



September 15, 2023

To,

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

Scrip Code : 532613

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.

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 33rd Annual General Meeting (AGM) of VIP Clothing Limited held on Thursday, 14th September, 2023 at 11.30 a.m.

Requested you to kindly take the same on your record.

Thanking you.

For VIP Clothing Limited


Archana Mungunti
Company Secretary
Membership no.: A-31071
Date: 23.09.2022



Encl: A/a.

VIP Clothing Ltd.

Registered Add.: C-6, Street No. 22, MIDC,
Andheri (E), Mumbai - 400 093. India.

CIN : L18101MH1991PLC059804

T : +91 (22) 28257624
T : +91 (22) 28257627

E : info@viporg.com
W : www.vipclothing.in

Office: 26, Orchid Plaza, Behind SBI., R. T. Road, Dahisar (East), Mumbai – 400068;
Tel: 022-28978414 / 28483441; **Email:** rsmp.pcs@gmail.com

REPORT OF SCRUTINIZERS – CONSOLIDATED

To,

The Chairman of 33rd Annual General Meeting of the Members of VIP CLOTHING LIMITED (herein after the "Company"), held on Thursday, September 14, 2023 at 11:30 a.m. (IST) through Video Conferencing ('VC') /Other Audio-Visual Means ('OAVM').

Dear Sir,

1. APPOINTMENT AS SCRUTINIZERS:

We, RS & MP Associates, Company Secretaries in practice, were appointed as the Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing on the resolutions contained in the notice dated August 10, 2023 ("Notice") convening the 33rd Annual General Meeting ('AGM') of the Equity Shareholders of the Company, held on Thursday, September 14, 2023 at 11:30 a.m. through Video Conferencing ('VC') /Other Audio-Visual Means ('OAVM') -

- (i) Remote e-voting process, before the AGM, using an electronic voting system on the date referred to in the notice calling the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) Electronic Voting process at the AGM held on Thursday, September 14, 2023 through electronic voting system under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Pursuant to Section 101, 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).



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 and the e-Voting process on the resolutions contained in the AGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. **SCRUTINIZER'S RESPONSIBILITY**

Our responsibility as Scrutinizer for the voting process (remote e-voting as well as the e-Voting process during AGM) is restricted to make a Scrutinizer's Report of the votes casted "in favor" or "against" the resolutions stated in the Notice, based on the reports generated from the system provided by Link Intime India Private Limited for e-voting conducted during at the AGM and reports generated from the remote e-voting system provided by 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 Link Intime India Private Limited for our verification.

4. **NOTICE CONVENING THE MEETING:**

The Company has informed that –

- i). Pursuant to General Circulars no. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated January 13, 2021 and the General Circular No.: 21/2021 dated December 14, 2021 and the General Circular No.: 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 respectively and other applicable Circular / notification as may be issued by the MCA from time to time (collectively referred to as 'MCA Circulars') and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (referred to as 'SEBI Circular') and other applicable Circular / notification as may be issued by the MCA from time to time, advertisement was published in Free Press Journal (English Newspaper) dated: August 22, 2023 and August 23, 2023 and Nav Shakti (Marathi Vernacular Language



Newspaper) dated: August 22, 2023 and August 23, 2023 specifying the date and time of AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email Ids by the members who are yet to register their email ids with Company, manner of voting through remote e-voting or through e-voting system during the AGM, etc.

- ii). The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to the Stock Exchanges (i.e. BSE Limited and the National Stock Exchange of India Limited) on August 22, 2023.
- 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'), the Company completed dispatch of the Notice of the AGM as under:
 - On August 22, 2023 by e-mail to 26,776 members who had registered their email IDs with the Company / Depositories.

5. **CUT-OFF DATE:**

The Voting rights were reckoned as on Thursday, September 07, 2023, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting during the AGM.

6. **REMOTE E-VOTING:**

- (i) The Company had appointed Link Intime India Private Limited as the agency for providing the remote e-Voting platform.
- (ii) Remote e-Voting platform was open from Monday, September 11, 2023 (10:00 a.m.) to Wednesday, September 13, 2023 (5:00 p.m.) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the e-Voting platform provided by Link Intime India Private Limited.
- (iii) The votes cast during the remote e-voting were unblocked on September 14, 2023 after the conclusion of the AGM.



(iv) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted 'in favour' or 'against' on each of the resolutions that was put to vote, Based on the report generated by Link Intime India Private Limited and relied upon by us, data regarding the remote e-voting was scrutinized on test check basis.

7. **VOTING AT THE AGM:**

i). The Company had appointed Link Intime India Private Limited as the agency for providing the e-Voting system/ platform during the AGM. The Company through the aforesaid agency had provided the facility for voting through e-Voting at the AGM and members, who have not casted their vote by remote e-voting were allowed to exercise their right to e-vote during the AGM.

8. **COUNTING PROCESS**

i). On completion of AGM and e-Voting at the AGM, we downloaded the final report/results on remote e-Voting from <https://instavote.linkintime.co.in>, e-Voting platform provided by Link Intime India Private Limited and e-Voting by Members at the AGM were provided by Link Intime India Private Limited via separate link, the agency appointed for e-Voting process during the AGM.

ii). The e-votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations lodged with the Company.

9. **RESULTS:**

i). We observed that

a) 6 members had casted their votes vide Insta-Voting facilities provided during the AGM out of which there were no invalid votes.

b) 119 members had casted their votes through remote e-Voting out of which there were no invalid votes.

ii). The Consolidated Results with respect to each item on the agenda as set out in the Notice, is annexed herewith and marked as **ANNEXURE - I**.



- iii). Based on the aforesaid results, I report that Two (2) Ordinary Resolutions as contained in Item No. 1 and Item No.2 respectively of the Notice have been passed with requisite majority.

10. ELECTRONIC DATA AND RELEVANT RECORDS OF VOTING

All electronic data and relevant records of voting are being be handed over to the Company Secretary for safe keeping.

For RS & MP ASSOCIATES, Company Secretaries,

Unique code No.: P2017MH061400,

PR: 1773/2022

M/S. RS & MP ASSOCIATES



Rakesh Sanghani, PARTNER

Scrutinizer

FCS: 7647. C.P. No.: 6302

UDIN: F007647E001001728

Date: September 14, 2023

Place: Mumbai

Counter signed by the Chairman of AGM
VIP Clothing Limited

Encl: Annexure – I

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 31st March, 2023, Statement of Profit and Loss for the financial year ended 31st March, 2023 together with the Management Report, Directors' Report and Auditors' Report thereon:

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	4,15,08,585	4,15,08,585	118	4,15,08,584	100.000%	1	1	0.0000%	-	-
INSTA-VOTING AT THE AGM	1,289	1,289	6	1,289	100.000%	-	-	0.0000%	-	-
TOTAL	4,15,09,874	4,15,09,874	124	4,15,09,873	100.0000%	1	1	0.0000%	-	-

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 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	4,15,08,585	4,15,08,585	118	4,15,08,544	100.000%	1	41	0.0001%	-	-
INSTA-VOTING AT THE AGM	1,289	1,289	6	1,289	100.000%	-	-	0.0000%	-	-
TOTAL	4,15,09,874	4,15,09,874	124	4,15,09,833	99.9999%	1	41	0.0001%	-	-

UDIN: F007647E001001728

