



March 24, 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: - Voting Results and Scrutinizer's Report on the Postal Ballot

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith:

- a) Voting Results of the business transacted by the Company by way of Postal Ballot Notice dated February 20, 2025.
- b) Scrutinizer's Report dated March 24, 2025.

The resolution as proposed in the Postal Ballot Notice has been passed by the shareholders by remote e-voting process with requisite majority. The Voting Results along with the Scrutinizer's Report is also available on the Company's website.

Requested you to kindly take the same on your record.

Thanking you.

For VIP Clothing Limited

Mr. Rahul Soni

Company Secretary and Compliance Officer
Membership No.: A61305

Encl: A/a.

VIP Clothing Ltd.

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@viporg.com; **Website:** www.vipclothing.in

REPORT OF SCRUTINIZERS

To,

The Chairman
VIP Clothing Limited
C-6, Road No. 22, M.I.D.C.,
Andheri (East), Mumbai – 400093

**Sub: Scrutinizer's Report on Postal Ballot Result pursuant to Section 110 of the Companies Act, 2013
and Rule 22 of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

1. APPOINTMENT AS SCRUTINIZERS:

We, **M/s. RAAM & Associates LLP**, Practicing Company Secretaries were appointed as the Scrutinizers by the Board of Directors of the Company at its meeting held on **February 12, 2025** for conducting the Postal Ballot / e-voting process in a fair and transparent manner and in accordance with the Companies Act 2013 and Rules made there under.

Our responsibility as a Scrutinizer for remote e-voting process is restricted to make a Scrutinizer's Report of the votes casted "**in favour**" or "**against**" the resolution stated in the Notice of the Postal Ballot dated **February 20, 2025** based on the reports generated from the remote e-voting system provided by **MUFG Intime India Private Limited ("MIPL")** (Formerly Link Intime India Private Limited), the authorized agency to provide remote e-voting facilities and engaged by the Company and documents furnished to us electronically by the Company and/or **MUFG Intime India Private Limited ("MIPL")** (Formerly Link Intime India Private Limited) for our verification.

2. MANAGEMENT'S RESPONSIBILITY:

The Management of the Company is responsible to ensure the compliance with the requirements of –

- (i) the Companies Act, 2013 and the Rules framed thereunder;



- (ii) the Circulars and Notifications issued by the Ministry of Corporate Affairs ('MCA') from time-to-time; and
- (iii) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') relating to remote e-voting process on the resolution contained in the Postal Ballot Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. DISPATCH OF NOTICE CONVENING THE POSTAL BALLOT MEETING AND ADVERTISEMENTS:

- i). Notice were published in **Free Press Journal (English)** dated: **February 21, 2025** and **Nav Shakti (Marathi)** dated: **February 21, 2025** respectively specifying availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email Ids by the members (both physical and demat) who are yet to register their email ids with Company, manner of voting through remote e-voting and other requisite information and contact details of RTA MUFG Intime India Private Limited ("MI IPL") (Formerly Link Intime India Private Limited).
- ii). The Company hosted the **notice** of Postal Ballot on its website and **website of the agency** providing the platform for remote e-voting and also intimated the same to the Stock Exchanges (i.e. BSE Limited and the National Stock Exchange of India Limited) on **February 20, 2025**.
- iii). On the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), MUFG Intime India Private Limited ("MI IPL") (Formerly Link Intime India Private Limited) ('RTA') the Company completed dispatch of the Notice of the Postal Ballot as under:
 - On February 20, 2025 by e-mail to 30637 members who had registered their email IDs with the Company / Depositories.



4. CUT-OFF DATE:

The Voting rights were reckoned as on **Friday, February 14, 2025**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting

5. REMOTE E-VOTING:

- (i) The Company had appointed MUFG Intime India Private Limited as the agency for providing the remote e-Voting platform.
- (ii) The **Remote e-Voting** platform was **open** from **Friday, February 21, 2025** (09:00 a.m.) to **Saturday, March 22, 2025** (5:00 p.m.). Remote E-voting was blocked by MIIPL thereafter and was not allowed to vote beyond the said time and date.
- (iii) The votes cast during the remote **e-voting were unblocked** on Saturday, **March 22, 2025** after the conclusion of the e-voting time period.
- (iv) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted 'in favour' or 'against' the resolutions that was put to vote, based on the report generated by MUFG Intime India Private Limited and relied upon by us, data regarding the remote e-voting was scrutinized on test check basis.

6. COUNTING PROCESS:

- i). On completion of the remoting e-voting period, we downloaded the final report/results on remote e-Voting from <https://instavote.linkintime.co.in/>, e-Voting platform provided by MUFG Intime India Private Limited ("MIIPL") (Formerly Link Intime India Private Limited).
- ii). The e-votes were reconciled with the records maintained by the Company and MUFG Intime India Private Limited ("MIIPL") (Formerly Link Intime India Private Limited), RTA with respect to the authorizations lodged with the Company.



