



Renu Bang & Associates
Practicing Company Secretaries

304, Rinka Tower, Bageshree Park, Shiv Sena Gally, Bhayander (West), Thane-401101
Contact No: 9930405089
Membership No. F10052
CP No. 12913
email- bangrenu@gmail.com

To,
VIP Clothing Limited
C-6, Road No.22, M.I.D.C.,
Andheri (East), Mumbai – 400 093.

Dear Sir,

Sub: Certificate as per Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

We, Renu Bang & Associates, Practicing Company Secretary, have verified the relevant records and documents of VIP Clothing Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that, the proposed issue of upto 1,01,50,000 (One Crore One Lac Fifty Thousand) warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) (“Warrants”), on Preferential basis, to specified person(s) under Promoter / Promoter Group of the Company and certain identified non-promoter persons, subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), is being made in accordance with the requirements of these regulations.

This Certificate is provided in accordance with the SEBI ICDR Regulations and no person shall use this certificate for any other purpose other than expressly mention herein unless the written permission obtained in this regard from the issuer of this Certificate.

For Renu Bang & Associates
Practicing Company Secretaries

Renu Bang
Membership No. – F10052
C. P. No. - 12913
UDIN: FO10052D002672140
Date: 9th December 2022.

