | | | |
| 3. | Postal Address | | | |
| 4. | Name(s) of the Joint Holder(s), if any | | | |
| 5. | Class of Shares | Equity Shares | | |
| I / We, hereby exercise my / our vote in respect of the following Special Resolution proposed for passing through Postal Ballot via Postal Ballot Notice dated 29.04.2022 of Active Clothing Co Limited(the "Company") by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (.1) at the appropriate column below: | | | | |
| Sr. No. | Description of the Resolution | No. of Shares Held | Assent to the Resolution (FOR) | Dissent to the Resolution (AGAINST) |
| 1 | Special Resolution for Migration of Listing/ trading of Equity Shares of the Company from BSE SME platform to Main Board of BSE (BSE-Capital Segment). | | | |
| Place : | | _____ | | |
| Date : | | (Signature of Shareholder) | | |
| Note: | | | | |
| 1. Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote. | | | | |
| 2. Last date for receipt of Postal Ballot Form by the Scrutinizer: June 04th, 2022 (up to 5:00 P.m.). | | | | |

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Instructions:

1. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer or Company. Envelopes containing Postal Ballot Form deposited in person or sent by Courier or any other mode at the expenses of the Member will be accepted. No other Form or Photocopy of the Postal Ballot will be permitted.
2. This Form should be completed and signed by the Member (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited). in case Shares are jointly held, this form should be completed and signed by the first named Member and in his / her absence by the next named Shareholder.
3. The consent must be accorded by placing a tick (V) in the appropriate column.
4. The Company has appointed Ms, Poonam Sethi, Proprietor, (Membership No, ACS: 33856, COP: 21751), Proprietor, Sethi pponam & Associates., Practicing Company Secretaries, having its office at 63, Rose Enclave, Civil lines, Ludhiana, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
5. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on June 04th, 2022. Postal Ballot Forms received after the said date will be treated as if the reply from such Member(s) has not been received and shall not be counted for the purposes of passing of Special Resolution.
6. In case of Shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with the specimen signature(s) of the duly authorized signatories. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of the Shareholder of the Company must be accompanied by the requisite certified true copy of Power of Attorney, If the same is already registered with the Company, please quote the Registration No. beneath the signature. However, proxy cannot sign the Postai Ballot Form on behalf of the Shareholder.
7. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed and signed should reach the scrutinizer not later than the date and time specified at Instruction No. 5 above.
8. Unsigned Postal Ballot Form will be rejected. Incomplete, improperly or incorrectly ticked (i) Postal Ballot Form will be liable to be rejected. Postal Ballot Form bearing tick (V) marks in both the columns i.e. in assent and in dissent will render the Postal Ballot Form invalid.
9. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final and binding.
10. Voting rights shall be reckoned on the paid up value of the Shares registered in the name of the Member on cut- off date which is April 29, 2022.
11. Shareholders are requested not to send any other paper in the envelope as all such envelopes will reach to the Scrutinizer and any extraneous paper found in such envelope would be ignored by the Scrutinizer.

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12. There will be one postal ballot form for every folio / client ID, irrespective of joint holders.
13. A member need not put all his vote(s) nor does he need to vote all of them in the same way.
14. The results of voting by Postal Ballot will be announced and disseminated on the website of Company/ BSE by June 06th, 2022.
15. Votes will be considered invalid on the following grounds:
 - a. if the Member's signature does not tally;
 - b. if the Member has marked both in favour and against;
 - c. if the ballot paper received is torn or defaced or mutilated to an extent that is difficult for scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature couldn't be checked or on one or more of the above grounds;
 - d. on such grounds which in the opinion of the scrutinizer make the vote invalid.

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