

September 24, 2021



To,

The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

To,

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai-400 051.

Scrip Code : 532613

Trading Symbol : "VIPCLOTHNG"

Dear Sir/Madam,

Sub: - Submission of Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 of 31st Annual General Meeting of the Company held on September 24, 2021.

Pursuant to the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Results of remote e-voting and voting during the AGM at the 31st Annual General Meeting (AGM) of VIP Clothing Limited held on 24th September, 2021 at 11.30 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with circular(s) issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

All the resolutions contained in the Notice of the AGM were approved by the requisite majority of shareholders. We have enclosed here with the copy of combined scrutinizers report.

Requested you to kindly take the same on your record.

Thanking you.

For VIP Clothing Limited


Archana Mungunti
Company Secretary
Membership no.: A-31071
Date: 24.09.2021



Encl: A/a.

VIP Clothing Ltd.

Registered Add.: C-6, Street No. 22, MIDC,
Andheri (E), Mumbai - 400 093. India.

CIN : L18101MH1991PLC059804

T : +91 (22) 28257624/27
F : +91 (22) 28371023

E : info@viporg.com
W : www.vipclothing.in

Details of Voting Results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Name of the Company	VIP Clothing Limited
Date of the AGM	24 th September, 2021
Total number of Shareholders on record date	34,343
No. of Shareholders present in the meeting either in person or through proxy : <ul style="list-style-type: none">• Promoters and Promoter Group :• Public :	NIL NIL
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public :	 8 53
Mode of Voting	Remote E-voting and E-voting conducted at the Meeting.

Resolution 1:

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on March 31, 2021 and the Reports of the Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	43898374	43702874	99.55	43702874	0	100.00	0.00
	Poll		80000	0.18	80000	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		43782874	99.74	43782874	0	100.00	0.00
Public Institutions	E-Voting	222901	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	38475244	685999	1.78	685775	224	99.97	0.03
	Poll		60103	0.16	60103	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		746102	1.94	745878	224	99.97	0.03
Total		82596519	44528976	53.91	44528752	224	100.00	0.00

Resolution 2:

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Sunil J. Pathare (DIN 00192182), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	43898374	43702874	99.55	43702874	0	100.00	0.00
	Poll		80000	0.18	80000	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		43782874	99.74	43782874	0	100.00	0.00
Public Institutions	E-Voting	222901	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	38475244	685999	1.78	684674	1325	99.81	0.19
	Poll		60103	0.16	60103	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		746102	1.94	744777	1325	99.82	0.18
Total		82596519	44528976	53.91	44527651	1325	100.00	0.00

Resolution 3:

Resolution Required : (Ordinary)			3 - To appoint Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	43898374	43702874	99.55	43702874	0	100.00	0.00
	Poll		80000	0.18	80000	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		43782874	99.74	43782874	0	100.00	0.00
Public Institutions	E-Voting	222901	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	38475244	685099	1.78	684875	224	99.97	0.03
	Poll		60103	0.16	60103	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		745202	1.94	744978	224	99.97	0.03
Total		82596519	44528076	53.91	44527852	224	100.00	0.00

Office: 26, Orchid Plaza, Behind SBI., R. T. Road, Dahisar (East), Mumbai – 400068;

Tel: 022-28978414 / 28483441;

Email: rsmc.pcs@gmail.com

REPORT OF SCRUTINIZERS – CONSOLIDATED

To,

The Chairman of 31st Annual General Meeting of the Members of VIP CLOTHING LIMITED (herein after the “Company”), held on Friday, September 24, 2021 at 11:30 a.m. (IST) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’).

Dear Sir,

1. APPOINTMENT AS SCRUTINIZERS:

We, RS & MP Associates, Company Secretaries in practice, were appointed as the Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing the following on the resolutions contained in the notice dated August 10, 2021 (“Notice”) convening the 31st Annual General Meeting (‘AGM’) of the Equity Shareholders of the Company, held on Friday, September 24, 2021 at 11:30 a.m. through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’) -

- (i) Remote e-voting process, before the AGM, using an electronic voting system on the date referred to in the notice calling the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) Electronic Voting process at the AGM held on Friday, September 24, 2021 through electronic voting system under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Pursuant to Section 101, 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

2. MANAGEMENT'S RESPONSIBILITY

The Management of the Company is responsible to ensure the compliance with the requirements of –

- (i) the Companies Act, 2013 and the Rules framed thereunder;
- (ii) the Circulars and Notifications issued by the Ministry of Corporate Affairs ('MCA') from time-to-time; and
- (iii) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') relating to remote e-voting and the e-Voting process on the resolutions contained in the AGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. SCRUTINIZER'S RESPONSIBILITY

Our responsibility as Scrutinizer for the voting process (remote e-voting as well as the e-Voting process during AGM) is restricted to make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the system provided by Link Intime India Private Limited for e-voting conducted during at the AGM and reports generated from the remote e-voting system provided by Link Intime India Private Limited, the authorized agency to provide remote e-voting facilities and engaged by the Company and documents furnished to us electronically by the Company and/or Link Intime India Private Limited for our verification.

4. NOTICE CONVENING THE MEETING:

The Company has informed that –

- 4.1. Pursuant to General Circulars no. 14/2020, 17/2020 and 20/2020 and 2/2021 dated: April 8, 2020; April 13, 2020 and May 5, 2020 and 13 January 2021 respectively and other applicable Circular / notification as may be issued by the MCA from time to time and SEBI Circular dated May 12, 2020 and January 15, 2021, advertisement was published in Free Press Journal (English Newspaper) dated: September 02, 2021 and Navi Shakti (Vernacular Language Newspaper) dated: September 02, 2021 specifying the date and time of AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email Ids by the members who are yet to register their email ids with Company, manner of voting through remote e-voting or through e-voting system during the AGM, etc.

