

**ANNUAL SECRETARIAL COMPLIANCE REPORT  
of VIP CLOTHING LIMITED for the for the financial year ended March 31, 2025**

We, **RAAM & Associates LLP**, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **VIP CLOTHING LIMITED** (CIN: L18101MH1991PLC059804) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended **March 31, 2025** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable to the Company for the financial year under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable to the Company for the financial year under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; **Not applicable to the Company for the financial year under review**



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- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and circulars/ guidelines issued thereunder and dealing with client;
- (j) other regulations as applicable.

Based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr No	Compliance Requirement (Regulations/ circulars/ Guidelines/ including specific clause)	Regulation Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remark of the PCS	Management response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Observation/ Remark of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ Guidelines/ including specific clauses)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The Company had filed PDF within timelines but there was a delay of one day in filing XBRL sheet	Violation of Regulation 23(9) for delay in filing XBRL format	Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that disclosure of	1. Violation of Regulation 23(9) 2. The Company had filed PDF within timelines but there was a delay of one day in filing	Sought Clarification	There was no further action on this Violation of Regulation 23(9)



		related party transactions within 30 days from the date of publication of its stand alone and consolidated financial statements for the half year	XBRL sheet 3. Actions taken by BSE & NSE 4. Fine of Rs. 5900 (including 18% GST)		
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I We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<b><u>Secretarial Standards:</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),	Yes	
2.	<b><u>Adoption and timely updation of the Policies:</u></b>  <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes  Yes	
3.	<b><u>Maintenance and disclosures on Website:</u></b>  <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes  Yes	



	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	
4.	<b><u>Disqualification of Director</u></b>  None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b>  a) Identification of material subsidiary companies;  b) Disclosure requirement of material as well as other subsidiaries	N. A.  N. A.	The Listed entity does not have any Material Subsidiary.
6.	<b><u>Preservation of Documents</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	<b><u>Performance Evaluation</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<b><u>Related Party Transactions</u></b>  a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;	Yes	



	<p>or</p> <p>b) In case no prior approval obtained, The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.</p>	N. A.	No such instances observed.
9.	<p><b><u>Disclosure of events or information</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity follows Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b></p>		



	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	
13.	<b><u>Additional non-compliances, if any:</u></b>  No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.	N.A.	No such non-compliance observed.

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations – **Not Applicable**

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



Amit K Trivedi, Partner  
FCS: 11522 CP No.: 7059  
UDIN: F011522G000407170

Date: May 22, 2025  
Place: Mumbai



**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 listed entities.
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 have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Date: May 22, 2025  
Place: Mumbai

**RAAM & ASSOCIATES LLP,**  
**Company Secretaries**  
**Unique code No.: L2021MH011800**

**PR: 5768/2024**

**Amit K Trivedi, Partner**

**FCS: 11522 CP No.: 7059**

**UDIN: F011522G000407170**