



Date: January 11, 2023.

To,  
The Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.  
**Scrip Code: 532613**

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.  
**Trading Symbol: VIPCLOTHNG**

Dear Sir/Madam,

- Subject:** Disclosure of Scrutinizer's Consolidated Report in respect of Postal Ballot notice dated 9th December 2022 read with Corrigendum to postal ballot notice dated 31st December 2022.
- Reference:** Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we submit herewith the details of the result of postal ballot as well as remote e-voting in respect of the special resolution as set out in the Postal Ballot Notice dated 9th December 2022 ("**Postal Ballot Notice**") read with Corrigendum to postal ballot notice dated 31st December 2022 ("**Corrigendum**"), for your information and dissemination.

In accordance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended, all the Shareholders of the Company were given the opportunity to exercise their right to vote on the resolution set out in the Postal Ballot Notice read with Corrigendum through postal ballot or remote electronic voting during the period Commencing from 12th December 2022 (09.00 a.m.) to 10th January 2023 (5.00 p.m.).

The resolution contained in the Postal Ballot Notice read with Corrigendum was approved by the requisite majority of Shareholders i.e. by way of special resolution through postal ballot / remote e-voting.

As per Regulation 44(3) of the SEBI (LODR) Regulations, 2015, please find enclosed the following disclosures :

- The combined voting results of postal ballot and remote e-voting in terms of Companies Act, 2013 ("**Annexure A**");
- Combined Scrutinizers Report of postal ballot and remote e-voting ("**Annexure B**").

### **VIP Clothing Ltd.**

CIN: L18101MH1991PLC059804

**Registered office:** C-6, Road No.22, MIDC, Andheri (East), Mumbai -400 093.

**Phone:** +91 22-2825 7624; **Fax:** +91 22-2837 1023

**Email- id:** [investor.relations@viporg.com](mailto:investor.relations@viporg.com); **Website:** [www.vipclothing.in](http://www.vipclothing.in)

The Results along with the Scrutinizer's Report are also being uploaded on the website of the Company at the link: [www.vipclothing.in](http://www.vipclothing.in) and on the website of Link Intime India Private Limited and shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company.

This intimation shall also be deemed to be a disclosure of the proceedings under Regulation 30 read with Para A (13) of Part A of Schedule III of Listing Regulations.

You are requested to take note of the same and disseminate this communication.

For and on behalf of **VIP Clothing Limited**

Archana Mungunti  
Company Secretary & Compliance Officer

**Annexure A**

Date of AGM/EGM/ Postal Ballot	10th January 2023 (i.e. last date of receipt of votes under postal ballot / remote e-voting)
Total number of shareholders on record date  (Cut-off date for ascertaining voting rights of members i.e. Friday, 2nd December 2022)	30,209
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	Not Applicable  (Resolution passed through postal ballot)
No. of Shareholders attended the meeting through Video Conferencing  Promoters and Promoter Group: Public	Not Applicable  (Resolution passed through postal ballot)

