



September 19, 2025

To,

The Listing Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

To,

The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (East), Mumbai-400 051.

**Scrip Code : 532613**

**Trading Symbol : "VIPCLOTHNG"**

Dear Sir/Madam,

**Sub: - Submission of Scrutinizer Report - Consolidated**

Pursuant to the requirement of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Consolidated Scrutinizer Report for the 35<sup>th</sup> Annual General Meeting (AGM) of VIP Clothing Limited held on Thursday, September 18, 2025 at 11:30 A.M. (IST)

Requested you to kindly take the same on your record.

Thanking you.

**For VIP Clothing Limited**

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**MR. RAHUL SONI**

Company Secretary and Compliance Officer  
Membership No.: A61305

Encl: A/a.

**VIP Clothing Limited**

CIN: L18101MH1991PLC059804

Registered office: C-6, Road No.22, MIDC, Andheri (East), Mumbai -400 093.

Phone: 022 - 40209000/1/2/3/4/5

Email- id: [investor.relations@vip.in](mailto:investor.relations@vip.in); Website: [www.vipclothing.in](http://www.vipclothing.in)

**SCRUTINIZER'S REPORT**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies  
(Management and Administration) Rules, 2014)

To,  
The Chairman,  
**VIP CLOTHING LIMITED,**  
C-6 Road No 22, MIDC Marol, Andheri East,  
Mumbai, Maharashtra, India, 400093.

Dear Sir,

**Sub:- Consolidated Scrutinizer's Report on voting through remote E-voting and E-voting during the course of 35<sup>th</sup> Annual General Meeting held on Thursday 18<sup>th</sup> September, 2025 at 11:30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM") in terms of the provisions of Companies Act, 2013 read with the Rules and circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued thereunder.**

- A. I, Mr. Ketan Ravindra Shirwadkar, Company Secretary (Mem No. A37829 and COP No. 15386) and Proprietor of KRS AND CO, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **6<sup>th</sup> August 2025**, to conduct the following:-

To Scrutinize the Remote E-voting process and the E-voting facility offered to the shareholders of the Company during the course of 35<sup>th</sup> Annual General Meeting (hereinafter referred as AGM) held on **Thursday 18<sup>th</sup> September, 2025** at 11:30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the notice of 35<sup>th</sup> Annual General Meeting of the Company.

The voting rights were reckoned as on **Thursday, 11<sup>th</sup> September 2025**, being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

- B. The AGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December,



KRS



2021, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs ("MCA") and Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 and 3th October, 2024 (collectively referred to as "SEBI Circulars"), issued by Securities and Exchange Board of India, where in physical attendance of Members was not required and facility to appoint proxy to attend and cast vote for Members was not available at the AGM.

- C. I have also attended the AGM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") as per the specific Login ID for Scrutinizer provided by Company.
- D. The Company had availed remote E-voting facility offered by MUFG Intime India Private Ltd. (formerly Link Intime India Private Limited) (hereinafter referred to as the "Service Provider" or "MUFG Intime") for the purpose of E-voting by the members of the Company from **Monday 15<sup>th</sup> September 2025 (from 10.00 a.m. IST) and ended on Wednesday 17<sup>th</sup> September 2025 (till 5.00 p.m. IST)**. The E-voting facility was also offered during the course of the AGM for the members who had not voted on the resolutions through remote E-voting facility. The MUFG Intime platform was blocked thereafter.
- E. After the closure of E-voting at the AGM, the votes cast under the remote E-voting prior to the AGM and E-voting during AGM were thereafter unblocked and downloaded from the e-voting website of MUFG Intime India Private Limited in the presence of two witnesses (Names and signature given below) who are not in employment of the Company.
- F. The e-voting data / results downloaded from the E-voting website of MUFG Intime were scrutinized and reviewed, the votes were counted and the results were prepared.
- G. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to AGM by Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") and the E-voting on the resolutions contained in the notice of the AGM. My responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the total votes cast, votes in favour and against including invalid votes (if any) on resolutions contained in the said notice, based on the e-voting data / results generated from the e-voting website of MUFG Intime India Private Limited.
- H. I am herewith enclosing my report containing inter alia, list of equity shareholders who have caste their vote through remote e-voting and e-voting at the AGM as under:





