



VIP CLOTHING LIMITED

Registered Office: C-6, Street No. 22, MIDC, Andheri (East), Mumbai - 400 093

CIN: L18101MH1991PLC059804

Tel.: 022 – 28257624 / 27; **Fax:** 022 – 28371023

Website: www.vipclothing.in; **Email Id:** investor.relations@viporg.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of VIP Clothing Limited (“the Company”) will be held on Monday, 5th August, 2024 at 4:30 p.m. through Video Conferencing / Other Audio-Visual Means to transact the following business:

SPECIAL BUSINESS

1. Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the companies Act' 2013 read with Companies (Prospectus and Allotment of securities) Rules, 2014 and the Companies (Share capital and Debentures) Rules , 2014 and such others relevant rules and regulations made there under (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the enabling provisions the Memorandum and Articles of Association of the company, provisions of the uniform listing agreement entered into by the Company with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed (collectively referred to as ”Stock Exchanges”), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”),and rules and regulations framed thereunder as in force, the guidelines, rules and regulations of the Security and Exchange Board of India (“SEBI”), as amended including the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), SEBI (Issue of capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) and SEBI (Substantial acquisition of Shares and Takeover) Regulations 2011, (“SEBI SAST Regulations”) each as amended from time to time and as in force and subject to any other applicable rules, regulations, guidelines, notifications' circulars and clarifications issued thereon by the Government of India, Ministry of Corporate Affairs, Reserve Bank India, Securities and Exchange Board of India (“SEBI”), the Stock Exchanges and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such requisite approvals, consents, permissions and/or sanctions of Applicable Regulatory Authorities, as may be required and subject to such conditions and modification as may be imposed or prescribed by any of them, while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to and accepted by the Board of Directors of the company (“Board” which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, upto 93,06,000 (Ninety Three Lakhs Six Thousand) equity shares of the Company of face value of Rs. 2/- each fully paid (“the Equity Shares”) at a price of Rs. 45/- (Rupees Forty-Five Only), (including a premium of Rs. 43/- (Rupees Forty Three Only) per equity share) (hereinafter referred to as the “Issue Price”), which is not less than the floor price as on the Relevant Date, determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, aggregating upto Rs. 41,87,70,000/- (Rupees Forty One Crores Eighty Seven Lakhs Seventy Thousand Only) on a preferential basis, for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and

conditions as the Board may, in its absolute discretion think fit to the following person(s) belonging to the Non-promoter category (hereinafter referred to as “Proposed Allottees”).

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1.	Vijay Singla	Individual	10,00,000	Non - Promoter	Non-QIB
2.	Areeza India Strategy Partners	Limited Liability Company	5,00,000	Non - Promoter	Non-QIB
3.	Eastend Infrastructure Private Limited	Company	5,00,000	Non - Promoter	Non-QIB
4.	Amit Raj Family Trust	Trust	5,00,000	Non - Promoter	Trust
5.	B Karunakar Reddy	Individual	5,00,000	Non - Promoter	Non-QIB
6.	Kamlesh Gupta	Individual	5,00,000	Non - Promoter	Non-QIB
7.	Prajal Bhandari	Individual	4,72,000	Non - Promoter	Non-QIB
8.	APR Holding and Investments LLP	Limited Liability Company	4,00,000	Non - Promoter	Non-QIB
9.	Superstar Investment Private Limited	Company	2,50,000	Non - Promoter	Non-QIB
10.	Samir Shah	Individual	2,25,000	Non - Promoter	Non-QIB
11.	Ganga Devi Loya	Individual	2,22,000	Non - Promoter	Non-QIB
12.	Crown Securities Private Limited	Company	2,00,000	Non - Promoter	Non-QIB
13.	O. Subbi Rami Reddy	Individual	2,00,000	Non - Promoter	Non-QIB
14.	Vardhman Jain	Individual	2,00,000	Non - Promoter	Non-QIB
15.	Sanivarapu Reddy	Individual	2,00,000	Non - Promoter	Non-QIB
16.	P P Ind Private Limited	Company	2,00,000	Non - Promoter	Non-QIB
17.	Paras Arora	Individual	1,65,000	Non - Promoter	Non-QIB
18.	Namitha Lanka	Individual	1,50,000	Non - Promoter	Non-QIB
19.	Hareesh Somalal Vyas	Individual	1,25,000	Non - Promoter	Non-QIB
20.	Nandkishore Partani HUF	Hindu Undivided Family	1,12,000	Non - Promoter	Non-QIB
21.	Shyam Tapadia	Individual	1,01,000	Non - Promoter	Non-QIB
22.	Priyanshi Shah	Individual	1,00,000	Non - Promoter	Non-QIB
23.	Bluecheck Advisors LLP	Limited Liability Company	1,00,000	Non - Promoter	Non-QIB
24.	Jay Agarwal	Individual	1,00,000	Non - Promoter	Non-QIB
25.	Monisha Gurbani	Individual	1,00,000	Non - Promoter	Non-QIB
26.	A Krishna Sai Kumar	Individual	1,00,000	Non - Promoter	Non-QIB
27.	Manoj Kumar Girnani	Individual	1,00,000	Non - Promoter	Non-QIB
28.	Arpit Khandelwal	Individual	1,00,000	Non - Promoter	Non-QIB
29.	Ashish Indravadan Sheth	Individual	1,00,000	Non - Promoter	Non-QIB
30.	Ashish I Sheth HUF	Hindu Undivided Family	1,00,000	Non - Promoter	Non-QIB
31.	Brijesh Jasmukh Bhai Savani	Individual	1,00,000	Non - Promoter	Non-QIB
32.	Pabari Vinodkumar Vrajlal	Individual	1,00,000	Non - Promoter	Non-QIB
33.	Pratik Jayeshbhai Maniyar	Individual	1,00,000	Non - Promoter	Non-QIB
34.	Sheth Jigna Ashish Kumar	Individual	1,00,000	Non - Promoter	Non-QIB
35.	Sheth Sakshi Ashish	Individual	1,00,000	Non - Promoter	Non-QIB
36.	Sheth Sarojben Indravadan	Individual	1,00,000	Non - Promoter	Non-QIB
37.	Tejas Abhiram Bhai Nathwani	Individual	1,00,000	Non - Promoter	Non-QIB
38.	Yash Vipin Bhai Nathwani HUF	Hindu Undivided Family	1,00,000	Non - Promoter	Non-QIB
39.	Everon Advisors Private Limited	Company	50,000	Non - Promoter	Non-QIB
40.	Mayank Vinod Kumar Gupta	Individual	50,000	Non - Promoter	Non-QIB
41.	Navin Dedhia	Individual	50,000	Non - Promoter	Non-QIB
42.	Sejal Rakesh Zaveri	Individual	50,000	Non - Promoter	Non-QIB
43.	Vasant N Shah	Individual	50,000	Non - Promoter	Non-QIB
44.	Jigar Kantilal Gala	Individual	50,000	Non - Promoter	Non-QIB
45.	Prakash Fofani HUF	Hindu Undivided Family	50,000	Non - Promoter	Non-QIB
46.	Pancham Narula	Individual	50,000	Non - Promoter	Non-QIB
47.	Rashmi Doshi	Individual	50,000	Non - Promoter	Non-QIB
48.	CVS Kiran	Individual	50,000	Non - Promoter	Non-QIB
49.	Jayam Nagesh	Individual	50,000	Non - Promoter	Non-QIB
50.	Manohar Saini	Individual	50,000	Non - Promoter	Non-QIB

