



Active Clothing Co. Limited

Date: 24.08.2024

To,
BSE Limited
Listing Compliance
P J Towers, Dalal Street,
Mumbai - 400001, India
Dear Sir/Madam,

Ref.: ISIN - INE380Z01015

Sub: Intimation of 22nd Annual General Meeting and Book Closure.

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, 18th September, 2024 at 3:00 P.M. at Plot No. E-225, Phase-VIII B, Industrial Area, Focal Point, Mohali

Further, we have to inform you that pursuant to Section 91 of the Companies Act, 2013 and Clause 16 of the Listing Agreement with Stock Exchange, that the Register of Members and Share Transfer Books will remain closed from Wednesday, i.e. 11th September, 2024 to Tuesday i.e. 17th September, 2024 (both days inclusive) for the purpose of 22nd Annual General Meeting to be held on 18th September, 2024.

Thanking You,

Yours Faithfully,
For Active Clothing Co Ltd.

Rajesh Kumar Mehra
Digitally signed by
Rajesh Kumar Mehra
Date: 2024.08.24
12:54:31 +05'30'

Rajesh Kumar Mehra
(Managing Director)

CC to:

National Securities Depository Limited Trade World, 4th Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013.	Central Depository Services (India) Limited 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001.
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------

CIN: 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

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 22nd 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, 18th day of September, 2024 at 3:00 PM . 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 2024 including audited Balance Sheet as at 31st March, 2024 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.

“RESOLVED THAT Audited Financial Results of the Company on standalone basis, for financial year ended 31st March 2024 including audited Balance Sheet as at 31st March, 2024 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 be and are hereby received, considered approved and adopted.”

2. **TO APPOINT A DIRECTOR IN PLACE OF MRS. RENU MEHRA (DIN: 02033471), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:**

“RESOLVED THAT Mrs. Renu Mehra (DIN: 02033471), Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **TO INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Section 13 read with section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and in terms of applicable provisions of SEBI (LODR) Regulation 2015 (including any statutory modification or reenactments thereof for the time being in force), as provision of Article of Association, the consent of Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 160000000 (Rupees Sixteen crore) divided into 16000000 one Crore sixty lacs Only) Equity Shares of Rs.10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 25000000 (Two Crore fifty lacs) Equity Shares of Rs.10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company



be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 25000000 (Two Crore fifty lacs) Equity Shares of Rs.10 /-(Rupees Ten Only) each

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard to the aforesaid purpose and which may deem fit in the interest of company

4. TO APPROVE INCREASE OF BORROWING POWERS OF THE COMPANY UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

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

“RESOLVED that pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 and the Companies (Meeting of the Board and its Powers) Rules, 2014 and Rules Frame thereunder (“the act”) (Including any statutory modifications/amendment(s)/re-enactment(s) thereof, for the time being in force, the provisions contained in the Articles of association of the Company, the Consent of the members of the company be and is hereby accorded to borrow from time to time all such terms sums of money as they may deem requisite for the purpose of the business ventures or prospects) of the company, notwithstanding that moneys to borrowed together with the money already Borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the Ordinary course of business) may exceed the aggregate of paid up capital of the company ,free reserve and securities premium, provided, however the total amount so borrowed (other than temporary loans from the Company’s Bankers) and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rs.Five Hundred Crore only) plus paid up capital , free reserve and securities premium of the Company.

RESOLVED FURTHER THAT subject to the provisions of the act , the rules framed thereunder and other applicable laws (if any) the borrowing stated above may be secured or unsecured , and shall include but shall not be limited to , borrowing from any person(s) whether natural or artificial, by way of loans, Inter Corporate Deposits (ICD), Facilities from Banks , Commercial Papers (CP), Public Deposits, External Permitted to be issued by the Company under any law for the time being in force.

RESOLVED FURTHER THAT the Management Committee of the Board of Director or Managing Director be and is hereby severally authorized to sign and execute such documents deed, writing/papers/agreements as may be required , to settle any question, difficulty and doubt that raise in respect of aforesaid Borrowing to delegate all or any of the above powers to any Directors of the Company and generally to do all acts ,deeds, matters and things that may be deemed necessary , proper, Expedient or incidental, in its absolute discretion for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a true copy of Foregoing resolution certifying to be true by any of Directors be furnished to Concerned authority(ies)/persons/Bank(s) and they be requested to act accordingly.”