7. **RESULTS:**

- i). We observed that **155** members for **resolution 1** and **154** members for **resolution 2** and **3** **respectively** had casted their votes through remoting e-voting out of which there were **no** **invalid votes**.
- ii). We submit herewith the Report with respect to the agenda item as set out in Postal Ballot Notice, is annexed herewith and marked as ***Annexure I***
- iii). Based on the aforesaid result, we report that the Resolution as contained in **Item No. 1, 2 and 3** of the Notice have been **passed with requisite majority**.
- iv). All electronic data and relevant records of voting are being handed over to the Company Secretary for safe keeping.

For RAAM & Associates LLP,
Practicing Company Secretaries,
Unique code No.: L2021MH011800,
PR: 5768/2024



Rakesh Sanghani, Designated Partner
Practicing Company Secretary
FCS: 7647. C.P. No.: 6302
UDIN: F007647F004141645

Date: March 24, 2025

Place: Mumbai

RAAM

Countersigned and received the report:
For **VIP Clothing Limited**

Chairman/Authorised Signatory

Date: March 24, 2025

Place: Mumbai

Encl: Annexure – I

RESULTS - VIP CLOTHING LIMITED**ITEM NO.1 :**

SPECIAL RESOLUTION - RE-APPOINTMENT OF MR. SUNIL PATHARE (DIN: 00192182) AS CHAIRMAN AND MANAGING DIRECTOR FOR THE PERIOD OF THREE (3) YEARS, COMMENCING FROM APRIL 1, 2025.:

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	90,129,519	44,398,702	149	44,390,369	99.981%	6	8,333	0.0188%	-	20
TOTAL	90,129,519	44,398,702	149	44,390,369	99.981%	6	8,333	0.0188%	-	20

ITEM NO.2 :

SPECIAL RESOLUTION - APPOINTMENT OF MR. KAPIL PATHARE (DIN: 01089517) AS A DEPUTY MANAGING DIRECTOR FOR THE PERIOD OF THREE (3) YEARS, COMMENCING FROM APRIL 1, 2025.:

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	90,129,519	44,398,102	147	44,389,724	99.981%	7	8,378	0.0189%	-	620
TOTAL	90,129,519	44,398,102	147	44,389,724	99.981%	7	8,378	0.0189%	-	620

ITEM NO.3 :

SPECIAL RESOLUTION - APPOINTMENT OF MR. UDAY LAXMAN AJGAONKAR (DIN: (02219286) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.:

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	90,129,519	44,398,102	147	44,389,678	99.981%	7	8,424	0.0190%	-	620
TOTAL	90,129,519	44,398,102	147	44,389,678	99.981%	7	8,424	0.0190%	-	620



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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-03-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	RAKESH SANGHANI
Firms Name	RAAM & Associates LLP
Qualification	CS
Membership Number	7647
Date of Board Meeting in which appointed	12-02-2025
Date of Issuance of Report to the company	24-03-2025

Voting results	
Record date	14-02-2025
Total number of shareholders on record date	32536
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				1. Re-Appointment of Mr. Sunil Pathare (DIN: 00192182) as Chairman and Managing Director for the period of Three (3) Years, commencing from April 1, 2025.				
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	402055	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	402055	0	0	0	0	0	0
Public- Non Institutions	E-Voting	47771926	2443164	5.1142	2434831	8333	99.6589	0.3411
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47771926	2443164	5.1142	2434831	8333	99.6589	0.3411
Total		90129519	44398702	49.261	44390369	8333	99.9812	0.0188
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	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				2 - Appointment of Mr. Kapil Pathare (DIN: 01089517) as a Deputy Managing Director for the period of Three (3) Years, Commencing From April 1, 2025.				
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	402055	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	402055	0	0	0	0	0	0
Public- Non Institutions	E-Voting	47771926	2442564	5.113	2434186	8378	99.657	0.343
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47771926	2442564	5.113	2434186	8378	99.657	0.343
Total		90129519	44398102	49.2603	44389724	8378	99.9811	0.0189
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	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				3. Appointment of Mr. Uday Laxman Ajgaonkar (DIN: 02219286) as a Non – Executive Independent Director 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	402055	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	402055	0	0	0	0	0	0
Public- Non Institutions	E-Voting	47771926	2442564	5.113	2434140	8424	99.6551	0.3449
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47771926	2442564	5.113	2434140	8424	99.6551	0.3449
Total		90129519	44398102	49.2603	44389678	8424	99.981	0.019
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	