51.	Pagadal Akhila Srinivas	Individual	50,000	Non - Promoter	Non-QIB
52.	Vemulapalli Satvik Chandra Sai	Individual	50,000	Non - Promoter	Non-QIB
53.	Anju Bala Khandelwal	Individual	50,000	Non - Promoter	Non-QIB
54.	Mahavir Jain	Individual	50,000	Non - Promoter	Non-QIB
55.	Kevin P Shah	Individual	29,500	Non - Promoter	Non-QIB
56.	Rishabh P Shah	Individual	29,500	Non - Promoter	Non-QIB
57.	Niha Nagar	Individual	25,000	Non - Promoter	Non-QIB
	Total		93,06,000		

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company is determined to be 5th July, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting. to approve this offer.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to the proposed allottees under the Preferential Issue shall be subject to following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

The Equity Shares to be issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company;

- (i) The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- (ii) The price of each equity share will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date and in compliance with the provisions of Companies Act, 2013 and Rules made thereunder;
- (iii) Subject to the provisions of Regulation 170 of the ICDR Regulations, the Equity Shares shall be allotted by the Company to the Investor within a period of 15 days from the date of passing of the shareholders’ resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchange or other relevant authorities;
- (iv) Equity Shares to be issued and allotted shall be subject to lock in as provided under Regulation 167 of the SEBI (ICDR) Regulations;
- (v) The Subscription Shares so offered, issued and allotted will be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as applicable;
- (vi) The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Subscriber be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initiated by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscriber inviting the Subscriber to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from CS Rakesh Sanghani of RS & MP Associates, Practicing Company Secretary (Membership No. 7647 CP No. 6302) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company and/or Key Management Personnel of the Company be and are hereby severally authorized to do all such acts, deeds,

matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Subscription Shares, listing of the Subscription Shares on the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Subscription Shares, utilization of issue proceeds, signing all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, whether existing or to be constituted, any other director(s), and/or officer(s) of the Company.”

2. Issue of Convertible Equity Warrants on preferential basis to Promoters and certain identified Non-Promoter persons/entities

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the companies Act' 2013 read with Companies (Prospectus and Allotment of securities) Rules, 2014 and the Companies (Share capital and Debentures) Rules , 2014 and such others relevant rules and regulations made there under (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the enabling provisions the Memorandum and Articles of Association of the company, provisions of the uniform listing agreement entered into by the Company with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed (collectively referred to as ”Stock Exchanges”), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”),and rules and regulations framed thereunder as in force , the guidelines, rules and regulations of the Security and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), SEBI (Issue of capital and Disclosure Requirements) Regulations, 2018 (“**SEBI (ICDR) Regulations**”) and SEBI (Substantial acquisition of Shares and Takeover) Regulations 2011, (“**SEBI SAST Regulations**”) each as amended from time to time and as in force and subject to any other applicable rules, regulations, guidelines, notifications' circulars and clarifications issued thereon by the Government of India, Ministry of corporate Affairs, Reserve Bank India, Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges and/or any other statutory/ regulatory authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and subject to such requisite approvals, consents, permissions and/or sanctions of Applicable Regulatory Authorities, as may be required and subject to such conditions and modification as may be imposed or prescribed by any of them, while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to and accepted by the Board of Directors of the company (“**Board**” which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, upto 1,23,03,000 (One Crore Twenty Three Lakhs Three Thousand) fully Convertible equity warrants (“**Warrants**”) with each warrant convertible into or exchangeable for One (1) fully paid up equity share of the Company of face value of Rs. 2/- each (“the Equity Shares”) at an

Issue price of Rs. 45/- (Rupees Forty Five Only) per Warrant (including premium of Rs. 333/- per Warrant) (“Warrants Issue Price”) which is not less than the floor price as on the Relevant Date, determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, aggregating upto 70,28,40,362/- (Rupees Seventy Crores Twenty-Eight Lakhs Forty Thousand Three Hundred and Sixty-Two only) on a preferential basis, for cash and in such form and manner and in accordance with the terms of the Warrants as set out herein and subject to provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit to the following person(s) belonging to the Promoter and Non-promoter category (hereinafter referred to as “Proposed Allottees”).

