



Active Clothing Co. Limited

Dated: 18.08.2022

To

Sambhaji Solat , Manager
Sonali Kurhade , Deputy manager
Listing Compliance Monitoring Team
The BSE Ltd.
P.J. Towers
Dalal Street
Mumbai- 400001

Subject: 1. Non applicability of quarterly compliance of Regulation 31(1) Shareholding pattern mail dated: 02.08.2022, Regulations 27(2) – Corporate Governance report mail dated: 03.08.2022, Regulation 33 –Quarterly Financial results mail dated: 17.08.2022, to Active Clothing Co. Limited script No.541144.

2. Withdrawal of Fines as levied,/ withdrawal of order levying the same and/or rectification of the same as received via mail with ref no: Ref.: SOP-Review-August2022 dated: 16-08-2022,the company being on SME Board as on quarter ended June 30, 2022

Sir/ Madam ,

“WHAT IS ENIGMATIC AND DISTURBING IS “CAN AN ENTITY BE PENALISED OR FINED IF NOT IN EXISTENCE. SIR, SANGINELY SUBMITTING NO”. EVEN OTHERWISE NO PENALTY CAN BE LEVIED EVEN IF THERE IS A VENIAL OR TECHNICAL BREACH OF THE OBLIGATION (HINDUSTAN STEELS LTD, V STATE OF ORISSA (1972) 83 ITR 26(SC).

There is not an iota of breach of obligations UNDER THE (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015. ORDER LEVYING FINE ON A NON EXISTENT ENTITY IS PER ILLEGAL, VOID AND AGAINST CARDINAL PRINCIPLES OF EQUITY, JUSTICE AND GOOD CONSCIENCE AS YOU WOULD FURTHER FIND FROM THE FOLLOWING STATEMENT OF FACTS WHICH HAVE THE LEGAL SANCTION. THE PENALIZED COMPANY ACTIVE CLOTHING CO. LTD WAS NOT ON BSE MAIN BOARD UNTIL 14th JULY, 2022. HOW COULD PRECEDING QUARTER ENDING ON 30th JUNE, 2022 FOR SUBMISSION OF QUARTERLY RESULTS BE MADE APPLICABLE AS YOU WOULD KINDLY PERUSE FROM THE SUBMISSIONS/DETAILS/ DOCUMENTS BEING ATTACHED.

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

Applicability of (Listing Obligation and Disclosure Requirements), Regulations 2015 as applicable to BSE MAIN Board Companies, can be applicable once the Company has permission and has listed itself on the said platform. Quarterly compliance Regulation 31(1) – shareholding pattern, Regulations 27(2) – Corporate Governance report, Regulation 33 – Quarterly Financial results is a quarterly compliance post listing on the said platform, which Active Clothing Co. Limited was not for the quarter ending 30.06.2022 and as such cannot be made applicable thereon.

For the quarter ending 30.06.2022 it is listed on BSE SME and it enjoys a specific exemption for filing quarterly statements.

LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 Regulation 31 (1)

Provided that in case of listed entities which have listed their specified securities on **SME Exchange**, the statements required to be **submitted on a half yearly basis** within twenty one days from the end of each half year.”

There was, thus, no OBLIGATION ONE PART OF Active clothing co limited for submission of quarterly statement for the period ended 30th June, 2022.

Regulation 27(2)

CORPORATE GOVERNANCE REPORT

27 (2) a) The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within 21 days from the end of each quarter.

Regulation 15(2)

APPLICABILITY OF CORPORATE GOVERNANC

15(2) The compliance with the corporate governance provisions as specified in regulations 17, 17(A), 18, 19, 20, 21, 22, 23, 24, 24 (A), 25, 26, 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V **shall not apply, in respect of-**

(b) listed entity which has listed its specified securities on the SME Exchange

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Regulation 33

FINANCIAL RESULTS.

33. (5) For the purpose of this regulation, any reference to "quarterly/quarter" in case of listed entity which has listed their **specified securities on SME Exchange** shall be respectively read as "half yearly/half year" and the requirement of submitting 'year-to-date' financial results shall not be applicable for a listed entity which has listed their specified securities on SME Exchange.

Further As per Section 2 (1) (z) (z) of SEBI(LODR) "quarter" means the period of three months commencing on the first day of April, July, October or January of a financial year;

Any Compliance as to BSE MAIN Board can only be for the period post listing on the Main Board which is 14.07.2022 in case of Active Clothing Co. Limited with script number 541144 and which would be quarter ending after the same. As per the definition above our quarter for making compliance would commence from 1st day of July for which necessary compliances would be mandated after the quarter end i.e 30.09.2022.

The following facts by way of further clarification/elucidation that there has never been any default in any of the compliance of obligation as are being highlighted in this connection:

1. Company executed a listing agreement and Listing Application to BSE as on 08th July, 2022 for migration from BSE SME Platform to BSE Mainboard Platform and Final Approval was received from BSE vide letter no: LO/Migration/SC/MIG-TP/121/2022-23 for Migration of Equity Shares of Active Clothing Co Limited from BSE SME Platform to BSE Mainboard Platform dated: 14th July, 2022. Trading Members of the Exchange started from Friday, July 15, 2022.
2. **Previous replies to non-applicability of these Regulations have already been submitted as under :**

With reference to your mail dated: 02nd August, 2022 for Non submission of Shareholding Pattern for the Quarter ended June 30, 2022 Pursuant to Regulation 31 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was duly filed on BSE Portal under Regulation 30 (General Announcement) vide acknowledge no: 4344517 dated: 03.08.2022 copy of acknowledge receipt is attached as ANNEXURE ' A '

With reference to your mail dated 03rd August, 2022 for Non submission of Corporate Governance for the Quarter ended June 30, 2022 Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was duly filed on

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BSE Portal Portal under Regulation 30 (General Announcement) vide acknowledge no: 4348402 dated: 04.08.2022 copy of acknowledge receipt is attached in annexure 'B'

There was, thus, no OBLIGATION ONE PART OF Active clothing co limited for submission of quarterly statement for the period ended 30th June, 2022.

Since, sirs, The Company was not listed on BSE Main Board for the quarter ending 30.06.2022 there was no statutory requirement and obligation to file QUARTERLY RESULTS for quarter ending 30th June, 2022 there could be no obligation to have complied with quarterly compliance/s . As such FINE LEVIED is not based on appreciation of correct facts .

FINE LEVIED Sirs, in all humility is per se unwarranted AND OVERLOOKING THE FACTUAL POSITION THERE BEING NO OBLIGATION/DEFAULT and is prayed to be rectified by way of withdrawal of the same being mistake apparent from record. Should you require any clarification we may kindly informed.

Submitted for deletion and waiver of fine.

Still , to further smoothen the issues and in the interest of all information(s) under Regulation 27(2) and 31 (1) are being uploaded on the BSE portal.

Yours faithfully,
For Active Clothing Co Limited

For Active Clothing Co. Limited

Rajesh Kumar

Rajesh Kumar *Managing Director/Director*
(Managing Director)
DIN: 00026176.

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