

September 30, 2019



To,

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

Scrip Code : 532613

Dear Sir/Madam,

Sub: - Revised Voting Result under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 of 29th Annual General Meeting (AGM) of the Company held on September 26, 2019.

This is with reference to your email dated September 27, 2019 regarding discrepancies in Voting Results, in this regard, we state that in Resolution No. 3 & 4 promoter/promoter group are not interested in the agenda/resolution by the members at AGM.

We are enclosing herewith the revised voting results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the details of results of remote e-voting as well as Poll conducted at the 29th AGM of VIP Clothing Limited held on 26th September, 2019 at 11.00 a.m. at Goldfinch Hotel, Plot No.34/21, Central Road, MIDC, Andheri (East), Mumbai - 400 093 in respect of all the resolutions as set out in the Notice dated 09th August, 2019 for your information and record.

Requested you to kindly take the same on your record.

Thanking you.

For VIP Clothing Limited

Ashish Mandaliya
C.F.O. & Company Secretary
Encl: A/a.



VIP Clothing Ltd.

(Formerly known as Maxwell Industries Ltd.)

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

CIN : L18101MH1991PLC059804

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

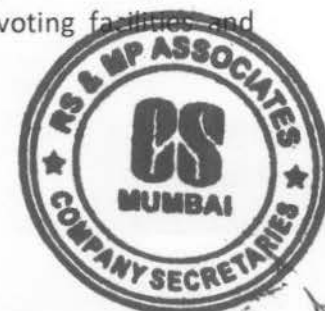
REPORT OF SCRUTINIZERS – CONSOLIDATED

Name of the Company	VIP CLOTHING LIMITED <i>(Formerly known as Maxwell Industries Limited)</i>
Meeting	29 TH ANNUAL GENERAL MEETING
Date and Time	THURSDAY, SEPTEMBER 26, 2019 AT 11:00 A.M.
Venue	GOLDFINCH HOTEL, PLOT NO. 34/21, CENTRAL ROAD, MIDC, ANDHERI (EAST), MUMBAI – 400093

1. APPOINTMENT AS SCRUTINIZERS:

We, RS & MP Associates, Company Secretaries in practice, were appointed as the Scrutinizers by the Board of Directors of VIP CLOTHING LIMITED *(Formerly known as Maxwell Industries Limited)* ('the Company') for the purpose of scrutinizing the remote e-voting as well as the Poll Voting process and ascertaining the requisite majority on the Remote e-voting and Poll Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendments thereof ('the Rules'), on the resolutions contained in the Notice dated: August 9, 2019 convening the 29th Annual General Meeting ('AGM') of the Equity Shareholders of the Company, held on Thursday, September 26, 2019 at 11:00 a.m. at Goldfinch Hotel, Plot no. 34/21, Central Road, MIDC, Andheri (East), Mumbai – 400093.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and the Poll Voting process on the resolutions contained in the AGM Notice dated: August 9, 2019. Our responsibility as scrutinizers for the voting process (remote e-voting as well as the Poll Voting process) is restricted to make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated above, based on the voting on Poll Process conducted at the AGM and reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities and engaged by the Company.



2. NOTICE CONVENING THE MEETING:

The Company has informed that, 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 August 29, 2019 by e-mail to 17,970 (Seventeen Thousand Nine Hundred and Seventy) members who had registered their email IDs with the Company / Depositories.
- On August 29, 2019 to 4535 (Four Thousand and Thirty Five) members in physical form.
- The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper 'The Free Press Journal' and in a Vernacular newspaper 'NavShakti' having wide circulation, in their respective editions dated: August 30, 2019.

3. CUT-OFF DATE:

The Voting rights were reckoned as on Thursday, September 19, 2019, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

4. REMOTE E-VOTING:

- (i) The Company had appointed **Central Depository Services (India) Limited ("CDSL")** as the agency for providing the remote e-Voting platform.
- (ii) Remote e-Voting platform was open from Monday, September 23, 2019 (10:00 a.m.) to Wednesday, September 25, 2019 (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 CDSL.



5. VOTING AT THE AGM:

- i). The Company had provided the facility for voting through Poll at the AGM and members, who have not casted their vote by remote e-voting were allowed to exercise their right to vote at the meeting.
- ii). The Polling papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders casted their votes in the ballot box(es) kept at convenient places in the venue.

6. COUNTING PROCESS

- i). The shareholders casted their votes in the ballot box(es) kept at convenient places in the venue. The locked ballot box(es) was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- ii). The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.
- iii). We unblocked the remote e-Voting results on the NSDL e-Voting platform in the presence of Mr. Rajendra Sankpal and Mr. Karan Parmar (who are not in the employment with the Company) and downloaded the e-Voting results.