<b>Resolution required</b>				Special					
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>				Yes					
<b>Description of resolution considered</b>				Issue of upto 1,01,50,000 (One Crore One lac Fifty Thousands) warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable law (“Warrants”), on Preferential basis, to specified person(s) under Promoter / Promoter Group of the Company and certain identified non promoter persons.					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of votes in favour</b>	<b>No. of votes against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>	<b>Invalid votes</b>
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)=((4)/(3))</b>	<b>(6)</b>	<b>(7)</b>	<b>(8)=((6)/(4))</b>	<b>(9)=((7)/(4))</b>	<b>(10)</b>
Promoter and Promoter group	Remote E-Voting	4,09,55,538	4,09,55,538	100.00%	4,09,55,538	0	100.00%	0.00%	0
	Poll		0	0.00%	0	0	0.00%	0.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%	0
	<b>Total</b>		<b>4,09,55,538</b>	<b>100.00%</b>	<b>4,09,55,538</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>	<b>0</b>
Public – Institutions	Remote E-Voting	5,84,503	0	0.00%	0	0	0.00%	0.00%	0
	Poll		0	0.00%	0	0	0.00%	0.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%	0
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>	<b>0</b>
Public – Non-Institutions	Remote E-Voting	4,10,56,478	20,23,412	4.93%	20,22,505	907	99.96%	0.04%	0
	Poll		0	0.00%	0	0	0.00%	0.00%	0
	Postal Ballot		577	0.00%	477	100	82.67%	17.33%	1
	<b>Total</b>		<b>20,23,989</b>	<b>4.93%</b>	<b>20,22,982</b>	<b>1,007</b>	<b>99.95%</b>	<b>0.05%</b>	<b>1</b>
<b>Grand Total</b>		<b>8,25,96,519</b>	<b>4,29,79,527</b>	<b>52.04%</b>	<b>4,29,78,520</b>	<b>1,007</b>	<b>99.99%</b>	<b>0.01%</b>	<b>1</b>

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 110 and other applicable provisions of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,  
Mr. Sunil Pathare  
The Chairman of VIP Clothing Limited (CIN: L18101MH1991PLC059804)  
Regd. Office: C-6, Road No.22, M.I.D.C.,  
Andheri (East), Mumbai 400 093

Dear Sir,

**Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot including remote e-voting ("Postal Ballot") in connection with the resolution detailed in the Notice dated December 9, 2022 ("Postal Ballot Notice") read with Corrigendum to Postal Ballot Notice dated December 31, 2022 ("Corrigendum"), for seeking approval of members of VIP Clothing Limited ("the Company").**

I, Alpeshkumar Panchal, partner of M/s. KJB & CO LLP, Practicing Company Secretaries, have been appointed as the Scrutinizer for the purpose of scrutinizing the votes cast on the resolutions detailed in the Postal Ballot Notice read with Corrigendum, for seeking approval of members of the Company by way of special resolution by means of Postal ballot in accordance with the provisions of section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and other applicable rules under the Act ("Rules").

1. The Company had completed the dispatch of Postal Ballot Notice along with postal ballot form and a self-addressed business reply envelope to the members by prescribed modes on December 10, 2022, whose names appeared in the Register of Members / Records of Depositories as on December 2, 2022 ("cut-off date") and the 'Newspaper Advertisement' pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on December 12, 2022. Also, the Company has dispatched a Corrigendum to the members whose e-mail id is available with the Company / RTA on January 2, 2023 along with displayed of Corrigendum on the website of the Company and the website of both the stock exchanges.
2. The Company had entered into arrangement with Link Intime India Private Limited (LI IPL) for providing electronic voting facilities through remote e-voting ("e-voting") to all the members who were eligible to take part in the voting process.
3. Our responsibility as a scrutinizer was to ensure that the processes of voting by way of Postal Ballot conducted in a fair and transparent manner and to submit a consolidated scrutinizer's report on the voting to the Chairman of the Company on the resolution, based on the verification of physical ballot forms received from the members of the Company as well as report generated from the electronic voting system provided by Link Intime India Private Limited ("LI IPL" or "agency").
4. Further to above, we submit our report as under:

B/105, 1st Floor, Sahayog Building  
Above Central Bank of India,  
S. V. Road,  
Kandivali (West),  
Mumbai - 400 067.

T: +91 22 35121058  
E: info@kjblp.com  
Website: www.kjblp.com  
LLPIN: AAM-3002