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1.	Prajal Bhandari	Individual	25,00,000	Non-Promoter	Non-QIB
2.	Mukesh Kimtani	Individual	22,50,000	Non-Promoter	Non-QIB
3.	Nancy Trader	Individual	22,50,000	Non-Promoter	Non-QIB
4.	Rekha Bhandari	Individual	10,00,000	Non-Promoter	Non-QIB
5.	Chetan Singla	Individual	7,00,000	Non-Promoter	Non-QIB
6.	Dhairya D Shah	Individual	6,03,000	Non-Promoter	Non-QIB
7.	Adiraju Rajendra Prasad	Individual	6,00,000	Non-Promoter	Non-QIB
8.	VKC Corporate Solutions Private Limited	Company	5,00,000	Non-Promoter	Non-QIB
9.	Bluegold Securities Pvt Ltd	Company	4,00,000	Non-Promoter	Non-QIB
10.	Brainview Investment And Trading Private Limited	Company	4,00,000	Non-Promoter	Non-QIB
11.	Gangula S Reddy	Individual	2,00,000	Non-Promoter	Non-QIB
12.	Piyush Gala	Individual	2,00,000	Non-Promoter	Non-QIB
13.	Prerana Nitin Kedia	Individual	2,00,000	Non-Promoter	Non-QIB
14.	Rama Harshad Kela	Individual	2,00,000	Non-Promoter	Non-QIB
15.	Crown Securities Private Limited	Company	1,00,000	Non-Promoter	Non-QIB
16.	Rajan Basu	Individual	1,00,000	Non-Promoter	Non-QIB
17.	Dipesh Umesh Kedia	Individual	1,00,000	Non-Promoter	Non-QIB
	Total		1,23,03,000		

“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company is determined to be 5th July, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve this offer”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be subject to following terms and conditions, apart from others as prescribed under applicable laws:

- (i) Amount payable on allotment of Warrants shall be 25% of the Issue Price (i.e. Rs. 11.25) of the Warrant and balance 75% (i.e. Rs. 33.75) of the Issue Price of the Warrant would be payable at the time of conversion of Warrant into Equity shares. Each Warrant is convertible into one Equity shares of the face value of Rs 2/- each fully paid up of the Company.
- (ii) The proposed Warrants shall be issued and allotted by the Company to Proposed Promoter and Non-Promoters Allottees within a period of Fifteen (15) days from the date of passing of resolution. Provided that where the issue and allotment of the proposed Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- (iii) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, for allotment of one Equity Share of face value of Rs. 2/- (Rupees Five only) fully paid up for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- (iv) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division/re-classification of equity shares or such other similar event so

or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

- (v) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- (vi) The Equity Shares to be so allotted on exercise of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- (vii) In the event the warrant holder(s) does not exercise the Warrants within Eighteen (18) months from the date of allotment of the Warrants, then such Equity Warrants shall lapse, and the amount paid shall stand forfeited by the Company;
- (viii) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter- alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- (ix) The Warrants and the Equity Shares being allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- (x) The respective Warrant Holders shall make payment of Warrant Issue Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company;
- (xi) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
- (xii) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from CS Rakesh Sanghani of RS & MP Associates, Practicing Company Secretary (Membership No. 7647 CP No. 6302) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.”

“RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Convertible Warrants to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares issued upon conversion of the said warrants shall rank pari passu with the existing equity shares of the Company in all respects

“RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the Warrants convertible into Equity Shares, and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of warrants convertible into Equity Shares, and to authorize all such person as may be deemed necessary, in

connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any of the Director/ key managerial personnel/ officers of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors, monitoring agency to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors
FOR VIP Clothing Limited**

**Sd/-
Sunil Jaykumar Pathare
(Chairman & Managing Director)
DIN: 00192182**

Registered Office: C-6, Stree No 22, MIDC, Andheri (East),
Mumbai, Maharashtra, 400093,
Email: investor.relations@viporg.com
Website: www.vipclothing.in

Date: 12th July, 2024
Place: Mumbai

NOTES:

1. Pursuant to the General Circular No 09/2023 dated 25/09/2023 and 20/2020 dated 05/05/2020 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI /HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated 07/10/2023 issued by Security and Exchange Board of India and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”) in this regard, companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the said Circulars, the EGM of the Company is being held through VC/OAVM. Since the EGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. C-6, Street No. 22, MIDC, Andheri (East), Mumbai - 400 093, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM.
3. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the MCA and SEBI Circular, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice has been uploaded on the website of the Company at www.vipclothing.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e.

BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

6. In view of the “Green Initiatives in Corporate Governance” introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
7. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees. Members seeking inspection of the aforementioned documents can send an email to investor.relations@viporg.com.
8. The members can join the EGM through VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for minimum 1,000 members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of ‘first come first serve’ basis. The Members will be able to view the proceedings on National Securities Depository Limited’s (‘NSDL’) e-voting website at www.evoting.nsdl.com.
9. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs: investor.relations@viporg.com with a copy marked to evoting@nsdl.com.
10. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. The Company has appointed CS Rakesh Sanghani of RS & MP Associates, Practicing Company Secretary (Membership No. 7647 CP No. 6302), as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.
13. The result declared along with the Scrutinizer’s Report will be forwarded to BSE Limited and National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company’s website www.vipclothing.in and on the website of NSDL www.evoting.nsdl.com immediately.
14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.
15. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, 29th July, 2024, will be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
16. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Monday, 29th July, 2024 will be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

17. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
18. The voting rights of the Members shall be in proportion to their share in the paid.
19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@viporg.com. Other Shareholders may send in their queries at least a week in advance to the Company at investor.relations@viporg.com to facilitate clarifications mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@viporg.com . These queries will be replied to by the company suitably by email.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

1. The remote e-Voting period commence on Friday, August 2, 2024 at 10.00 a.m. and ends on Sunday, August 4, 2024 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the (Cut-off date) Monday, July 29, 2024 may cast their vote electronically. The e-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently.
2. The details of the process and manner for voting electronically are mentioned below:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

Visit URL: <https://www.evoting.nsdl.com/>

- a) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- b) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- c) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.

- d) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- A. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- B. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8**

Digit Client ID

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

On the Shareholders VC page, click on the link for e-Voting “Cast your vote”

1. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
2. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
3. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

**By Order of the Board of Directors
FOR VIP Clothing Limited**

**Sd/-
Sunil Jaykumar Pathare
(Chairman & Managing Director)
DIN: 00192182**

Registered Office: C-6, Stree No 22, MIDC, Andheri (East),
Mumbai, Maharashtra, 400093,
Email: investor.relations@viporg.com
Website: www.vipclothing.in

Date: 12th July, 2024
Place: Mumbai

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1 & 2:

To expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors at their meeting held on July 5, 2024, had considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares and warrants convertible into equivalent number of equity shares on a preferential basis to Promoter, Promoter Group and Non Promoter as mentioned in the resolution No.1 and 2.

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue equity shares ("Equity Shares") and warrants convertible into equity shares ("Warrants") to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the Preferential Issue required in terms of Regulation 163 of the SEBI ICDR Regulations and the applicable provisions of the Companies Act are as follows:

1. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company ("Board") at their meeting held on 12th July 2024, approved raising of funds aggregating upto Rs. 97,24,05,000/- (Ninety-Seven Crore Twenty-Four Lakh Five Thousand only) by way of issuance of upto

- (i) 93,06,000 (Ninety-Three Lakh Six Thousand) Equity shares of the Face Value of Rs 2/- each at an Issue price of Rs. 45/- (including premium of Rs 43/-) per share for cash, aggregating upto Rs. 41,87,70,000/-
- (ii) 1,23,03,000 warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each ("Warrants") at an Issue price of Rs. 45/- each payable in cash, aggregating upto Rs. 55,36,35,000/-, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months

on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws to following persons/entities belonging to non-promoter category:

Sr. No.	Name of the proposed Allottee	Category	Equity shares proposed to be issued	Convertible Warrants proposed to be issued
1.	Vijay Singla	Non-Promoter	10,00,000	Nil
2.	Areeza India Stategy Partners	Non-Promoter	5,00,000	Nil
3.	Eastend infrastructure Privete Limited	Non-Promoter	5,00,000	Nil
4.	Amit Raj Family Trust	Non-Promoter	5,00,000	Nil
5.	B Karunakar Reddy	Non-Promoter	5,00,000	Nil
6.	Kamlesh Gupta	Non-Promoter	5,00,000	Nil
7.	Prajal Bhandari	Non-Promoter	4,72,000	25,00,000
8.	APR Holding and Investments LLP	Non-Promoter	4,00,000	Nil
9.	Superstar Investment Pvt ltd	Non-Promoter	2,50,000	Nil
10.	Samir Shah	Non-Promoter	2,25,000	Nil
11.	Ganga Devi Loya	Non-Promoter	2,22,000	Nil
12.	Crown Securities Pvt Ltd	Non-Promoter	2,00,000	1,00,000
13.	O. Subbi Rami Reddy	Non-Promoter	2,00,000	Nil
14.	Vardhman Jain	Non-Promoter	2,00,000	Nil
15.	Sanivarapu Reddy	Non-Promoter	2,00,000	Nil
16.	P P Ind Pvt Ltd	Non-Promoter	2,00,000	Nil
17.	Paras Arora	Non-Promoter	1,65,000	Nil
18.	Namitha Lanka	Non-Promoter	1,50,000	Nil
19.	Haresh Somalal Vyas	Non-Promoter	1,25,000	Nil
20.	Nandkishore Partani HUF	Non-Promoter	1,12,000	Nil
21.	Shyam Tapadia	Non-Promoter	1,01,000	Nil
22.	Priyanshi Shah	Non-Promoter	1,00,000	Nil
23.	Bluecheck Advisors LLP	Non-Promoter	1,00,000	Nil
24.	Jay Agarwal	Non-Promoter	1,00,000	Nil
25.	Monisha Gurbani	Non-Promoter	1,00,000	Nil
26.	A Krishna Sai Kumar	Non-Promoter	1,00,000	Nil
27.	Manoj Kumar Girnani	Non-Promoter	1,00,000	Nil
28.	Arpit Khandelwal	Non-Promoter	1,00,000	Nil
29.	Ashish Indravadan Sheth	Non-Promoter	1,00,000	Nil
30.	Ashish I Sheth HUF	Non-Promoter	1,00,000	Nil
31.	Brijesh Jasmukh Bhai Savani	Non-Promoter	1,00,000	Nil
32.	Pabari Vinodkumar Vrajlal	Non-Promoter	1,00,000	Nil
33.	Pratik Jayeshbhai Maniyar	Non-Promoter	1,00,000	Nil
34.	Sheth Jigna Ashish Kumar	Non-Promoter	1,00,000	Nil
35.	Sheth Sakshi Ashish	Non-Promoter	1,00,000	Nil
36.	Sheth Sarojben Indravadan	Non-Promoter	1,00,000	Nil
37.	Tejas Abhiram Bhai Nathwani	Non-Promoter	1,00,000	Nil
38.	Yash Vipin Bhai Nathwani HUF	Non-Promoter	1,00,000	Nil
39.	Everon Advisors Pvt Ltd	Non-Promoter	50,000	Nil
40.	Mayank Vinod Kumar Gupta	Non-Promoter	50,000	Nil
41.	Navin Dedhia	Non-Promoter	50,000	Nil
42.	Sejal Rakesh Zaveri	Non-Promoter	50,000	Nil
43.	Vasant N Shah	Non-Promoter	50,000	Nil
44.	Jigar Kantilal Gala	Non-Promoter	50,000	Nil
45.	Prakash Fofani HUF	Non-Promoter	50,000	Nil
46.	Pancham Narula	Non-Promoter	50,000	Nil
47.	Rashmi Doshi	Non-Promoter	50,000	Nil
48.	CVS Kiran	Non-Promoter	50,000	Nil
49.	Jayam Nagesh	Non-Promoter	50,000	Nil
50.	Manohar Saini	Non-Promoter	50,000	Nil
51.	Pagadal Akhila Srinivas	Non-Promoter	50,000	Nil
52.	Vemulapalli Satvik Chandra Sai	Non-Promoter	50,000	Nil
53.	Anju Bala Khandelwal	Non-Promoter	50,000	Nil
54.	Mahavir Jain	Non-Promoter	50,000	Nil

