

ACTIVE CLOTHING CO LIMITED



18th ANNUAL REPORT
2019-20

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

CIN: L51311PB2002PLC033422

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CORPORATE INFORMATION

Board of Directors

- ▯ Rajesh Kumar Mehra- Managing Director (DIN: 00026176)
- ▯ Renu Mehra- Non- Executive Director (DIN 02033471)
- ▯ Kishore Kumar Bajaj
Independent Director (DIN: 06946343)
- Naval Kishore Gupta
Independent Director (DIN: 07362996)

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:

L51311PB2002PLC033422

Investor Grievance Email

cscs@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, Badali Ala
Singh, Distt Fatehgarh Sahib.

NOTICE

Notice is hereby given that the 18th 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, **30th day of September, 2020 at 05:00 P.M.** 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 2020 including audited Balance Sheet as at 31st March, 2020 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.
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.

SPECIAL BUSINESS:

3. **Approval of payment of remuneration at existing levels to Mr. Rajesh Kumar Mehra (DIN : 00026176), Managing Director of the company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of Rs.12 Lacs per annum to Mr. Rajesh Kumar Mehra (DIN: 00026176), Managing Director of the Company and shall deem to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years and this resolution shall be valid for 3 years.”

4. **Approval of professional fee to Mrs. Renu Mehra (DIN: 02033471), Non-Executive Director of the company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of professional fee of Rs.12 Lacs per annum to Mrs. Renu Mehra (DIN: 02033471), Non-Executive Director of the company and shall deem to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years and this resolution shall be valid for 3 years.”

By Order of the Board
Sd/-

(Rajesh Kumar Mehra)
Managing Director

Place: Mohali

Date: 04th September, 2020

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 **22.09.2020 to 30.09.2020** (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 18th Annual General Meeting and the Annual Report for 2019-20 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.
14. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE of India Limited. Therefore, Company is not providing e-voting facility to its shareholders.
15. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3 & 4

The remuneration being paid of Rs.12.00 Lacs per annum to Mr. Rajesh Kumar Mehra , Managing Director since long has been approved by the Members of the Company, as mandated under Section II of Part II of Schedule V of the Act and/ other applicable provisions of Company Act 2013 and LODR ,2015.

The professional fee to Mrs. Renu Mehra,, Non Executive Director has been approved by the Members of the Company, as mandated under Section 197 and 198 read with Part II of Schedule V of the Act and/ other applicable provisions of Company Act 2013 and LODR ,2015.

Your Company has not committed any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year.

The Nomination and Remuneration Committee and Board of Directors at their respective meetings held on July 31st, 2020 have recommended and approved Item No3 and 4 above subject to the approval of Members by Ordinary Resolution.

Disclosure(s) in terms of Sections 197 read with Schedule V to the Companies Act, 2013, applicable Rules thereunder and SEBI LODR, as the case may be

General Information

1.	Nature of Industry	Wearing apparels		
2.	Date of Commencement	The Company was incorporated on February 2, 2002 and its operating activities commenced thereafter.		
3.	Financial Performance based on given indicators	Particulars	31.03.2020	31.03.2019
		Total revenue	1482415452.13	1547288301.49
		EBIDTA	134445930.11	164338144.75
		Net profit before Tax	10904418.08	40118671.15
		Net Profit after tax	8580887.08	30627802.15
4.	Foreign Investment or collaborations, if any	Not applicable		

Information about the Managing Director

1.	Background	Has been on Board since 2008.
2.	Past Remuneration	Rs. 1200000 P.A.
3.	Job Profile and his suitability	Managing the Company
5.	Remuneration proposed	Rs. 1200000 P.A
6.	Comparative remuneration profile	The same is much lower qua his qualification and experience.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Is Promoter of the Company .

Information about the Non Executive Director

1.	Background	Has been on Board since 2002.
2.	Past Remuneration	Rs. 1000000/ P.A upto the time Company turned Public Limited.
3.	Job Profile and his suitability	Professional
5.	Remuneration proposed	Rs. 1200000 P.A
6.	Comparative remuneration profile	The same is much lower qua her qualification and experience.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Is Promoter of the Company .

Other information:

1.	Reasons of loss or inadequate profits	Covid-19 Pandemic
2.	Steps taken for improvement	Efforts to keep insulated in tough time.

Place: Mohali

Date: 04th September, 2020

Order of the Board

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

REGULATION 36(3) OF LODR, 2015

Name	Renu Mehra
Father Name	Baldev Krishan
Designation	Non- Executive Director and Non-Executive Chairman
Nature of expertise	26 years' experience
Relationship with director	Wife of Mr.Rajesh Kumar Mehra, Managing Director
Directorship in other listed Entities	NIL
Shareholding	29.7%
Original date of appointment	27/02/2002
Date of change in designation	27/11/2017

Place: Mohali
Date: 04th September, 2020

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 18th Annual General Meeting of the Company being held on Wednesday, 30th day of September, 2020 at 05:00 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 18th 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

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 17th Annual General Meeting of the Company, to be held on the

Wednesday, 30th day of September, 2020 at 05:00 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.	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.		
	Special Business:		
1.	Approval of payment of Remuneration to Mr. Rajesh Kumar Mehra (DIN: 00026176), Managing Director of the Company:		
2.	Approval of payment of Remuneration to Mrs. Renu Mehra (DIN: 02033471), Non-Executive Director of the company:		

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.