

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; CIN : L18101MH1991PLC059804

February 16, 2024

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

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.
Trading Symbol: VIPCLOTHNG

Sub: Disclosure under Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot.

Dear Sir/Madam,

In furtherance to the letter dated February 13, 2024, please find enclosed a copy of the Postal Ballot Notice dated February 13, 2024 together with the Explanatory Statement for seeking approval of Members of VIP Clothing Limited (“the Company”) by way of Special Resolution for:

1. Appointment of **Mr. Kishor Navandar** (Din: 00164401) as an Independent Director of the Company.
2. Appointment of **Mr. Vilas Chandrakant Gupte** (Din: 10509707) as an Independent Director of the Company.
3. Appointment of **Ms. Vandana Kumari Bhardwaj** Din: (06839882) as an Independent Director of the Company.

by means of electronic voting (remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Postal Ballot Notice is being sent to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, as on 9th February, 2024 (cut-off date). The Postal Ballot Notice is also uploaded on the Company’s website at www.vipclothing.in.

The Company has engaged Link Intime India Private Limited for facilitating remote e-voting to enable the members to cast their votes electronically. The e-voting on the resolutions set out in the Postal Ballot Notice shall commence from 9.00 a.m. (IST) on Wednesday, February 21, 2024 and ends at 5.00 p.m. (IST) on Thursday, March 21, 2024. The Scrutinizer will submit his/her report to the Chairman, or Company Secretary or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website i.e. www.vipclothing.in and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

Kindly take the same on your record.

Thanking you.
Yours faithfully,
For VIP Clothing Limited

ARCHANA MUNGUNTI
Company Secretary
Membership No. A-31071

Encl.: As above.



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NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

To,
The Member(s) of VIP Clothing Limited

Notice is hereby given pursuant to section 110 read with 108 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and other applicable provisions of the said Act ("**Act**") and applicable provisions of Companies (Management & Administration) Rules, 2014 ("**Rules**"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred as "**MCA Circulars**") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**SEBI LODR, 2015**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable provisions, to consider and if thought fit, to pass the following resolutions noted herein as a special business(es) for approval of members of the VIP Clothing Limited ("**Company**") by passing resolutions by way of postal ballot only by voting through electronic means ("**Postal Ballot**") and not by submitting postal ballot forms. The members are requested to give their assent or dissent through the electronic voting system facility as provided by the Company.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

RS & MP Associates, Practicing Company Secretaries, Mumbai has been appointed as the scrutinizer ("**Scrutinizer**") to conduct the Postal Ballot process in a fair and transparent manner and Link Intime India Private Limited ("**LIPL**") as agency in respect of e-voting for the Postal Ballot.

The explanatory statement pertaining to the resolutions setting out the material facts concerning the items and the reasons thereof is annexed hereto. The postal ballot notice is also available on the website of the Company at www.vipclothing.in.

You are requested to carefully read the instructions given under Notes of this Notice. The remote e-voting period shall commence from 9.00 a.m. (IST) on **Wednesday, February 21, 2024** and ends at 5.00 p.m. (IST) on **Thursday, March 21, 2024**. The Scrutinizer will submit his report to the Chairman/ or any other Director/Authorised persons of the Company after the completion of the scrutiny of votes under Postal Ballot process.

The Scrutinizer will submit his report to the Chairman or Company Secretary or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.vipclothing.in immediately after the results are declared by the Chairman or Company Secretary, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

The resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Thursday, March 21, 2024, at 5:00 p.m. (IST).

SPECIAL BUSINESSES: ITEM NO. 1:

APPOINTMENT OF MR. KISHOR NAVANDAR (DIN: 00164401) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provision, if any of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules") and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Kishor Navandar (Din: 00164401) who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from February 13, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has

received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years with effect from February 13, 2024 to February 12, 2029.

RESOLVED FURTHER THAT the any one of the Director of the Company or Company Secretary be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESSES: ITEM NO. 2:

APPOINTMENT OF MR. VILAS CHANDRAKANT GUPTA (DIN: 10509707) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provision, if any of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“Rules”) and Regulation 17(1A) including any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Vilas Chandrakant Gupta (Din:10509707) who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from February 15, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a term of 5 (Five) consecutive years with effect from February 15, 2024 to February 14, 2029, notwithstanding that he has attained the age of 75 years and that he shall not be liable to retire by rotation.”.

