



SECRETARIAL COMPLIANCE REPORT
of VIP CLOTHING LIMITED for the year ended March 31, 2020

I, Rakesh Sanghani, Practising Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **VIP CLOTHING LIMITED** ("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 certification,

for the year ended **March 31, 2020** ("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; - **Not applicable to the Company for the financial year under review**
- (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) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable to the Company for the financial year under review**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not applicable to the Company for the financial year under review**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I 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 as specified under point (c);
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
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The Company had received letter dated: March 17, 2020 from The National Stock Exchange of India Limited ('NSE') in regards on the non-disclosure of information in the Annual Report for FY 2018-19 relating to (i). Certificate from Practicing Company Secretary that none of the Directors on the Board of Company have been debarred or

disqualified from being Directors of the Company; and (ii) Detail of Fees paid to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is part. The Company had vide its letter dated: March 20, 2020 furnished details/documents on disclosure had complied with to the NSE on the non-compliance of non-disclosure of information(s) as stated above.

- (d) There were no items for which the listed entity was ought to have taken any actions to comply with the observations made in our previous year's Secretarial Compliance Report dated: May 18, 2019.

Rakesh Sanghani
Practising Company Secretary
FCS: 7647 CP No.: 6302

UDIN: F007647B000417243

Date: 06/07/2020

Place: Mumbai