



Active Clothing Co. Limited

To

Date: 25.04.2023

**BSE Limited
Listing Compliance
P J Towers, Dalal Street,
Mumbai - 400001, India**

Subject: Disclosure under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code 541144 (Active Clothing Co Limited)

Dear Sir,

Please find enclosed Annual Secretarial Compliance Report dated 25th April, 2023 for the year ended March 31, 2023, from Ms. Sethi Poonam & Associates, Practicing Company Secretaries.

This certificate has been issued in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you,
Your Sincerely,

For and behalf of Active Clothing Co Limited

Rajesh
Kumar Mehra

Digitally signed by
Rajesh Kumar Mehra
Date: 2023.04.25
13:02:14 +05'30'

**Rajesh Kumar Mehra
(Managing Director)**

DIN: 00026176

Add: H. No. 1062, Phase-5 (Part-1)

Mohali 160059 PB IN

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



SETHI POONAM & ASSOCIATES

CS POONAM SETHI

**B.COM, MFC, MA ECONOMICS, ACS
COMPANY SECRETARIES**

SECRETARIAL AND CORPORATE ADVISORY SERVICES

Annexure-A

**SECRETARIAL COMPLIANCE REPORT OF M/s ACTIVE CLOTHING CO LIMITED
FOR THE YEAR ENDED 31.03.2023**

I Poonam Sethi, have examined:

- (a) All the documents and records made available to us and explanation provided by M/s Active Clothing Co. Limited (CIN:, **L51311PB2002PLC033422**)
- (b) The filings/submissions made by the M/s Active Clothing Co. Limited, to the stock exchanges,
- (c) Website of the M/s Active Clothing Co. Limited,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of :
 - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and exchange Board of India (issue of Capital and Disclosure Requirements) Regulation, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

ADDRESS: 63, Rose Enclave, Civil lines, LUDHIANA
CONTACT NO: 9815688699, 6284917397
EMAIL ID: poonamkkapoor1986@gmail.com





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(f) Other Regulations as applicable and circulars/guidelines issued thereunder;

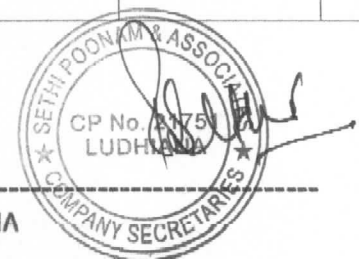
And based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has fully complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **-NIL**

Sr No	Compliance Requirement (Regulations /Circulars/ Guidelines including specific clause)	Regulation /Circulars no.	Deviations	Action Taken by	Type of Action	Detail of Violation	Fine Amount	Observations / Remaks of the Practicing Company Secretary	Management Response	Remarks
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **N.A**

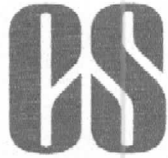
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(c) **Additional affirmations** in Annual Secretarial Compliance Report (ASCR) in terms of BSE Circular reference No: 20230316-14 dated: 16th March, 2023.

Sr no.	Particulars	Compliance Status Yes/No/NA	Observations /Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	YES	
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	YES	
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	YES	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	YES	NO subsidiary Company
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the	YES	

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	start of every financial year as prescribed in SEBI Regulations.		
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	YES	NO Related Party Transactions Except Director's Remuneration
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc	YES	

Place: Ludhiana

Date: 25.04.2023



Signature:

Poonam Sethi

(Company Secretary in Practice)

M. No.: A33856

COP No. 21751

UDIN No: A033856E000184160

P.R. No: 2340/2022

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