# KJB & CO LLP

## COMPANY SECRETARIES

- 4.1 The facility for casting vote under Postal Ballot process remained open for a period of 30 days commencing from Monday, December 12, 2022 at 09.00 A.M. and ended on Tuesday, January 10, 2023 at 5.00 P.M.
- 4.2 The ballot papers received were scrutinized and reconciled with the records maintained by the Company / RTA and the authorizations / Power of attorney etc. lodged with the Company. The names of voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballots. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Link Intime (India) Private Limited, Mumbai; the Registrar & Share Transfer Agents of the Company.
- 4.3 The votes casted through Remote E-voting were unblocked in the presence of two witnesses and the Remote E-voting summary statement generated from the electronic voting system provided by LIPL.
- 4.4 The particulars of all Postal Ballot Forms / details of electronic votes cast by members have been entered in a separate Register maintained in electronic mode showing equity shareholders who have voted "For" and "Against" the resolution.
- 4.5 Voting rights of Equity shareholders have been reckoned in proportion to their shares in the paid-up share capital of the Company as on Friday, December 2, 2022.
- 4.6 As per Corrigendum, the Company had provided a facility to the members who has casted their votes before the issue of Corrigendum to revise their preference of voting either by sending postal ballot form or writing to the scrutinizer on or before January 10, 2023. We hereby confirm that, no such request for revision in voting is received by us.



# KJB & CO LLP

## COMPANY SECRETARIES

We hereby submit our Report as under:

### Item No. 1:

Special resolution for issue of upto 1,01,50,000 (One Crore One lac Fifty Thousands) warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable law ("Warrants"), on Preferential basis, to specified person(s) under Promoter / Promoter Group of the Company and certain identified non promoter persons.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (5)=((4)/(3))	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (8)=((6)/(4))	% of votes against on votes polled (9)=((7)/(4))	Invalid votes (10)
(1) Promoter and Promoter group	Remote E-Voting	(3)	(4)	100.00%	4,09,55,538	0	100.00%	0.00%	0
	Poll	4,09,55,538	0	0.00%	0	0	0.00%	0.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%	0
	<b>Total</b>		<b>4,09,55,538</b>	<b>100.00%</b>	<b>4,09,55,538</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>	<b>0</b>
Public Institutions	Remote E-Voting		0	0.00%	0	0	0.00%	0.00%	0
	Poll	5,84,503	0	0.00%	0	0	0.00%	0.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%	0
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>	<b>0</b>
Public - Non-Institutions	Remote E-Voting		20,23,412	4.93%	20,22,505	907	99.96%	0.04%	0
	Poll		0	0.00%	0	0	0.00%	0.00%	0
	Postal Ballot	4,10,56,478	577	0.00%	477	100	82.67%	17.33%	1
	<b>Total</b>		<b>20,23,989</b>	<b>4.93%</b>	<b>20,22,982</b>	<b>1,007</b>	<b>99.95%</b>	<b>0.05%</b>	<b>1</b>
<b>Grand Total</b>		<b>8,25,96,519</b>	<b>4,29,79,527</b>	<b>52.04%</b>	<b>4,29,78,520</b>	<b>1,007</b>	<b>99.99%</b>	<b>0.01%</b>	<b>1</b>



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Website: www.kjblp.com  
LLPIN: AAM-3002

# KJB & CO LLP

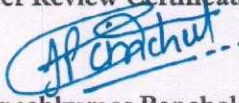
COMPANY SECRETARIES

Based on the foregoing, the resolution stated in the Postal Ballot Notice is deemed to have been passed as special resolution on the last date of Postal Ballot period i.e. Tuesday, January 10, 2023.

The electronic data and all other relevant records relating to the Postal Ballot / Remote E-voting are under our safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and sign the minutes of the Postal Ballot.

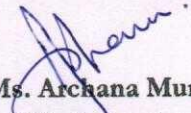
Thanking You.

For KJB & CO LLP,  
Practicing Company Secretaries  
Firm Unique Identification No. – L2020MH006601  
Peer Review Certificate No. – 2797/2022

  
Alpeshkumar Panchal  
Partner  
Membership No. – A49008  
C. P. No. – 20120  
UDIN: A049008D002936915  
Date: Paush 21, 1944 | January 11, 2023.  
Place: Vadodara



Countersigned by:  
For VIP Clothing Limited

  
Ms. Archana Mungunti  
Person authorized by Chairman in writing



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