RESOLVED FURTHER THAT the any one of the Director of the Company or Company Secretary be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESSES: ITEM NO. 3:

APPOINTMENT OF MS. VANDANA KUMARI BHARDWAJ DIN: (06839882) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provision, if any of the Companies Act, 2013 (“the Act”),

the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“Rules”) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Ms. Vandana Kumari Bhardwaj DIN: (06839882) who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from February 14, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years with effect from February 14, 2024 to February 13, 2029.

RESOLVED FURTHER THAT the any one of the Director of the Company or Company Secretary be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution.”

By order of the Board of Directors
For **VIP Clothing Limited**

Sd/-

Sunil J. Pathare

DIN: 00192182

Chairman and Managing Director

Place: Mumbai

Date: February 13, 2024

Regd. Office:

C-6, Road No. 22, MIDC,

Marol, Andheri (East), Mumbai – 400093.

Website: www.vipclothing.in

CIN: L18101MH1991PLC059804

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as on **Friday, February 09, 2024** i.e. the cut-off date for dispatch of Postal Ballot Notice.
3. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The members whose e-mail address is not registered with the Company / Depositories, to receive the postal ballot notice may register on or before 5.00 p.m. (IST) on March 08, 2024 by emailing the same on the following email id: rnt.helpdesk@linkintime.co.in.

Members may note that this Postal Ballot Notice will also be available on the Company's website, www.vipclothing.in, websites of the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of LIPL at <https://instavote.linkintime.co.in>.

5. The documents referred to in this Postal ballot Notice and the Explanatory Statement are available for inspection electronically which may be provided by the Company to any members, who requested for the same.
6. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI LODR, 2015 and SS-2, in respect of a Directors seeking appointment are also annexed.
7. Voting through electronic mean (E-voting).
 - a. In compliance with the provisions of Regulation 44 of the SEBI LODR, 2015, Section 108 / 110 and other applicable provisions of the Act, Rules 20 and 22 of the Rules, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the

Company is pleased to provide facility to its members, to cast their vote electronically for the resolutions proposed to be passed through Postal Ballot. The Company has engaged the services of LIPL to provide e-voting facility to its members.

- b. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. February 09, 2024 (**"Cut-off Date"**). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- c. The remote e-voting period shall be commenced from **9.00 a.m. (IST) on Wednesday, February 21, 2024 and ends at 5.00 p.m. (IST) on Thursday, March 21, 2024.**The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- d. **M/s. RS & MP Associates, Practising Company Secretaries** has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
- e. The details of the process and manner for remote e-voting are explained herein below:
 - i. 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.
 - ii. **Login method for Individual shareholders holding securities in demat mode is given below:**

Type of Shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL:	a) Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be

	<p>able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p> <p>b) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>a) Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>b) After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>d) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate</p>

	<p>the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participant</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>
<p>Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:</p>	<p>a) Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>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.</p> <p>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.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’</i></p>

	<p><i>above.</i></p> <p><i>*Shareholders holding shares in NSDL form, shall provide 'D' above.</i></p> <p>▶ 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).</p> <p>▶ Click "confirm" (Your password is now generated).</p> <p>Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>E-voting page will appear.</p> <p>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).</p> <p>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.</p>
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iii. **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

iv. **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:** 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.

v. **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 voting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22- 23058542-43.

vi. **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical 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 ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- 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 minimum 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

vii. **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”.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

To appoint Mr. Kishor Navandar (Din: 00164401) as Non-Executive Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013 (“Act”) and on the recommendation of Nomination and Remuneration Committee (“NRC Committee”), the Board of Directors at its meeting held on February 13, 2024, appointed Mr. Kishor Navandar (Din: 00164401) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from February 13, 2024 to February 12, 2029 subject to the approval of the Members.

Mr. Kishor Navandar is an Entrepreneur, Philanthropist and CMD of Blue Billion Group. He completed his schooling followed by Degree in Business Studies from Symbiosis International University. He was recently awarded a Doctorate by Harvard Affiliated institution. His business ranges from Hospitality and Real Estate and extends to Media, Adventure sports, energy, and Soft Drinks. He has been named by Forbes India as one of the top 50 visionaries in India 2021.

The Company has received consent letter, declaration of independence and other disclosures under various statutes from Mr. Kishor Navandar. In addition, he has also submitted a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (“IICA”).

In the opinion of the Board, Mr. Kishor Navandar fulfils the conditions specified in the Act, Rules thereunder and the Listing Regulations for appointment as Non-Executive, Independent Director and is independent of management of the Company. Mr. Kishor Navandar has confirmed that he is not aware of any circumstances or situation which exists

or may reasonably be anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Independent Director of the Company.

