

ACTIVE CLOTHING CO LIMITED

Regd off: Plot No. E-225, Phase-VIII B, Industrial Area, Focal Point, Mohali

Ph: 0172-4313300

E-mail: rmehra@activesourcing.org

CIN: L51311PB2002PLC033422

Date: 07.08.2025

Sr. No: 3/BM/2025-26

NOTICE FOR THE 3rd MEETING OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR 2025-26 OF ACTIVE CLOTHING CO LIMITED.

Date: 14th August, 2025

Time: 12:30 P.M

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

Notice is hereby given that a meeting of the Board of Directors of the company is scheduled to be held on above mentioned date, place and time through Video Conferencing/Other Audio-Visual Means to consider the following agenda. The link for attending the meeting shall be informed shortly to all the Board members and invitees.

You are requested to make it convenient to attend the above meeting.

AGENDA

AGENDA FOR THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 TO BE HELD ON THURSDAY, THE 14th DAY OF AUGUST, 2025 AT 12:30 P.M. AT PLOT NO. E-225, PHASE-VIII B, INDUSTRIAL AREA, FOCAL POINT, MOHALI.

1. To Appoint Chairperson of the meeting.
2. To grant leave of absence, if any.
3. To Confirm minutes of the previous Board Meeting dated 30.05.2025
4. To take note of certificate/ undertaking received from Managing Director and CFO in respect of any Show cause, demand, prosecution notices and penalty notices which are materially important and compliance of any regulatory, statutory or listing requirements and shareholders service such as nonpayment of dividend, delay in share transfer etc./ statutory requirements.
5. To take note of certificate issued by CFO and Managing Director in compliance to regulation 33(2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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6. To consider and approve the proceedings of audit committee meeting held on 14th August, 2025 at 12:00 Noon.
7. To Consider And Approve Unaudited Financial Results of The Company For The Quarter Ended 30th June, 2025.
8. To consider and approve the Limited review Report issued by Statutory Auditors of the Company on unaudited Financial Results of the Company for the Quarter ended on 30th June, 2025.
9. To take a note of all compliance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been filed to Bombay Stock Exchange.
10. Filing of outcome of this board meeting of the company with the Bombay stock exchange.
11. To approach Bankers namely Indian Overseas Bank, Civil Lines, Ludhiana for enhancing the cash credit facility from present Rs. 75.00 crores to Rs. 125.00 crores which is in line with the growing financial needs of the Company in view of the increased business volumes and also to apply a term Loan of rs.15.00 Crores to take care of capital Expansion and to pass a resolution with or without modification for the same.
12. Any other item, if any, with the permission of the chair.

For and on behalf of Board of directors of
Active Clothing Co Limited

Avneet Kaur Bedi
(Company Secretary)
Membership Number: 43929

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NOTES TO AGENDA

ITEM NO 1

To Appoint Chairperson of the meeting

ITEM NO 2

TO GRANT LEAVE OF ABSENCE, IF ANY

ITEM NO 3

CONFIRMATION OF MINUTES OF LAST BOARD MEETING

The Minutes of the previous Board Meeting dated 30.05.2025, were read and confirmed by the Chairperson.

ITEM NO 4

TO TAKE NOTE OF CERTIFICATE/ UNDERTAKING RECEIVED FROM MANAGING DIRECTOR AND CFO IN RESPECT OF FOLLOWING & OTHER APPLICABLE LAWS/ STATUTES:

- a) Show cause, demand, prosecution notices and penalty notices which are materially important.

The Board took a note on certificate received by the managing director and chief financial officer on show cause, demand, prosecution notices and penalty notices if any received by the Company during the period 01st April, 2025 to 30th June, 2025.

- b) Non compliance of any regulatory, statutory or listing requirements and shareholders service such as non payment of dividend, delay in share transfer etc.

The Board took a note on certificate received by the managing director and chief financial officer that No Non-Compliance of any regulatory, statutory or listing requirement and shareholders service such as non- payment of Dividend, delay in share transfer if any etc for the period ended 30th June, 2025.