By Order of the Board

Sd/-

**(Rajesh Kumar Mehra)
Managing Director**

**Place: Mohali
Date: 24.08.2024**



Notes:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Item no. 3 and 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 Wednesday, September 11, 2024 to Tuesday September 17, 2024 (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 22nd Annual General Meeting and the Annual Report for 2023-24 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 with Bigshare Services Pvt. Ltd for facilitating Remote 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 <https://ivote.bigshareonline.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 18, 2024.
20. Voting through Electronic means.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on 09:00 A.M September 15th, 2024 and ends on 17th September, 2024 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 10th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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. BIGSHARE, 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 link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote 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



	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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.

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>.
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).



- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered email address)

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- **Click on the EVENT NO of Active Clothing Co limited.**
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page. Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'



- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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



In accordance with Section 102 of the Companies Act, 2013, the Explanatory Statement setting out all the material facts for Item No.3 of Special Business by ordinary Resolution and Item No.4 of Special Business by special Resolution produced hereunder:-

Item no: 3

TO INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY OF THE COMPANY

The Company proposes to infuse more capital into its business and hence it is desirable to increase the authorized capital. Hence your Directors propose to increase the Authorized Share Capital of the Company be and is hereby from existing Rs. 160000000 (Rupees Sixteen crore) divided into 16000000 one Crore sixty lacs Only) Equity Shares of Rs.10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 25000000 (Two Crore fifty lacs) Equity Shares of Rs.10/- each The Proposed increase in Authorized Capital requires approval of members in general meeting. Consequently, Clause V of the Memorandum of association would also require alteration so as to reflect the increase in share capital. The proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting

The above said amendments should be approved by the general meeting by way of Ordinary Resolution.

The draft copy of the Memorandum of Association is available for inspection at the registered office of the company on any working day during the business hours.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolution.

Item no: 4

APPROVAL FOR INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

Consent of the members of the company is required to borrow from time to time all such terms sums of money as they may deem requisite for the purpose of the business ventures or prospects) of the company, not withstanding that moneys to borrowed together with the money already Borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the Ordinary course of business) may exceed the aggregate of paid up capital of the company ,free reserve and securities premium, provided, however the total amount so borrowed (other than temporary loans from the Company's Bankers) and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rs.Five Hundred Crore only) plus paid up capital , free reserve and securities premium of the Company.

None of the Directors , Key Managerial Personal of the Company or their relative ate Interested or Concerned Financially or otherwise , in this Resolution except to the extent of their respective shareholding in the company , if any

The Board of Director is of the option that the aforesaid proposal is in the best interest of the company and hence the Board recommends passing of the special Resolution set out at Item No.4 for the approval of Members

**Place: Mohali
Date: 24.08.2024**

Order of the Board

Sd/-

**(Rajesh Kumar Mehra)
Managing Director**



**DETAIL OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT IN THE
FORTHCOMING ANNUAL GENERAL MEETING
REGULATION 36(3) OF LODR, 2015**

Name	Renu Mehra
Father Name	Baldev Krishan
DIN	02033471
Designation	Non- Executive Director
Nature of expertise	30 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
Date of previous appointment	27/11/2017
Date of Re-appointment	26/11/2022
No of Board Meeting attended during the year	5
Directorships in other Listed Companies as on 31st March, 2024:	Nil

Place: Mohali

Date: 24.08.2024

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 22nd Annual General Meeting of the Company being held on Wednesday, 18th day of September, 2024 at 3:00 P.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 22nd 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.