4.2. The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to the Stock Exchanges (i.e. BSE Limited and the National Stock Exchange of India Limited) on September 01, 2021.

4.3. On the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:-

- On September 01, 2021 by e-mail to 31,259 members who had registered their email IDs with the Company / Depositories.

5. CUT-OFF DATE:

The Voting rights were reckoned as on Friday, September 17, 2021, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting during the AGM.

6. REMOTE E-VOTING:

- (i) The Company had appointed Link Intime India Private Limited as the agency for providing the remote e-Voting platform.
- (ii) Remote e-Voting platform was open from Tuesday, September 21, 2021 (10:00 a.m.) to Thursday, September 23, 2021 (5:00 p.m.) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the e-Voting platform provided by Link Intime India Private Limited.
- (iii) The votes cast during the remote e-voting were unblocked on September 24, 2021 after the conclusion of the AGM
- (iv) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, Based on the report generated by Link Intime India Private Limited and relied upon by us, data regarding the remote e-voting was scrutinized on test check basis.

7. VOTING AT THE AGM:

- i). The Company had appointed Link Intime India Private Limited as the agency for providing the e-Voting system/ platform during the AGM. The Company through the aforesaid agency had provided the facility for voting through e-Voting at the AGM and members, who have not casted their vote by remote e-voting were allowed to exercise their right to e-vote during the AGM.

8. COUNTING PROCESS

- i). On completion of AGM and e-Voting at the AGM, we downloaded the final report on remote e-Voting from <https://instavote.linkintime.co.in> Remote e-Voting platform provided by Link Intime India Private Limited and downloaded the remote e-Voting results.
- ii). Reports for e-Voting during the AGM was provided by Link Intime India Private Limited, the agency appointed for e-Voting process during the AGM.
- iii). The e-votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations lodged with the Company.

9. RESULTS:

- i). We observed that
 - a) 7 members had casted their votes vide e-voting facilities provided during the AGM out of which there were no invalid votes.
 - b) 147 members had casted their votes through remote e-Voting.
- ii). The Consolidated Results with respect to each item on the agenda as set out in the Notice, is annexed herewith and marked as **ANNEXURE - A**.
- iii). Based on the aforesaid results, I report that Three (3) Ordinary Resolutions as contained in Item No. 1, Item No. 2 and Item No. 3 respectively of the Notice have been passed with requisite majority.

10. ELECTRONIC DATA AND RELEVANT RECORDS OF VOTING

All electronic data and relevant records of voting are being be handed over to the Company Secretary for safe keeping.

For **RS & MP ASSOCIATES, Company Secretaries,**

Unique code No.: P2017MH061400,

Rakesh
Dhirajlal
Sanghani

Digitally signed by
Rakesh Dhirajlal
Sanghani
Date: 2021.09.24
17:23:16 +05'30'

RAKESH SANGHANI, Partner

Scrutinizer

FCS: 7647

C.P. No.: 6302

UDIN: F007647C001003400

Dated: 24/09/2021

Place: Mumbai

SUNIL JAYKUMAR
PATHARE

Digitally signed by SUNIL
JAYKUMAR PATHARE
Date: 2021.09.25 11:46:40
+05'30'

**Counter signed by the Chairman of AGM
VIP Clothing Limited**

Encl: Annexure – A

Annexure - A

CONSOLIDATED RESULTS - VIP CLOTHING LIMITED**ITEM NO.1 :**

ORDINARY RESOLUTION - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON:

VOTING METHOD	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
		NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	4,43,88,873	145	4,43,88,649	99.9995%	2	224	0.0005%	-	-
E-VOTING AT THE AGM	1,38,603	7	1,38,603	100.0000%	-	-	0.0000%	-	-
TOTAL	4,45,27,476	152	4,45,27,252	99.9995%	2	224	0.0005%	-	-

ITEM NO.2 :

ORDINARY RESOLUTION - TO APPOINT A DIRECTOR IN PLACE OF MR. SUNIL J. PATHARE (DIN: 00192182), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

VOTING METHOD	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
		NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	4,43,88,873	142	4,43,87,584	99.9971%	5	1,325	0.0030%	-	-
E-VOTING AT THE AGM	1,38,603	7	1,38,603	100.0000%	-	-	0.0000%	-	-
TOTAL	4,45,27,476	149	4,45,26,187	99.9971%	5	1,325	0.0030%	-	-

ITEM NO.3 :

ORDINARY RESOLUTION - APPOINTMENT OF M/S.MSKA & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO.105047W) STATUTORY AUDITOR OF THE COMPANY:

VOTING METHOD	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
		NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	4,43,87,973	145	4,43,87,749	99.9995%	2	224	0.0005%	-	-
E-VOTING AT THE AGM	1,38,603	7	1,38,603	100.0000%	-	-	0.0000%	-	-
TOTAL	4,45,26,576	152	4,45,26,352	99.9995%	2	224	0.0005%	-	-

Rakesh Dhirajlal
Sanghani

Digitally signed by Rakesh
Dhirajlal Sanghani
Date: 2021.09.24 17:39:27 +05'30'