

ACTIVE CLOTHING CO LIMITED

16TH

ANNUAL REPORT

2017-18

Registered office address: Plot No. E-225, Phase VIII B, Industrial Area, Focal Point, Mohali -160055
CIN: U51311PB2002PLC033422

CORPORATE INFORMATION

Board of Directors

- Rajesh Mehra Managing Director (DIN: 00026176)
- Renu Mehra- Non- Executive Director (DIN 02033471)
- Mahesh Chandra Saxena,
Independent Director (DIN: 05131810)
- Rabindra Behera
Independent Director (DIN: 05298483)

Chief Financial Officer (CFO)

Mr. Amit Jaswal

Registrar & Transfer Agent

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp.
Vasant Oasis, Makwana Road, Marol, Andheri
East, Mumbai, Maharashtra-400059

Bankers

- ❖ Indian Overseas Bank
- ❖ HDFC Bank

DEMAT ISIN No.

INE380Z01015

CIN:

U51311PB2002PLC033422

Investor Grievance Email

csc@activesourcing.org

Web site

www.activesourcing.org

Registered office and Corporate Office

Regt Office: Plot No. E-225, Phase-VIII B,
Industrial Area, Focal Point, Mohali 160055

Factory Works: Factory works, BadaliAla
Singh, DisttFatehgarhSaheb

NOTICE

Notice is hereby given that the 16th 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 **Thursday, 27th day of September, 2018 at 05:30 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the statement of Profit & Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Renu Mehra (holding DIN 02033471) who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of Statutory Auditors and authorising Board to fix their remuneration.

SPECIAL BUSINESS:

Item No. 4

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Naval Kishore Gupta (DIN:07362996), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 01st October, 2018 up to 30th September, 2023”

Item No. 5

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Kishore Kumar Bajaj (DIN:06946343), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 01st October, 2018 up to 30th September, 2023

By Order of the Board

Place: Mohali

Date: 02nd September, 2018

Sd/-
(Rajesh Mehra)
Managing Director

Notes:

1. 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.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. 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.

4. 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.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **23.09.2017 to 27.09.2017** (both days inclusive).
8. 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.
9. 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.
10. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of dematerialization.
11. Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report for 2017-18 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.
12. 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.
13. 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.

Place: Mohali
Date: 02nd September, 2018

Order of the Board

**Sd/-
(Rajesh Mehra)
Managing Director**

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 5 of the accompanying Notice

Item No. 4 & 5

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of Mr. Kishore Kumar Bajaj holding (DIN: 06946343) and Mr. Naval Kishore Gupta (DIN: 07362996) as Independent Directors with effect from 01st October, 2018 to 30th September, 2023.

Mr. Kishore Kumar Bajaj and Mr. Naval Kishore Gupta have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director(s) and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

KISHORE KUMAR BAJAJ:

Mr. Kishore Kumar Bajaj, having an experience of more than 30 years now working as Manager operation for an NGO having a Director Identification Number 06946343.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.4 & 5 of the accompanying Notice.

NAVAL KISHORE GUPTA:

Mr. Naval Kishore Gupta, Msc (Agri Economics) is a retired General Manager at Indian Overseas Bank, Head office, Chennai, having a Director Identification Number (07362996)

By Order of the Board

Place: Mohali

Date: 02nd September, 2018

Sd/-
(Rajesh 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 16th Annual General Meeting of the Company being held on Thursday, 27th day of September, 2018 at 05:30 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)

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: U51311PB2002PLC033422

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

3) _____ of _____ having e-mail id _____

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 16th Annual General Meeting of the Company, to be held on the Thursday, 27th day of September, 2018 at 05:30 P.m. at Plot No. E-225, Phase-VIII B, Industrial Area, Focal Point, MOHALI Mohali 160055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description	For	Against
	Ordinary Business:		
1.	The audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon.		
2.	Re-appointment of Mrs. Renu Mehra as a Director.		
3.	Appointment of Statutory Auditors and authorising Board to fix their remuneration.		

	Special Business:		
4.	Appointment of Mr. Naval Kishore Gupta as an Independent Director.		
5.	Appointment of Mr. Kishore Kumar Bajaj as an Independent Director.		

Affix
Revenue
Stamp

Signature

Note : This form in order to be effective should be duly stamped, competed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

ROUTE MAP TO THE VENUE OF 16TH ANNUAL GENERAL MEETING



**VENUE: PLOT NO. E-225, PHASE-VIII B, INDUSTRIAL AREA, FOCAL POINT,
MOHALI 16005**

DATE: 27.09.2018

TIME: 05:30PM

DIRECTORS' REPORT

To

The Members,

Your Directors have great pleasure in presenting the 16th Annual Report and the Audited Accounts of your Company for the year ended 31st March 2018.

FINANCIAL HIGHLIGHTS

(Amount In Rs)		
Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
(a) Turnover	1,27,35,27,100.94	1,19,98,62,887.09
(b) other income	13,96,014.68	6,72,150.66
(c) Gross Profit/(Loss) (before depreciation and tax)	9,40,34,342.52	7,28,85,366.62
Less : Depreciation	5,88,50,883.85	4,88,30,340.59
(d) Net Profit/(Loss) before tax	3,51,83,458.67	2,40,55,026.03
Less : Provision for Tax (including for deferred tax)	1,14,69,826	79,53,313
(e) Net Profit/(Loss) After Tax	2,37,13,632.67	1,61,01,713.03

DIVIDEND

In view of continuous expansion activities, directors do not recommend any dividend.

SHARE CAPITAL

There was change in the Authorized and Paid up share capital of the Company during the year which included a bonus issue and an IPO. However, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

PUBLIC DEPOSITS

During the financial year 2017-18, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

During the year under review, the Company has not made any Loans, Guarantees or Investments within the meaning of the provisions of Section 186 of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company. Therefore Company has not constituted a Corporate Social Responsibility Committee. The provisions of a Corporate Social Responsibility shall be complied by the Company as and when applicable.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2018 AND THE DATE OF THIS REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (31st March, 2018) and the date of this Report.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL

As per Annexure attached

PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

The information required Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors Report for the year ended 31st March, 2018.

Disclosure relating to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as provided in the Annual Report.

Having regard to the provision of the first proviso to section 136 (1) of the Act and as advised the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available for inspection by the Members at the Registered Office of the Company during business hours and any Member interested in obtaining such information may write to the Company Secretary and same will be furnished.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013 Mrs. Renu Mehra (DIN: 02033471), Director retires by rotation and being eligible has offered herself for re-appointment.

Mr. Naval Kishore Gupta and Mr. Kishore Kumar Bajaj have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management

Mr. Rajesh Mehra, Managing Director and Mr. Amit Jaswal, Chief Financial Officer, Mrs. Avneet Kaur Bedi, Company Secretary of the Company are the Key Managerial Personnel of the Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further the Mr. Mahesh Chandra Saxena and Mr. Rabindra Behera are the independent directors in the company.

DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have confirmed to the Board that they meet the criteria of independence as specified under Section 149(6) of the Act and that they qualify to be independent directors pursuant to the Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. They have also confirmed that they meet the requirements of 'Independent Director' as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The confirmations were placed before and noted by the Board.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of companies Act, 2013 and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholder Relationship Committee.

The directors expressed their satisfaction with the evaluation process.