55.	Kevin P Shah	Non-Promoter	29,500	Nil
56.	Rishabh P Shah	Non-Promoter	29,500	Nil
57.	Niha Nagar	Non-Promoter	25,000	Nil
58.	Mukesh Kimtani	Non-Promoter	Nil	22,50,000
59.	Nancy Trader	Non-Promoter	Nil	22,50,000
60.	Rekha Bhandari	Non-Promoter	Nil	10,00,000
61.	Chetan Singla	Non-Promoter	Nil	7,00,000
62.	Dhairya D Shah	Non-Promoter	Nil	6,03,000
63.	Adiraju Rajendra Prasad	Non-Promoter	Nil	6,00,000
64.	VKC Corporate Solutions Private Limited	Non-Promoter	Nil	5,00,000
65.	Bluegold Securities Pvt Ltd	Non-Promoter	Nil	4,00,000
66.	Brainview Investment and Trading Pvt Ltd	Non-Promoter	Nil	4,00,000
67.	Gangula S Reddy	Non-Promoter	Nil	2,00,000
68.	Piyush Gala	Non-Promoter	Nil	2,00,000
69.	Prerana Nitin Kedia	Non-Promoter	Nil	2,00,000
70.	Rama Harshad Kela	Non-Promoter	Nil	2,00,000
71.	Rajan Basu	Non-Promoter	Nil	1,00,000
72.	Dipesh Umesh Kedia	Non-Promoter	Nil	1,00,000
	Total		93,06,000	1,23,03,000

2. Objects of the Issue

To raise further capital in order to meet the funding requirement for business growth which includes investments which may be in subsidiaries and other investment / acquisition opportunities, exploring new initiatives, capital expenditure, working capital, and other general corporate purposes.

3. Amount which the Company intends to raise by way of such equity shares and Warrants

An amount upto a maximum of Rs. 97,24,05,000/- (Ninety-Seven Crores Twenty-Four Lakh Five Thousand only).

4. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel or Senior Management intend to subscribe to the Preferential Issue of equity shares and warrants.

5. Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares (including equity shares of the Company pursuant to the exercise of conversion of the Warrants) is determined to be 5th July, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.”

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and class:

Sr. No.	Name of the Investor	Class of Investor (both pre-issue and post-issue)	Natural persons who are the ultimate beneficial owners
1	Vijay Singla	Non- Promoter	Individual
2	Areza India Strategy Partners	Non- Promoter	Limited Liability Company
3	Eastend infrastructure Privete Limited	Non- Promoter	Company
4	Amit Raj Family Trust	Non- Promoter	Trust
5	B Karunakar Reddy	Non- Promoter	Individual
6	Kamlesh Gupta	Non- Promoter	Individual
7	Prajal Bhandari	Non- Promoter	Individual
8	APR Holding and Investments LLP	Non- Promoter	Limited Liability Company
9	Superstar Investment Pvt ltd	Non- Promoter	Company
10	Samir Shah	Non- Promoter	Individual

