



To,
The Board of Directors
VIP Clothing Limited
C-6 Road No 22 MIDC
Marol Andheri East,
Mumbai, Maharashtra, India, 400093

Dear Sir,

**CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON COMPLIANCE
WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY VIP
CLOTHING LIMITED IN TERMS OF CHAPTER V OF SEBI (ISSUE OF CAPITAL
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018**

I, Abhishek Wagh, Practicing Company Secretary (ACS No. 65319 and COP No. 26968) and Proprietor of Abhishek Wagh & Associates, have, verified the relevant records and documents of **VIP Clothing Limited ("the Company")** with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottees are ineligible for allotment in proposed promoter / non-promoter category in terms of Regulation 159 of SEBI (ICDR) Regulations, 2018.
- b) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
- c) the allottees have pre-preferential holding of 3,55,97,382 equity shares in the Company and the process have been initiated for lock-in on the said pre-preferential holdings with effect from Tuesday, May 12, 2026 in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018.
- d) Management Responsibility:

The compliance with Chapter V of the ICDR Regulations for the preferential issue is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant support records and documents, this responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of internal controls relevant to the preparation/ presentation of the Notice and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.




The Management is also responsible for providing all relevant information to SEBI, BSE Limited and National Stock Exchange of India Limited.

The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:

- i. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- ii. Determine the minimum price of the warrants in accordance with Regulation 164 of the ICDR Regulations 2018.
- iii. Compliance with the all-other requirements of the SEBI ICDR Regulations 2018.

e) Certifier's Responsibility

Pursuant to the requirements of sub-Para 2 of Regulation 163 of part III of chapter V of the ICDR Regulations, it is my responsibility to obtain limited assurance and conclude as to whether the details of the Proposed Preferential Issue is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue.

f) With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, I have performed the following procedures to confirm the compliance with required conditions:

- a.
 - i. Noted the relevant date i.e. Tuesday, May 12, 2026, being the date thirty days prior to the date on which the resolution shall be deemed to be passed, i.e. the June 11, 2026; and
 - ii. Verified that the Company has obtained requisite undertaking from the Proposed Allottee to ensure that they have not sold or transferred any equity shares of the Company from the relevant date up to a period of 90 trading days from the date of allotment of such securities
- b. Read the Notice of EOGM and verified that special resolution for Proposed Preferential Issue of Convertible Warrants for Cash Consideration of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations.
- c. With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations, and recomputed the arithmetical accuracy of calculation of the minimum price of the proposed issue.
- d. Read the certified copy of the resolution passed at the Board meeting held on the May 18, 2026 produced before us by the management containing the list of the Proposed Allottees.
- e. Conducted relevant management inquiries and obtained necessary



representations.

g) Conclusion

Based on my examination as above, and the information and explanations given to me, the proposed issue is in accordance with the requirements of the SEBI ICDR Regulations 2018 as applicable to the preferential issue.

h) Restriction on distribution or use

My work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders of the Company (on the website of the Company) so as to provide them requisite information for approving the proposed preferential issue and for the purpose of further submission to the stock exchange and should not be used by any other person or for any other purpose.

Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing. Also, I neither accept nor assume any duty or liability for any other purpose or to any other party to whom my certificate is shown or into whose hands it may come without my prior written consent.

For Abhishek Wagh & Associates


Abhishek Wagh
Proprietor

Membership No. A65319
COP No. 26968
Peer Review No. 7871/2026
UDIN: A065319H000393229



Date: May 18, 2026
Place: Mumbai