ITEM NO 5

TO TAKE NOTE OF CERTIFICATE ISSUED BY CFO AND MANAGING DIRECTOR (CEO) IN COMPLIANCE TO REGULATION 33(2) (A) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

The Chairperson apprised the board in accordance with regulation 33(2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory to present by the Managing director and chief Financial Officer, a certificate in respect to the authenticity of audited financial statement that it contains true and fair view of the company's affair to the best of their

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knowledge and is in compliance with the existing accounting standards, applicable laws and regulations.

The said certificates placed before the board to take note of the same and to save in a safe custody of a company.

ITEM NO. 6

TO CONSIDER AND APPROVE THE PROCEEDINGS OF AUDIT COMMITTEE MEETING HELD ON 14th AUGUST, 2025 AT 12:00 NOON.

The Chairperson informed the board; the members of the audit committee conducted a meeting today at 12:00 Noon through video conference in order to review and Recommend the financial statement for Quarter Ended 30th June, 2025.

The Board take note of the review and Recommendation made by the Audit Committee for the unaudited Financial Results of the Company for the Quarter ended 30th June, 2025.

ITEM NO. 7

TO CONSIDER AND APPROVE UNAUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED 30TH JUNE, 2025.

A Complete presentation will be made to the Board of Directors of the Company on unaudited Financial Results of the Company stating silent features of the financial results for the Quarter ended 30TH JUNE, 2025.

Financial Results of the Company for the Quarter ended 30TH JUNE, 2025 are required to be reviewed by the Audit Committee and approved by the Board of Directors of the Company within 45 days from the end of the Quarter/half year /year in terms of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Unaudited Financial Results of the Company for the Quarter ended 30TH JUNE, 2025 shall be read in the meeting.

The Board may consider and approve the said results for submitting to the exchanges in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by approving a resolution as under:

“RESOLVED THAT pursuant to regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the unaudited Financial Results for the Quarter ended 30TH JUNE, 2025, as per the statement placed before the meeting, be and are hereby approved and that the same be signed by Mr. Rajesh Kumar Mehra, Managing Director of the Company and be submitted the same to the BSE Ltd., where securities of the Company is listed.”

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ITEM NO. 8

TO CONSIDER AND APPROVE THE LIMITED REVIEW REPORT ISSUED BY STATUTORY AUDITORS OF THE COMPANY ON UNAUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED ON 30TH JUNE, 2025

The Board take a note on Limited Review Report issued by the Statutory Auditor of the Company for unaudited financial Results of the Company for the Quarter ended 30TH JUNE, 2025.

The Board may consider and approve the said Report for submitting to the exchanges in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by approving a resolution as under:

“**RESOLVED THAT** pursuant to regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the limited Review Report issued by the Statutory Auditor of the Company for unaudited Financial Results for the Quarter ended 30TH JUNE, 2025, as per the statement placed before the meeting, be and are hereby approved.

ITEM NO 9

TO TAKE NOTE OF THE VARIOUS COMPLIANCE DONE UNDER LISTING REGULATIONS WITH STOCK EXCHANGE FOR THE QUARTER ENDED ON 30th JUNE, 2025.

The Board hereby took the note of following compliance submitted to the stock exchange for the quarter ended 30.06.2025.

- a) Statement of Investor Complaints (Reg. 13)
- b) Closure of Trading Window (Reg. 29)
- c) Shareholding Pattern (Reg. 31)
- d) Corporate Governance Report (Reg. 27(2))
- e) Reconciliation of Share Capital Audit Report. (Regulation 76)
- f) Certificate of SEBI (Depositories and participants Regulations, 2018 -Reg. 74(5))

ITEM NO. 10

FILING OF OUTCOME OF THE BOARD MEETING OF THE COMPANY WITH THE BOMBAY STOCK EXCHANGE.

The Chairperson informed the Board that It is mandatory to submit the outcome of the board meeting of the company to the concerned stock exchange within 30 minutes of the board meeting as per regulation 30 and Schedule III part A of SEBI (LODR) Regulations, 2015.

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After discussion, the following resolution shall pass:

“RESOLVED THAT Mr. Rajesh Kumar Mehra (DIN: 00026176), the managing director of the company be and is hereby authorized by the Board of directors to send the outcome of this Board meeting to the Bombay Stock exchange within 30 minutes of the conclusion of this meeting and to do all such acts which are necessary or expedient for this matter.