**CONSOLIDATED RESULTS - VIP CLOTHING LIMITED**

**Item No. 1: ORDINARY RESOLUTION** - To receive, consider, approve and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March 2025, Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March 2025, together with the Management Report, Directors' Report and Auditors' Report thereon:

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN THE FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST	NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST		
REMOTE E-VOTING	4,44,92,091	4,44,92,091	123	4,44,91,997	99.9996	2	94	0.0002	0	0
E-VOTING AT THE AGM	68	68	5	68	0.0002	0	0	0	0	0
<b>TOTAL</b>	<b>4,44,92,159</b>	<b>4,44,92,159</b>	<b>128</b>	<b>4,44,92,065</b>	<b>99.9998</b>	<b>2</b>	<b>94</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>

**Item No. 2: ORDINARY RESOLUTION** - To appoint a Director in place of Mr. Sunil J. Pathare (DIN: 00192182), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN THE FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST	NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST		
REMOTE E-VOTING	4,44,92,091	4,44,92,091	122	4,44,91,692	99.9990	3	399	0.0009	0	0
E-VOTING AT THE AGM	68	68	5	68	0.0001	0	0	0	0	0
<b>TOTAL</b>	<b>4,44,92,159</b>	<b>4,44,92,159</b>	<b>127</b>	<b>4,44,91,760</b>	<b>99.9991</b>	<b>3</b>	<b>399</b>	<b>0.0009</b>	<b>0</b>	<b>0</b>





**Item No. 3: ORDINARY RESOLUTION (SPECIAL BUSINESS):** To appoint M/s. DMKH & Co. Chartered Accountants (Firm Registration No. 116886W) as the Statutory Auditors of the Company.

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN THE FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST	NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST		
REMOTE E-VOTING	4,44,92,091	4,44,92,091	121	4,44,91,442	99.9984	4	649	0.0015	0	0
E-VOTING AT THE AGM	68	68	5	68	0.0001	0	0	0	0	0
<b>TOTAL</b>	<b>4,44,92,159</b>	<b>4,44,92,159</b>	<b>126</b>	<b>4,44,91,510</b>	<b>99.9985</b>	<b>4</b>	<b>649</b>	<b>0.0015</b>	<b>0</b>	<b>0</b>

**Item No. 4: ORDINARY RESOLUTION (SPECIAL BUSINESS)** To appoint M/s. KRS AND Co., Practicing Company Secretaries, as the Secretarial Auditors of the Company.

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN THE FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST	NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST		
REMOTE E-VOTING	4,44,92,091	4,44,92,091	122	4,44,91,692	99.9990	3	399	0.0009	0	0
E-VOTING AT THE AGM	68	68	5	68	0.0001	0	0	0	0	0
<b>TOTAL</b>	<b>4,44,92,159</b>	<b>4,44,92,159</b>	<b>127</b>	<b>4,44,91,760</b>	<b>99.9991</b>	<b>3</b>	<b>399</b>	<b>0.0009</b>	<b>0</b>	<b>0</b>



*KRS*



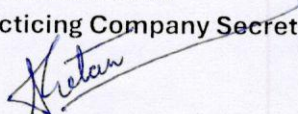
- I. From the above report, I state that all the resolutions stand passed under the E-voting process for the AGM with requisite / special majority.
- J. The electronic data and all other relevant records relating to E-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.
- K. **Restriction on Use**

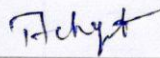
This report has been issued at the request of the Company for (i) submission to Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited (ii) placing on website of the Company and (iii) website of MUFG Intime India Private Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