The consent letter, notice received from a Member proposing candidature under Section 160(1) of the Act, terms and conditions of the appointment of Independent Directors and other relevant disclosures are uploaded on the website of the Company at www.vipclothing.in from the date of dispatch of this Notice upto the date of declaration of the results of Postal Ballot.

The NRC Committee, considering the skills, expertise and competencies required as an independent director for the Company's business and future plans, concluded and recommended to the Board of Directors that Mr. Kishor Navandar's qualifications and rich experience would be ideally suitable and he would add immense value as a Non-Executive Independent Director of the Company.

Disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. Except the director seeking appointment in the company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at Item No. 1 of the Notice. Mr. Navandar is not related to any of Directors or Key Managerial Persons of the Company.

The Board of Directors recommends the resolution for approval of the Members of the Company as a Special Resolution.

ITEM NO. 2:

To appoint Mr. Vilas Chandrakant Gupte (Din: 10509707) as Non-Executive Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013 ("Act") and on the recommendation of Nomination and Remuneration Committee ("NRC Committee"), the Board of Directors at its meeting held on February 13, 2024, appointed Mr. Vilas Chandrakant Gupte (Din: 10509707) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from February 15, 2024 to February 14, 2029 subject to the approval of the Members.

The Company has received declaration of independence and other disclosures under various statutes from Mr. Vilas. In addition, he has also submitted a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

Further, as per Regulation 17 (1A) of the Listing Regulations, no listed entity shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Mr. Vilas Gupte

have already attained the age of 75 years. Consent of the shareholders for the said reappointments is therefore sought through Special Resolution under Section 149 of the Companies Act, 2013 as well as under Regulations 17(1A) of the Listing Regulations.

Mr. Vilas Gupte is presently working as Consultant with AGS Transact Technologies Ltd, Mumbai since August 1995 as Head of the Colour Business, Handling Colour products from X-Rite USA colour systems for Textiles, Paints, Plastics, Automobiles etc. Idex Corp, for Paint Dispensers – Customers includes all major and medium & small Paint companies and Responsible for Sales and Service with a team of 350 personnel. He has done M. Sc. (Organic Chemistry by Research) and completed Advanced Course in Color Technology from Rensselaer Polytechnic Institute, USA.

Considering the vast knowledge and acumen, the board of directors is of opinion that his association with the company would be of immense benefit. Further in the opinion of the Board, Mr. Vilas Gupte fulfils the conditions specified in the Act, Rules thereunder and the Listing Regulations for appointment as Non-Executive, Independent Director and is independent of management of the Company.

Mr. Vilas has confirmed that he is not aware of any circumstances or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Independent Director of the Company. The consent letter and notice received from a Member proposing candidature under Section 160(1) of the Act, terms and conditions of the appointment of Independent Directors and other relevant disclosures are uploaded on the website of the Company at www.vipclothing.in from the date of dispatch of this Notice upto the date of declaration of the results of Postal Ballot.

Disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. Except the director seeking appointment in the company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at Item No. 2 of the Notice. Mr. Vilas is not related to any of Directors or Key Managerial Persons of the Company.

The Board of Directors recommends the resolution for approval of the Members of the Company as a Special Resolution.

ITEM NO. 3:

To appoint Ms. Vandana Bhardwaj (Din: 06839882) as Non-Executive Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013 (“Act”) and on the recommendation of Nomination and Remuneration Committee (“NRC Committee”), the Board of Directors at its meeting held on February 13, 2024, appointed Ms. Vandana Kumari Bhardwaj DIN: (06839882) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from February 14, 2024 to February 13, 2029 subject to the approval of the Members.

The Company has received consent letter, declaration of independence and other disclosures under various statutes from Ms. Vandana. In addition, She has also submitted a declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

Ms. Vandana is Director and Spokesperson of Marie Claire, B2cnetwork LLP, a prestigious Paris-based franchise of salons in India. She holds a degree in BCom, Masters in Public Admin, honoured PhD degree in social work. She has received esteemed awards for the NGO's work, including the "Maharashtra Puruskar" - 2023 and "Karamveer Puruskar" - 2014. Hindustani Pillar Award - 2023.

In the opinion of the Board, Ms. Vandana fulfils the conditions specified in the Act, Rules thereunder and the Listing Regulations for appointment as Non-Executive, Independent Director and is independent of management of the Company. Ms. Vandana has confirmed that she is not aware of any circumstances or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge her duties as a Non-Executive Independent Director of the Company.