ITEM NO. 11

TO APPROACH BANKERS NAMELY INDIAN OVERSEAS BANK, CIVIL LINES, LUDHIANA FOR ENHANCING THE CASH CREDIT FACILITY FROM PRESENT RS. 75.00 CRORES TO RS. 125.00 CRORES WHICH IS IN LINE WITH THE GROWING FINANCIAL NEEDS OF THE COMPANY IN VIEW OF THE INCREASED BUSINESS VOLUMES AND ALSO TO APPLY A TERM LOAN OF RS.15.00 CRORES TO TAKE CARE OF CAPITAL EXPANSION AND TO PASS A RESOLUTION WITH OR WITHOUT MODIFICATION FOR THE SAME

Resolved that:

1. Mr. Rajesh Kumar Mehra, Chairman of the company informed the Board of Directors that the company to request to there existing banker Indian Overseas Bank, Civil Lines –Ludhiana branch for enhancement in CC limit up to Rs.125.00crores to meet additional working capital requirement.

Nature of facility	Amount (Rs. In crores)
Cash Credit against hypothecation of stocks and book debts upto 120 days	Rs.125.00
Term Loan	Rs.15.00

2. THAT Mr. Rajesh Kumar Mehra, Director of the company, be and is hereby authorized on behalf of the company to execute necessary security documents, agreements, deeds, undertakings and other documents including hypothecation/ mortgage of company's assets as may be required by the Bank for the purpose of availing of said CC enhancement up to Rs.125.00crores (From Rs.75.00crores) and Fresh term Loan of Rs.15.00 Crores for the purpose of creation of charge on the assets of the Company.
3. THAT the Company do avail of the Facility from the Banks, in the manner and to the extent set out above on the terms and conditions contained in the respective Letter and the other related documents.
4. THAT the Company does create security in favor of the Banks for securing the performance of obligations by the Company in connection with the Facility and all other amounts in respect thereof.
5. THAT the Director Mr. Rajesh Kumar Mehra, is authorized to approve and finalize and execute / furnish such deeds, documents, writings, undertakings, indemnity as may be necessary or required by the Banks in connection with the transactions related to the security and/or the Facility, and accept and execute any amendments or modifications to any agreements, deeds,

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documents, undertakings, indemnity and other writings, including acknowledgement of debt / balance / security confirmation(s) and/or any renewal documents, as and when necessary.

6. THAT the Director Mr. Rajesh Kumar Mehra is hereby authorized to deposit (either by way of actual or constructive delivery) fresh title deeds/ Extension of Charge over mortgage properties of the Company as are acceptable to the Banks, with the Banks with an intent to create mortgage by deposit of title deeds in favour of the Banks for securing the Facility as also execute such declarations on oath as may be required by the Banks.
7. The common seal of the company shall be affixed in the presence of director, Mr. Rajesh Kumar Mehra and/or Mrs. Renu Mehra as per provisions of Articles of Association and as prescribed in the Board Resolution, who shall put their signatures in token thereof.”
8. That the Company will file the requisite particulars of charge with the Registrar of Companies, in respect of the Letter/ Deed of Hypothecation, extension of Mortgage and other securities after creation / execution thereof, within the time prescribed by law. THAT Mr. Rajesh Kumar Mehra, Director of the company, be and is hereby authorized to sign and submit necessary forms and documents with Ministry of Corporate Affairs for registration of charges in favour of the bank. “
9. THAT the Director Mr. Rajesh Kumar Mehra, is authorized to issue certificates to the effect that the proposed borrowings and other actions approved in the resolution are not ultra vires the Company and its directors and formalities of Section 293 (i) (d) of Companies Act, 1956 have been complied with/are not applicable.

That the copies of the aforesaid resolution certified to be true be furnished to the Lenders, and security trustee if any, Banks, and they be to act thereon.

ITEM NO. 12

VOTE OF THANK

There being no other business required to be transacted at the meeting, now the meeting can be conducted with the Vote of thanks to the Chair.

For and on behalf of Board of directors of
Active Clothing Co Limited

Avneet Kaur Bedi
(Company Secretary)
Membership Number: 43929