11	Ganga Devi Loya	Non- Promoter	Individual
12	Crown Securities Pvt Ltd	Non- Promoter	Company
13	O. Subbi Rami Reddy	Non- Promoter	Individual
14	Vardhman Jain	Non- Promoter	Individual
15	Sanivarapu Reddy	Non- Promoter	Individual
16	P P Ind Pvt Ltd	Non- Promoter	Individual
17	Paras Arora	Non- Promoter	Individual
18	Namitha Lanka	Non- Promoter	Individual
19	Haresh Somalal Vyas	Non- Promoter	Individual
20	Nandkishore Partani HUF	Non- Promoter	Hindu Undivided Family
21	Shyam Tapadia	Non- Promoter	Individual
22	Priyanshi Shah	Non- Promoter	Individual
23	Bluecheck Advisors LLP	Non- Promoter	Limited Liability Company
24	Jay Agarwal	Non- Promoter	Individual
25	Monisha Gurbani	Non- Promoter	Individual
26	A Krishna Sai Kumar	Non- Promoter	Individual
27	Manoj Kumar Girnani	Non- Promoter	Individual
28	Arpit Khandelwal	Non- Promoter	Individual
29	Ashish Indravadan Sheth	Non- Promoter	Individual
30	Ashish I Sheth HUF	Non- Promoter	Hindu Undivided Family
31	Brijesh Jasmukh Bhai Savani	Non- Promoter	Individual
32	Pabari Vinodkumar Vrajlal	Non- Promoter	Individual
33	Pratik Jayeshbhai Maniyar	Non- Promoter	Individual
34	Sheth Jigna Ashish Kumar	Non- Promoter	Individual
35	Sheth Sakshi Ashish	Non- Promoter	Individual
36	Sheth Sarojben Indravadan	Non- Promoter	Individual
37	Tejas Abhiram Bhai Nathwani	Non- Promoter	Individual
38	Yash Vipin Bhai Nathwani HUF	Non- Promoter	Hindu Undivided Family
39	Everon Advisors Pvt Ltd	Non- Promoter	Company
40	Mayank Vinod Kumar Gupta	Non- Promoter	Individual
41	Navin Dedhia	Non- Promoter	Individual
42	Sejal Rakesh Zaveri	Non- Promoter	Individual
43	Vasant N Shah	Non- Promoter	Individual
44	Jigar Kantilal Gala	Non- Promoter	Individual
45	Prakash Fofani HUF	Non- Promoter	Hindu Undivided Family
46	Pancham Narula	Non- Promoter	Individual
47	Rashmi Doshi	Non- Promoter	Individual
48	CVS Kiran	Non- Promoter	Individual
49	Jayam Nagesh	Non- Promoter	Individual
50	Manohar Saini	Non- Promoter	Individual
51	Pagadal Akhila Srinivas	Non- Promoter	Individual
52	Vemulapalli Satvik Chandra Sai	Non- Promoter	Individual
53	Anju Bala Khandelwal	Non- Promoter	Individual
54	Mahavir Jain	Non- Promoter	Individual
55	Kevin P Shah	Non- Promoter	Individual
56	Rishabh P Shah	Non- Promoter	Individual
57	Niha Nagar	Non- Promoter	Individual
58	Mukesh Kimtani	Non- Promoter	Individual
59	Nancy Trader	Non- Promoter	Individual
60	Rekha Bhandari	Non- Promoter	Individual
61	Chetan Singla	Non- Promoter	Individual
62	Dhairya D Shah	Non- Promoter	Individual
63	Adiraju Rajendra Prasad	Non- Promoter	Individual
64	VKC Corporate Solutions Private Limited	Non- Promoter	Individual
65	Bluegold Securities Pvt Ltd	Non- Promoter	Individual
66	Brainview Investment and Trading Pvt Ltd	Non- Promoter	Company
67	Gangula S Reddy	Non- Promoter	Company
68	Piyush Gala	Non- Promoter	Company
69	Prerana Nitin Kedia	Non- Promoter	Individual
70	Rama Harshad Kela	Non- Promoter	Individual

71	Rajan Basu	Non- Promoter	Individual
72	Dipesh Umesh Kedia	Non- Promoter	Individual

**The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and full exercise of Warrants and consequent allotment of the Equity Shares of the Company by the non-promoter and promoter category.*

The pre-issue shareholding pattern is as on the latest BENPOS date i.e.5th July, 2024.