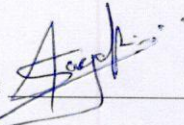


Date: 19.09.2025  
Place: Thane  
Peer Review No. 3967/2023  
ICSI UDIN: A037829G001284503  
FRN: S2017MH469000

For KRS AND CO.  
Practicing Company Secretaries

  
Mr. Ketan Ravindra Shirwadkar  
Proprietor  
Mem No. 37829  
COP No. 15386

Signature:   
Witness 1  
Name: Achyut Dubey

Signature:   
Witness 2  
Name: Sagar Joguguddi

Counter signed by

Mr. Sunil Pathare  
Chairman



General information about company	
Scrip code	532613
NSE Symbol	VIPCLOTHNG
MSEI Symbol	NOTLISTED
ISIN	INE450G01024
Name of the company	VIP CLOTHING LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-09-2025
Start time of the meeting	11:30 AM
End time of the meeting	01:17 PM



Scrutinizer Details	
Name of the Scrutinizer	Ketan Ravindra Shirwadkar
Firms Name	KRS AND CO
Qualification	CS
Membership Number	A37829
Date of Board Meeting in which appointed	06-08-2025
Date of Issuance of Report to the company	19-09-2025



Voting results	
Record date	11-09-2025
Total number of shareholders on record date	33143
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	94
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				1 - To receive, consider, approve and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2025, Statement of Profit and Loss for the financial year ended March 31, 2025 together with the Management Report, Directors' Report and Auditors' Report thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41955538	41955538	100	41955538	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41955538	41955538	100	41955538	0	100	0
Public- Institutions	E-Voting	452008	33664	7.4477	33664	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	452008	33664	7.4477	33664	0	100	0
Public- Non Institutions	E-Voting	47721973	2502889	5.2447	2502795	94	99.9962	0.0038
	Poll		68	0.0001	68	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47721973	2502957	5.2449	2502863	94	99.9962	0.0038
Total		90129519	44492159	49.3647	44492065	94	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(2)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				2 - To appoint a Director in place of Mr. Sunil J. Pathare (DIN: 00192182), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41955538	41955538	100	41955538	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41955538	41955538	100	41955538	0	100	0
Public- Institutions	E-Voting	452008	33664	7.4477	33664	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	452008	33664	7.4477	33664	0	100	0
Public- Non Institutions	E-Voting	47721973	2502889	5.2447	2502490	399	99.9841	0.0159
	Poll		68	0.0001	68	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47721973	2502957	5.2449	2502558	399	99.9841	0.0159
Total		90129519	44492159	49.3647	44491760	399	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(3)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				3 - To appoint M/s. DMKH & Co, Chartered Accountants (Firm Registration No. 116886W) as the Statutory Auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41955538	41955538	100	41955538	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41955538	41955538	100	41955538	0	100	0
Public- Institutions	E-Voting	452008	33664	7.4477	33664	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	452008	33664	7.4477	33664	0	100	0
Public- Non Institutions	E-Voting	47721973	2502889	5.2447	2502240	649	99.9741	0.0259
	Poll		68	0.0001	68	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47721973	2502957	5.2449	2502308	649	99.9741	0.0259
Total		90129519	44492159	49.3647	44491510	649	99.9985	0.0015
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(4)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				4 - To appoint M/s. KRS AND CO., Practicing Company Secretaries, as the Secretarial Auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41955538	41955538	100	41955538	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41955538	41955538	100	41955538	0	100	0
Public- Institutions	E-Voting	452008	33664	7.4477	33664	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	452008	33664	7.4477	33664	0	100	0
Public- Non Institutions	E-Voting	47721973	2502889	5.2447	2502490	399	99.9841	0.0159
	Poll		68	0.0001	68	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47721973	2502957	5.2449	2502558	399	99.9841	0.0159
Total		90129519	44492159	49.3647	44491760	399	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

