



Annexure IV

Format of the confirmation to be submitted by the Statutory Auditors/ Practicing Chartered Accountant/ Practicing Company Secretary on their letterhead:

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of VIP CLOTHING LIMITED Warrants convertible into Equity shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, M/s. Abhishek Wagh & Associates, Practicing Company Secretaries, (ACS:A65319, COP 26968), 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:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- Except the Allottees mentioned in point (c), none of the proposed allottees hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- The Company has initiated process of lock-in on pre-preferential shareholding of each of proposed allottee(s) in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/pledge of pre-preferential holding from May 12, 2026 till January 31, 2028. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Sunil Jaykumar Pathare	IN301549-17890043	1,69,92,008	May 12, 2026	January 31, 2028	SBICA P Trustee	Continuous until




					Company Ltd	revoked
Kapil Jaykumar Pathare	IN300476-42975935 IN301549-17960317	1,50,65,548	May 12, 2026	January 31, 2028	NA	NA
Kanishk Sunil Pathare	12087500-00029180	9,35,749	May 12, 2026	January 31, 2028	NA	NA
Ashok Kishanchand Bhatia	IN300749-10795076	10,83,766	May 12, 2026	January 31, 2028	NA	NA
Manta Ashok Bhatia	IN300749-10879379	4,72,085	May 12, 2026	January 31, 2028	NA	NA
Ruchita Suresh Bhatia	12033200-45175499	24,000	May 12, 2026	January 31, 2028	NA	NA
Sonia Vyas	12044700-22608051 12034600-00335194	29,597	May 12, 2026	January 31, 2028	NA	NA
Johar Hasan. Zojwalla	12013200-01640644 IN302679-35403538	3,56,886	May 12, 2026	January 31, 2028	NA	NA
Shokin Packaging Pvt Ltd	12011300-00701331	6,37,743	May 12, 2026	January 31, 2028	NA	NA

(*) client id/ folio no in case allottee hold the securities in physical form

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) 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.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”

Abhishek Wagh




- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2026-27 and 2027-28 is more than 5 % of the post issue fully diluted share capital of the issuer.

OR

The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. _____ is less than 5% of the post issue fully diluted share capital of the issuer.

**For, Abhishek Wagh & Associates
Company Secretaries**


Abhishek Wagh



**Date: May 19, 2026
ICSI UDIN: A065319H000422313
Place: Mumbai**

**Proprietor
ACS 65319
COP 26968
Peer Review No: 7871/2026**