7. Name of the proposed allottee(s) percentage of post Preferential Offer that may be held by them:

Sr. No.	Name of the Investor	Pre-Issue Share Holding		No. of equity shares to be allotted	No. of warrants to be allotted	*Post-Issue Share Holding	
		No. of equity shares	%			No. of equity shares	%
1	Vijay Singla	Nil	Nil	10,00,000	Nil	10,00,000	0.96
2	Areeda India Strategy Partners	Nil	Nil	5,00,000	Nil	5,00,000	0.48
3	Eastend infrastructure Privete Limited	Nil	Nil	5,00,000	Nil	5,00,000	0.48
4	Amit Raj Family Trust	Nil	Nil	5,00,000	Nil	5,00,000	0.48
5	B Karunakar Reddy	Nil	Nil	5,00,000	Nil	5,00,000	0.48
6	Kamlesh Gupta	Nil	Nil	5,00,000	Nil	5,00,000	0.48
7	Prajal Bhandari	Nil	Nil	4,72,000	25,00,000	2972000	2.85
8	APR Holding and Investments LLP	Nil	Nil	4,00,000	Nil	4,00,000	0.38
9	Superstar Investment Pvt Ltd	Nil	Nil	2,50,000	Nil	2,50,000	0.24
10	Samir Shah	Nil	Nil	2,25,000	Nil	2,25,000	0.22
11	Ganga Devi Loya	Nil	Nil	2,22,000	Nil	2,22,000	0.21
12	Crown Securities Pvt Ltd	Nil	Nil	2,00,000	1,00,000	3,00,000	0.29
13	O. Subbi Rami Reddy	Nil	Nil	2,00,000	Nil	2,00,000	0.19
14	Vardhman Jain	Nil	Nil	2,00,000	Nil	2,00,000	0.19
15	Sanivarapu Reddy	Nil	Nil	2,00,000	Nil	2,00,000	0.19
16	P P Ind Pvt Ltd	Nil	Nil	2,00,000	Nil	2,00,000	0.16
17	Paras Arora	Nil	Nil	1,65,000	Nil	1,65,000	0.14
18	Namitha Lanka	Nil	Nil	1,50,000	Nil	1,50,000	0.12
19	Hareesh Somalal Vyas	Nil	Nil	1,25,000	Nil	1,25,000	0.11
20	Nandkishore Partani HUF	Nil	Nil	1,12,000	Nil	1,12,000	0.10
21	Shyam Tapadia	Nil	Nil	1,01,000	Nil	1,01,000	0.10
22	Priyanshi Shah	Nil	Nil	1,00,000	Nil	1,00,000	0.10
23	Bluecheck Advisors LLP	Nil	Nil	1,00,000	Nil	1,00,000	0.10
24	Jay Agarwal	Nil	Nil	1,00,000	Nil	1,00,000	0.10
25	Monisha Gurbani	Nil	Nil	1,00,000	Nil	1,00,000	0.10
26	A Krishna Sai Kumar	Nil	Nil	1,00,000	Nil	1,00,000	0.10
27	Manoj Kumar Girnani	Nil	Nil	1,00,000	Nil	1,00,000	0.10
28	Arpit Khandelwal	Nil	Nil	1,00,000	Nil	1,00,000	0.10
29	Ashish Indravadan Sheth	Nil	Nil	1,00,000	Nil	1,00,000	0.10
30	Ashish I Sheth HUF	Nil	Nil	1,00,000	Nil	1,00,000	0.10
31	Brijesh Jasmukh Bhai Savani	Nil	Nil	1,00,000	Nil	1,00,000	0.10
32	Pabari Vinodkumar Vrajlal	Nil	Nil	1,00,000	Nil	1,00,000	0.10
33	Pratik Jayeshbhai Maniyar	Nil	Nil	1,00,000	Nil	1,00,000	0.10
34	Sheth Jigna Ashish Kumar	Nil	Nil	1,00,000	Nil	1,00,000	0.10
35	Sheth Sakshi Ashish	Nil	Nil	1,00,000	Nil	1,00,000	0.10
36	Sheth Sarojben Indravadan	Nil	Nil	1,00,000	Nil	1,00,000	0.10
37	Tejas Abhiram Bhai Nathwani	Nil	Nil	1,00,000	Nil	1,00,000	0.10
38	Yash Vipin Bhai Nathwani HUF	Nil	Nil	1,00,000	Nil	1,00,000	0.05
39	Everon Advisors Pvt Ltd	Nil	Nil	50,000	Nil	50,000	0.05
40	Mayank Vinod Kumar Gupta	Nil	Nil	50,000	Nil	50,000	0.05
41	Navin Dedhia	Nil	Nil	50,000	Nil	50,000	0.05

42	Sejal Rakesh Zaveri	Nil	Nil	50,000	Nil	50,000	0.05
43	Vasant N Shah	Nil	Nil	50,000	Nil	50,000	0.05
44	Jigar Kantilal Gala	Nil	Nil	50,000	Nil	50,000	0.05
45	Prakash Fofani HUF	Nil	Nil	50,000	Nil	50,000	0.05
46	Pancham Narula	Nil	Nil	50,000	Nil	50,000	0.05
47	Rashmi Doshi	Nil	Nil	50,000	Nil	50,000	0.05
48	CVS Kiran	Nil	Nil	50,000	Nil	50,000	0.05
49	Jayam Nagesh	Nil	Nil	50,000	Nil	50,000	0.05
50	Manohar Saini	Nil	Nil	50,000	Nil	50,000	0.05
51	Pagadal Akhila Srinivas	Nil	Nil	50,000	Nil	50,000	0.05
52	Vemulapalli Satvik Chandra Sai	Nil	Nil	50,000	Nil	50,000	0.05
53	Anju Bala Khandelwal	Nil	Nil	50,000	Nil	50,000	0.05
54	Mahavir Jain	Nil	Nil	50,000	Nil	50,000	0.03
55	Kevin P Shah	Nil	Nil	29,500	Nil	29,500	0.03
56	Rishabh P Shah	Nil	Nil	29,500	Nil	29,500	0.02
57	Niha Nagar	Nil	Nil	25,000	Nil	25,000	0.19
58	Mukesh Kimtani	Nil	Nil	Nil	22,50,000	22,50,000	2.16
59	Nancy Trader	Nil	Nil	Nil	22,50,000	22,50,000	2.16
60	Rekha Bhandari	Nil	Nil	Nil	10,00,000	10,00,000	0.96
61	Chetan Singla	Nil	Nil	Nil	7,00,000	7,00,000	0.67
62	Dhairya D Shah	Nil	Nil	Nil	6,03,000	6,03,000	0.58
63	Adiraju Rajendra Prasad	Nil	Nil	Nil	6,00,000	6,00,000	0.58
64	VKC Corporate Solutions Private Limited	Nil	Nil	Nil	5,00,000	5,00,000	0.48
65	Bluegold Securities Pvt Ltd	Nil	Nil	Nil	4,00,000	4,00,000	0.38
66	Brainview Investment and Trading Pvt Ltd	Nil	Nil	Nil	4,00,000	4,00,000	0.38
67	Gangula S Reddy	Nil	Nil	Nil	2,00,000	2,00,000	0.19
68	Piyush Gala	Nil	Nil	Nil	2,00,000	2,00,000	0.19
69	Prerana Nitin Kedia	Nil	Nil	Nil	2,00,000	2,00,000	0.19
70	Rama Harshad Kela	Nil	Nil	Nil	2,00,000	2,00,000	0.19
71	Rajan Basu	Nil	Nil	Nil	1,00,000	1,00,000	0.10
72	Dipesh Umesh Kedia	Nil	Nil	Nil	1,00,000	1,00,000	0.10
	Total			93,06,000	1,23,03,000	2,16,09,000	20.74

