



SETHI POONAM & ASSOCIATES

CS POONAM SETHI

B.COM, MFC, MA ECONOMICS, ACS

COMPANY SECRETARIES

SECRETARIAL AND CORPORATE ADVISORY SERVICES

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018)

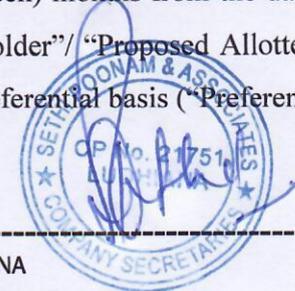
To
The Board of Directors
Active Clothing Co Limited
E-225, Phase-VIII B,
Industrial Area, Focal Point,
Mohali

Subject: Application for In principle Approval” prior to issue allotment of 2000000(Twenty Lakh) Convertible warrants at the price of Rs. 115/-each issued on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Sir,

I, Poonam Sethi, Practicing Company Secretary have been appointed by Active Clothing Co Limited (hereinafter referred to as ‘Company’), having CIN:L51311PB2002PLC033422 having Its Registered office at Plot No: E-225, Phase-VIII B, Industrial Area, Focal Point Mohali to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as “SEBI ICDR Regulations”).

In accordance with the Regulations, the Company has proposed to issue of 20,00,000 (Twenty Lakh) Convertible Warrants (“Warrants”), at a price of Rs. 115/- (Rupees One Hundred Fifteen) per warrant, aggregating up to Rs. 23,00,00,000(Rs. Twenty Three Crores only) (“Total Issue Size”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value Rs. 10.00/- (Rupees ten only), each at a premium of Rs. 105/- (Rs. One Hundred Five per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below (“Warrant Holder”/ “Proposed Allottees”) belonging to Promoter and non-promoter group of the Company on a preferential basis (“Preferential



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Issue”), The proposed preferential issue was approved at the meeting of Board of Directors of the Company held on 27th January, 2026

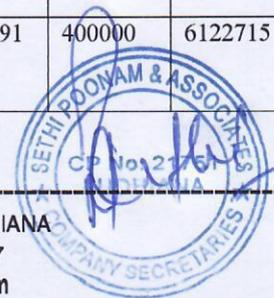
Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed Convertible Share warrants issued on preferential basis to the proposed allottees are being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I/we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The present capital structure including the details of the Authorized, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors; Dated: 27th January, 2026;
- iv. List of Proposed Allottees;

S No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding #		Number of Warrants to be issued	Post- Issue Shareholding (Presuming full conversion of Warrants) **	
				No. of Shares	% of holding		No. of Shares	% of Holding
1.	Stellant Securities (India) Limited	Non Promoter	Yes	Nil	Nil	300000	300000	1.713
2.	Mangala Subhash Rathod	Non Promoter	NA	99973	0.6445	300000	399973	2.283
3	Subhash Phootarmal Rathod	Non Promoter	NA	482000	3.107	400000	882000	5.036
4	Rajesh Mehra	Promoter	NA	5722715	36.891	400000	6122715	34.962

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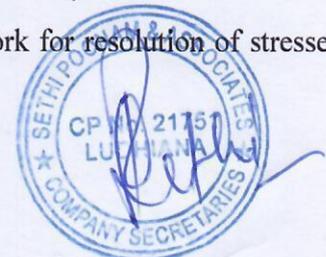
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5	Renu Mehra	Promoter	NA	4617700	29.768	400000	5017700	28.652
6	Kalika Mehra	Promoter group	NA	6100	0.039	200000	206100	1.177

- v. The relevant date in accordance with Regulation 161 of the Regulations is Tuesday 27th January, 2026.
- vi. All equity shares held by the proposed allottees in the Company are in dematerialized form.
- vii. Details of buying, selling and dealing in the equity shares of the Company by the proposed allottees, including promoter and non promoter Group during the 90 trading days preceding the relevant date;
- viii. Permanent Account Numbers of the proposed allottees;
- ix. Draft notice of General Meeting including the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
- x. Valuation Report of Independent Registered Valuer for pricing of frequently traded shares; has obtained from an Independent registered valuer Sonia Maingi, IBBI Registered Valuer(Registration no: IBBI/RV/03/2022/14562) to consider the same for determining the price as per Regulation 164 (1) of ICDR, 2018.
- xi. Copies of Traded Turnover of the Equity shares of the Company on BSE Downloaded from the respective website during the 240 trading days preceding the relevant date determining the shares to be frequently traded.
- xii. Checked the allottee-wise pre preferential shareholding and the lock in thereon as per the regulation has been applied.
- xiii Disclosure w.r.t the defaults relating to payment of interest/repayment of principal amount on loans in terms of SEBI Circular dated November 21, 2019 (Not Applicable)
- xiv. The Inter Credit or agreement in terms of RBI (prudential framework for resolution of stressed Assets) Direction 2019 dated June 07, 2019; (Not applicable)
- xv. Credit rating report of the financial instruments; (Not applicable)



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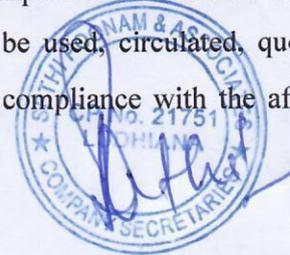
xvi Verified the relevant statutory records of the company to confirm that:

- a) it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
- b) it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.





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Certification:

Based on my/our examination of such information/documents and explanation furnished to me/us by the management and employees of the Company and to the best of my/our knowledge and belief, I/we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

**For Sethi Poonam & Associates
Company Secretaries**

**Place: Ludhiana
Date: 28.01.2026
UDIN: A033856G003566242**


(Proprietor)
C. P. NO.21751
Membership No. 33856
PR Certificate no: 2340/2022