

VIP Clothing Limited



Registered Office : C-6, Road No.22, M.I.D.C., Andheri (East), Mumbai – 400 093

Website : www.vipclothing.in Email ID : investor.relations@viporg.com

Tel : 91-2825 7624, 2825 7627 Fax : 91-22-2837 1023

CIN : L18101MH1991PLC059804

September 23, 2022

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 32nd Annual General Meeting of the Company held on September 23, 2022.

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 32nd Annual General Meeting (AGM) of VIP Clothing Limited held on 23rd September, 2022 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
Ramesh
Mungunti

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Archana Ramesh
Mungunti
Date: 2022.09.23
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Archana Mungunti

Company Secretary

Membership no.: A-31071

Date: 23.09.2022

Encl: A/a.

VIP Clothing Limited

Resolution Required : (Ordinary)		1 - Adoption of Financial Statements for the financial year ended on March 31, 2022 and the reports of the Directors and Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	4095538	4095538	100.0000	4095538	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4095538	100.0000	4095538	0	100.0000	0.0000
Public Institutions	E-Voting	385785	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	41255196	1502823	3.6427	1502455	368	99.9755	0.0245
	Poll		192	0.0005	192	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1503015	3.6432	1502647	368	99.9755	0.0245
Total		82596519	42458553	51.4048	42458185	368	99.9991	0.0009

VIP Clothing Limited

Resolution Required : (Ordinary)			2 - To Appoint Director in place of Mr. Kapil Pathare who retires by rotation and being eligible offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	40955538	40955538	100.0000	40955538	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40955538	100.0000	40955538	0	100.0000	0.0000
Public Institutions	E-Voting	385785	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	41255196	1502823	3.6427	1501864	959	99.9362	0.0638
	Poll		192	0.0005	192	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1503015	3.6432	1502056	959	99.9362	0.0638
Total		82596519	42458553	51.4048	42457594	959	99.9977	0.0023

Office: 26, Orchid Plaza, Behind SBI., R. T. Road, Dahisar (East), Mumbai – 400068;
Tel: 022-28978414 / 28483441; **Email:** rsmp.pcs@gmail.com

REPORT OF SCRUTINIZERS – CONSOLIDATED

To,

The Chairman of 32nd Annual General Meeting of the Members of VIP CLOTHING LIMITED (herein after the “Company”), held on Friday, September 23, 2022 at 11:30 a.m. (IST) through Video Conferencing (‘VC’) /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 on the resolutions contained in the notice dated August 12, 2022 (“Notice”) convening the 32nd Annual General Meeting (‘AGM’) of the Equity Shareholders of the Company, held on Friday, September 23, 2022 at 11:30 a.m. through Video Conferencing (‘VC’) /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 23, 2022 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 –

- i). Pursuant to General Circulars no. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021 and 21/2021 dated: April 8, 2020, April 13, 2020, May 5, 2020, January 13 2021, December 8, 2021 and December 14, 2021 respectively and other applicable Circular / notification as may be issued by the MCA from time to time (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020 and January 15, 2021 and other applicable Circular / notification as may be issued by the MCA from time to time (collectively referred to as 'SEBI Circulars'), advertisement was published in Business Standard (English Newspaper) dated: September 03, 2022, Business standard (Hindi Vernacular Language Newspaper) dated: September 03, 2022 and Sakal (Marathi Vernacular Language Newspaper) dated: September 03, 2022 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.

- ii). 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 02, 2022.
- iii). 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 02, 2022 by e-mail to 30,046 members who had registered their email IDs with the Company / Depositories.

5. CUT-OFF DATE:

The Voting rights were reckoned as on Friday, September 16, 2022, 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 20, 2022 (10:00 a.m.) to Thursday, September 22, 2022 (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 23, 2022 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/results on remote e-Voting from <https://instavote.linkintime.co.in>, e-Voting platform provided by Link Intime India Private Limited and e-Voting by Members at the AGM were provided by Link Intime India Private Limited via separate link, the agency appointed for e-Voting process during the AGM.

ii). 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) 07 members had casted their votes vide e-voting facilities provided during the AGM out of which there were no invalid votes.

b) 121 members had casted their votes through remote e-Voting out of which there were no invalid votes.

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 Two (2) Ordinary Resolutions as contained in Item No. 1 and Item No.2 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,

PR: 1773/2022

Rakesh
Dhirajlal
Sanghani

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Rakesh Dhirajlal
Sanghani
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Rakesh Sanghani, Partner

Scrutinizer

FCS: 7647. C.P. No.: 6302

UDIN: F007647D001030889

Date: September 23, 2022

Place: Mumbai

Sunil
Jaykumar
Pathare

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

Encl: 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, 2022 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON:

VOTING METHOD	TOTAL NUMBER OF SHARES	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	4,24,58,481	4,24,58,361	119	4,24,57,993	99.999%	2	368	0.0009%	-	120
E-VOTING AT THE AGM	192	192	7	192	100.000%	-	-	0.0000%	-	-
TOTAL	4,24,58,673	4,24,58,553	126	4,24,58,185	99.9991%	2	368	0.0009%	-	120

ITEM NO.2:

ORDINARY RESOLUTION - TO APPOINT A DIRECTOR IN PLACE OF MR. KAPIL J. PATHARE (DIN: 01089517), 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 NUMBER OF SHARES	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	4,24,58,481	4,24,58,361	114	4,24,57,402	99.998%	5	959	0.0023%	-	120
E-VOTING AT THE AGM	192	192	7	192	100.000%	-	-	0.0000%	-	-
TOTAL	4,24,58,673	4,24,58,553	121	4,24,57,594	99.9977%	5	959	0.0023%	-	120



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