8. The shareholding pattern of the Company before and after the proposed preferential issue of equity shares and Warrants is as follows:

SR No.	Category & Name of the Members	Pre-preferential Issue		Post-preferential Issue	
		No. of shares	% of holding	No. of shares	% of holding
A	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	4,08,53,538	49.46	4,08,53,538	39.20
	Bodies Corporate	1,02,000	0.12	1,02,000	0.10
	Sub Total (A)	4,09,55,538	49.59	4,09,55,538	39.30
2	Foreign				
	Total Promoter and Promoter Group A= (A)(1)+(A)(2)	4,09,55,538	49.59	4,09,55,538	39.30
B	Public Shareholding				
1	Institutions	26,485	0.03	26,485	0.03
2	Central Government/ State Government(s)/ President of India				
3	Non-Institutions				
	Investor Education and Protection Fund (IEPF)	9,05,492	1.10	9,05,492	0.87

	Individual share capital upto Rs. 2 Lacs	2,62,91,507	31.83	2,62,91,507	25.23
	Individual share capital in excess of Rs. 2 Lacs	72,59,235	8.79	2,89,21,205	27.75
4	Any Other	71,05,292	8.60	71,05,292	6.82
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)	4,16,40,981	50.41	6,32,49,981	60.70
C	Non Promoter-Non Public (C)	0	0	0	0.00
	Grand Total	8,25,96,519	100.00	10,42,05,519	100.00

Notes:

- The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and full exercise of Warrants and consequent allotment of the Equity Shares of the Company by the non-promoter and promoter category.*
- The pre-issue shareholding pattern is as on the latest Shareholding pattern 30th June, 2024. The post issue holding of all the other shareholders is assumed to remain the same.*

9. The time frame within which the preferential issue shall be completed:

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares and Warrants shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares and Warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

10. Change in Control or Management, if any that would occur in the Company consequent to the Preferential Issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue of the equity shares and Warrants and the equity Shares allotted pursuant to exercise of such Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

11. Pricing and Basis or justification for the price (including the premium, if any) that has been arrived:

The equity shares of the Company are listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI (ICDR) Regulations.

For the purpose of computing the floor price for this preferential issue, trading at NSE (the Stock Exchange which had the highest trading volume in respect of the equity shares of the Company) has been considered.

The price at which equity shares and warrants are proposed to be offered, issued and allotted is not lower than the floor price determined in terms of the applicable provisions of the SEBI (ICDR) Regulations, i.e., Rs. 45/- per Equity share/Warrant, being the higher of the following:

- the volume weighted average price of the equity shares quoted on NSE during the 90 trading days preceding the Relevant Date, i.e., Rs.38.27/- per equity share;
- or
- the volume weighted average price of the equity shares quoted on NSE during the 10 trading days preceding the Relevant Date, i.e., Rs. 41.47/- per equity share.

Further, the issue price has been determined based on consideration of:

Pricing certificate received from Mr. Rakesh Sanghani, Practising Company Secretary RS & MP Associates, Membership No. 7647 COP No. 6302 for the purpose of undertaking pricing of the equity shares of the Company for issuance of equity shares and Warrants through preferential allotment. The pricing certificate is displayed on the website of the company at the www.vipclothing.in.

Further, there is no requirement to procure a valuation report from a registered valuer as (a) the shares of the Company are frequently traded, and (b) the Preferential Issue would not result in any change of control of the Company and /or allotment of more than 5% of the post issue fully diluted equity share capital of the Company to one allottee/ or allottees acting in concert.

12. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:

The Company has not made any allotment of equity shares or securities convertible into equity shares of the Company on a preferential basis during the current financial FY 2024-25.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:

Not applicable

14. Certificate from Practicing Company Secretary:

As per Regulation 163(2) of the ICDR Regulations, a Certificate from Mr. Rakesh Sanghani Practicing Company Secretary RS & MP Associates, Membership No. 7647 COP No. 6302 confirming that the proposed issue of equity shares and Warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and is displayed on the website of the company at the www.vipclothing.in.

15. Lock-in Period:

The equity shares issued to Non-promoter allottees and Warrants and the equity shares issued upon conversion of the Warrants to Non-Promoter allottees shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

16. Undertakings:

The Company hereby undertakes that:

- a) None of the Company, its directors or promoters have been declared as a 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations, and none of its directors or promoter is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- c) As the equity shares of the Company have been listed for a period of more than 90 (ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- d) The Company shall re-compute the price of the equity shares to be allotted under the Promoter Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Promoter Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

17. Other disclosure:

1. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and the circulars and notifications issued by the SEBI thereunder.
2. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares and warrants under the Preferential Issue is for a cash consideration.
3. The Proposed Allottees have confirmed that they have not sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.

4. The pre- preferential holding of the proposed allottees are in dematerialized form.
5. The issue of Equity Shares and warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The approval of the members is being sought to enable the Board to issue and allot the equity shares and Warrants on a preferential/ private placement basis, to the extent and in the manner set out in the resolution and the explanatory statement.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential Issue.

The Board accordingly recommends the resolutions set forth at Item no. 1 & 2 for approval of the members as a Special Resolutions.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

FOR VIP Clothing Limited

Sd/-
Sunil Jaykumar Pathare
(Chairman & Managing Director)
DIN: 00192182

Registered Office: C-6, Stree No 22, MIDC, Andheri (East),
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