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 22nd Annual General Meeting of the Company, to be held on the Wednesday, 18th day of September, 2024 at 3:00 P.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.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND THE AUDITORS THEREON.		
2.	TO APPOINT A DIRECTOR IN PLACE OF MRS. RENU MEHRA (DIN: 02033471), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT		
	SPECIAL BUSINESS		
3.	TO INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY OF THE COMPANY		
4.	APPROVAL FOR INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013		

Affix
Revenue
Stamp

Signature

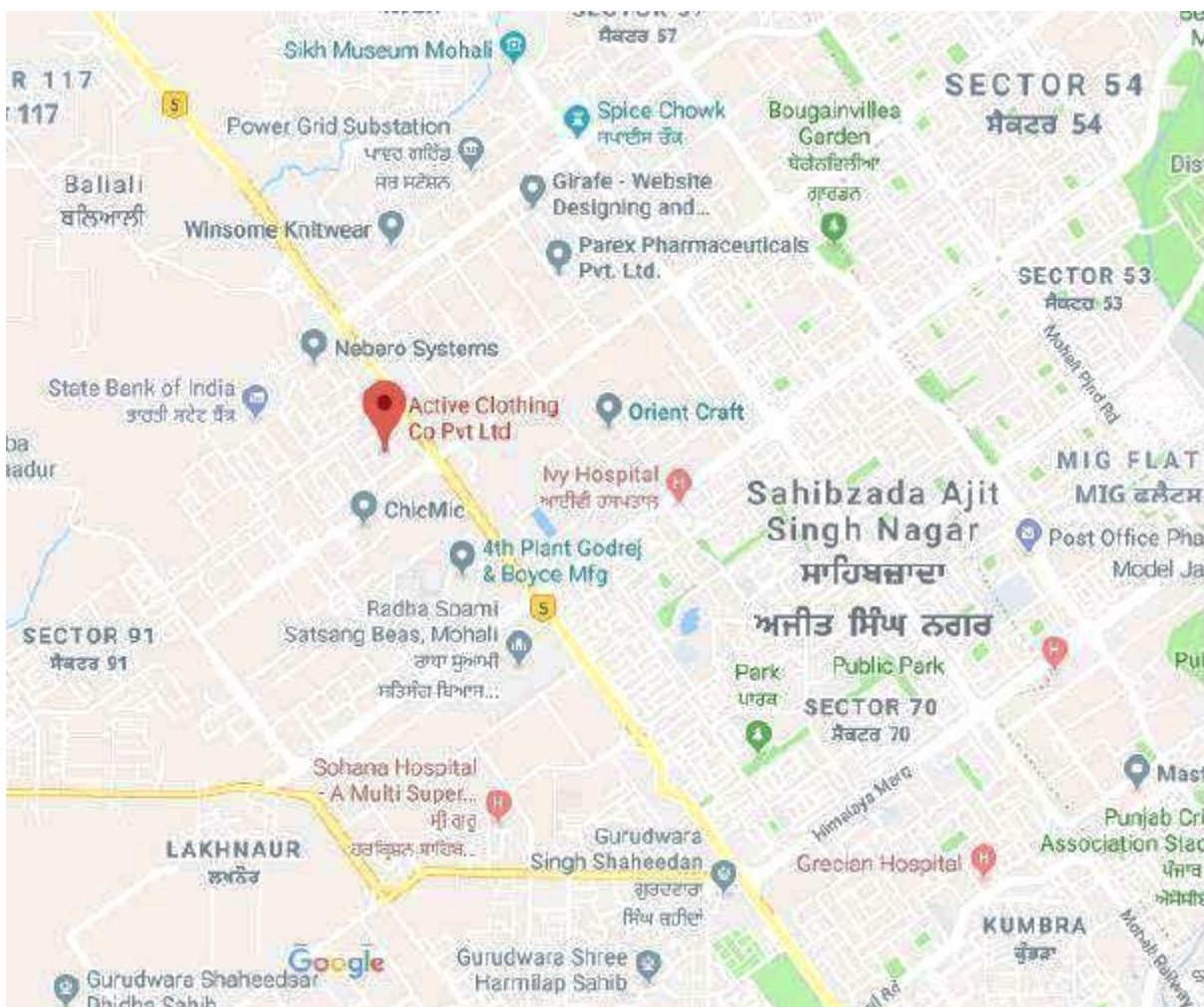


Notes:

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 22nd ANNUAL GENERAL MEETING



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

DATE: 18.09.2024

TIME: 3:00 P.M