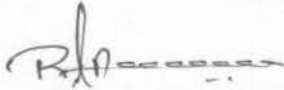
7. RESULTS:

- i). We observed that
 - a) 43 (Forty Three) member's folios had casted their votes at the meeting out of which there were 2 (Two) member's folios with invalid votes.
 - b) 73 (Seventy Three) members' folios 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 of the 29th AGM dated August 9, 2019 is annexed herewith and marked as **ANNEXURE - A**.
- iii). Based on the aforesaid results, I report that 2 (Two) Ordinary Resolutions and 2 (Two) Special Resolutions as contained in Item No. 1 to Item No.2 and Item No. 3 to Item No. 4 respectively, of the Notice dated August 9, 2019, have been passed with requisite majority.

For RS & MP ASSOCIATES, Company Secretaries,
Unique code No.: P2017MH061400



RAKESH SANGHANI, Partner
Scrutinizer
FCS: 7647
C.P. No.: 6302



Dated: September 26, 2019
Place: Mumbai



Counter signed by the Chairman of AGM

Encl: Annexure - A

CONSOLIDATED RESULTS

ITEM NO.1 : ORDINARY RESOLUTION - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019 AND THE REPORTS OF 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	4,38,61,417	71	4,38,59,915	99.997%	2	1,502	0.003%	-	-
VOTING THROUGH POLL	16,889	41	16,889	100.00%	-	-	-	385	-
TOTAL	4,38,78,306	112	4,38,76,804	100.00%	2	1,502	0.00%	385	-

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	4,38,61,417	68	4,38,58,260	99.993%	5	3,157	0.007%	-	-
VOTING THROUGH POLL	16,889	41	16,889	100.00%	-	-	-	385	-
TOTAL	4,38,78,306	109	4,38,75,149	99.99%	5	3,157	0.01%	385	-

ITEM NO.3 : SPECIAL RESOLUTION - CONTINUATION OF DIRECTORSHIP OF MRS. MEHER CASTELINO:

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	4,38,61,417	67	4,38,58,240	99.993%	6	3,177	0.007%	-	-
VOTING THROUGH POLL	16,889	41	16,889	100.00%	-	-	-	385	-
TOTAL	4,38,78,306	108	4,38,75,129	99.99%	6	3,177	0.01%	385	-

ITEM NO.4 : RE-APPOINTMENT OF MRS. MEHER CASTELINO AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM.

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	4,38,61,417	67	4,38,58,240	99.993%	6	3,177	0.007%	-	-
VOTING THROUGH POLL	16,875	40	16,875	100.00%	-	-	-	385	-
TOTAL	4,38,78,292	107	4,38,75,115	99.99%	6	3,177	0.01%	385	-

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	26 th September, 2019
Total number of Shareholders on record date	2,2604
No. of Shareholders present in the meeting either in person on through proxy :	
• Promoters and Promoter Group :	2
• Public :	66
No. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group :	NIL
Public :	NIL
Mode of Voting	Remote E-voting and Poll conducted at the AGM



Resolution 1:

Resolution Required : Ordinary / Special			Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31 st March, 2019 and 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	43502574	43387074	99.7345	43387074	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		43387074	99.7345	43387074	0	100.0000	0.0000
Public-Institutions	E-Voting	426523	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	38667422	474343	1.2267	472841	1502	99.6834	0.3166
	Poll		16889	0.0437	16889	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		491232	1.2704	489730	1502	99.6942	0.3058
Total		82596519	43878306	53.1237	43876804	1502	99.9966	0.0034



Resolution 2:

Resolution Required : Ordinary / Special			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.				
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	43502574	43387074	99.7345	43387074	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		43387074	99.7345	43387074	0	100.0000	0.0000
Public-Institutions	E-Voting	426523	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	38667422	474343	1.2267	471186	3157	99.3344	0.6656
	Postal Ballot		16889	0.0437	16889	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		491232	1.2704	488075	3157	99.3573	0.6427
Total		82596519	43878306	53.1237	43875149	3157	99.9928	0.0072



Resolution 3:

Resolution Required : Ordinary / Special			Special Resolution	Continuation of Directorship of Mrs. Meher Castelino (DIN 07121874).				
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	43502574	43387074	99.7345	43387074	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		43387074	99.7345	43387074	0	100.0000	0.0000
Public-Institutions	E-Voting	426523	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	38667422	474343	1.2267	471166	3177	99.3302	0.6698
	Postal Ballot		16889	0.0437	16889	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		491232	1.2704	488055	3177	99.3533	0.6467
Total		82596519	43878306	53.1237	43875129	3177	99.9928	0.0072



Resolution 4:

Resolution Required : Ordinary / Special			Special Resolution	Re-appointment of Mrs. Meher Castelino (DIN 07121874) as an Independent Director of the Company for a second term.				
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	43502574	43387074	99.7345	43387074	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		43387074	99.7345	43387074	0	100.0000	0.0000
Public-Institutions	E-Voting	426523	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	38667422	474343	1.2267	471166	3177	99.3302	0.6698
	Postal Ballot		16875	0.0437	16875	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	E-Voting		491218	1.2704	488041	3177	99.3533	0.6467
Total		82596519	43878292	53.1237	43875115	3177	99.9928	0.0072