The consent letter, notice received from a Member proposing candidature under Section 160(1) of the Act, terms and conditions of the appointment of Independent Directors and other relevant disclosures are uploaded on the website of the Company at www.vipclothing.in from the date of dispatch of this Notice up to the date of declaration of the results of Postal Ballot.

Disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. Except the director seeking appointment in the company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at Item No. 3 of the Notice. Ms. Vandana is not related to any of Directors or Key Managerial Persons of the Company.

The Board of Directors recommends the resolution for approval of the Members of the Company as a Special Resolution.

**By order of the Board
For VIP Clothing Limited
Sd/-**

**Sunil J. Pathare
DIN:00192182
Chairman and Managing Director**

Place: Mumbai

Date: February 13, 2024

Additional Information of Directors recommended for appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Kishor Navandar
Date of birth/ age	26/05/1971 / 52 years
Qualification	Degree in Business Studies from Symbiosis International University.
Expertise in specific functional areas	Dr. Kishor Navandar is a well-educated man with a combination of skill and talent who has a fair understanding of business prospects.
Date of first appointment on the Board	February 13, 2024
Terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto.
Details of remuneration sought to be paid	Sitting fees and commission in accordance with the provisions of the Companies Act, 2013.
Details of last drawn remuneration (if applicable)	Not applicable
Directorship held in other companies (including listed entities)	1 private company 1 Section 8 Company 1 LLP
Listed entities from which the person has resigned in the past three years	NA
Chairmanship/ Membership in Committees of other Boards*	Nil
Shareholding in the Company including beneficial ownership	Nil
Relationship with other Directors & KMP of the Company	None
Number of meetings of the Board attended during the financial year 2023-24 (upto the date of this Notice)	Nil

*For this purpose, only Committee specified under the Act and Listing Regulations are being considered.

Additional Information of Directors recommended for appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Mr. Vilas Chandrakant Gupte
Date of birth/ age	12-02-1945 - 79 years
Qualification	M. Sc. (Organic Chemistry by Research) and also Completed Advanced Course in Color Technology from Rensselaer Polytechnic Institute, USA.
Expertise in specific functional areas	Mr. Vilas Gupte is presently working as Consultant with AGS Transact Technologies Ltd, Mumbai since August 1995 as Head of the Colour Business, Handling Colour products from X-Rite USA colour systems for Textiles, Paints, Plastics, Automobiles etc. Idex Corp, for Paint Dispensers – Customers includes all major and medium & small Paint companies. He is Responsible for Sales and Service with a team of 350 personnel.
Date of first appointment on the Board	February 15, 2024
Terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto.
Details of remuneration sought to be paid	Sitting fees and commission in accordance with the provisions of the Companies Act, 2013
Details of last drawn remuneration (if applicable)	Not applicable
Directorship held in other companies (including listed entities)	NIL
Listed entities from which the person has resigned in the past three years	NA
Chairmanship/ Membership in Committees of other Boards*	NIL
Shareholding in the Company including beneficial ownership	NIL
Relationship with other Directors & KMP of the Company	None
Number of meetings of the Board attended during the financial year 2023-24 (upto the date of this Notice)	Nil

*For this purpose, only Committee specified under the Act and Listing Regulations are being considered.

Additional Information of Directors recommended for appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Ms. Vandana Kumari Bhardwaj
Date of birth/ age	05/07/1987 - 36 years
Qualification	B.Com, Masters in Public admin and has been honoured PhD degree in social work.
Expertise in specific functional areas	Ms. Vandana is a Director and Spokesperson of Marie Claire, B2cnetwork LLP, a prestigious Paris-based franchise of salons in India.
Date of first appointment on the Board	February 14, 2024
Terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto.
Details of remuneration sought to be paid	Sitting fees and commission in accordance with the provisions of the Companies Act, 2013
Details of last drawn remuneration (if applicable)	Not applicable
Directorship held in other companies (including listed entities)	2 private companies 2 LLP
Listed entities from which the person has resigned in the past three years	NA
Chairmanship/ Membership in Committees of other Boards*	Nil
Shareholding in the Company including beneficial ownership	Nil
Relationship with other Directors & KMP of the Company	None
Number of meetings of the Board attended during the financial year 2023-24 (upto the date of this Notice)	Nil

*For this purpose, only Committee specified under the Act and Listing Regulations are being considered.