



Date: **November 28, 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**

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot (including remote e-voting).**

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of Postal Ballot dated November 21, 2024 together with the Explanatory Statement which is being sent to the Members through electronic mode, **today, i.e., on November 28, 2024**, for seeking approval of the Members of the Company on the Resolution forming part of the Notice.

In accordance with General Circular No. 09/2024 September 19, 2024 and other circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., Link Intime India Private Limited ("**LI IPL**")/Depository(ies)/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the **i.e., Thursday, November 21, 2024, cut-off date**. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address. The Postal Ballot Notice is also uploaded on the Company's website at [www.vipclothing.in](http://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 resolution set out in the Postal Ballot Notice shall commence from **9:00 A.M. (IST) on Saturday, November 30, 2024** and ends at **5:00 P.M. (IST) on Sunday, December 29, 2024**.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **VIP Clothing Limited**

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**Mr. Rahul Soni**

Company Secretary and Compliance Officer  
Membership No.: A61305

Encl.: As above.

**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)



## 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, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 September 19, 2024, 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 resolution noted herein as a special business for approval of members of the VIP Clothing Limited (“Company”) by passing Ordinary Resolution 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.

**Mr. Rakesh Sanghani (FCS: 7647 CP: 6302)** or failing him, **Mr. Amit Trivedi, (FCS: 11522 CP: 7059), Designated Partner of M/s. RAAM & Associates LLP, 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 resolution 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](http://www.vipclothing.in)

### **VIP Clothing Ltd.**

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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 **Saturday, November 30, 2024** and ends at **5:00 P.M. (IST)** on **Sunday, December 29, 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 e-Voting results along with the report of the Scrutinizer shall be declared to the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) and BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com), where the shares of the Company are listed within two working days from last date of voting, i.e., on or before **Tuesday, December 31, 2024**. The result along with the scrutinizer's report shall also be placed on the website of the Company [www.vipclothing.in](http://www.vipclothing.in) and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>. 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. **Sunday, December 29, 2024, at 5:00 p.m. (IST)**.

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

**Sd/-  
Mr. Sunil J. Pathare  
DIN: 00192182  
Chairman and Managing Director**

**Registered Office:**

C-6, Road No.22, M.I.D.C.,  
Andheri (East), Mumbai - 400 093  
CIN: L18101MH1991PLC059804

**Place:** Mumbai

**Date:** 21<sup>st</sup> November, 2024

**Email:** [investor.relations@viporg.com](mailto:investor.relations@viporg.com)

**Website:** [www.vipclothing.in](http://www.vipclothing.in)

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**SPECIAL BUSINESS:**

**TO APPOINT STATUTORY AUDITOR TO FILL UP THE CAUSAL VACANCY.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), **M/s. DMKH & Co.**, Chartered Accountants (**Firm Registration No. 116886W**), be and are hereby appointed as Statutory Auditors of the Company to fill up casual vacancy caused by the resignation of **M/s. MSKA & Associates**, Chartered Accountants (**Firm Registration No. 105047W**) until the conclusion of the 35<sup>th</sup> Annual General Meeting, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company”.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

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

**Registered Office:**

C-6, Road No.22, M.I.D.C.,  
Andheri (East), Mumbai - 400 093  
CIN: L18101MH1991PLC059804

**Place:** Mumbai

**Date:** 21<sup>st</sup> November, 2024

**Email:** [investor.relations@viporg.com](mailto:investor.relations@viporg.com)

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**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 **Thursday, November 21, 2024** i.e. ("**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 Monday, December 16, 2024** by emailing the same on the following email id: [rnt.helpdesk@linkintime.co.in](mailto: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](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://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. 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

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electronically for the resolutions proposed to be passed through Postal Ballot. The Company has engaged the services of LI IPL 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. **November 21, 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 Saturday, November 30, 2024 and ends at 5.00 p.m. (IST) on Sunday, December 29, 2024**. The e-voting module shall be disabled by LI IPL 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. **Mr. Rakesh Sanghani, (FCS: 7647 CP: 6302)** or failing him, **Mr. Amit K Trivedi, (FCS: 11522 CP: 7059), Designated Partner of M/s. RAAM & Associates LLP, Practicing 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:

#### **Remote e-Voting Instructions for shareholders:**

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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.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.

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- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

Visit URL: <https://www.evoting.nsdl.com/>

Click on the “Login” tab available under ‘Shareholder/Member’ section.

- a) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- b) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 - If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

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- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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**Login method for Individual shareholders holding securities in physical form/  
Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**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.

**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.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

- ▶ 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).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

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### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. 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).
4. 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.

### Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

#### STEP 1 - Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### STEP 2 -Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

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- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

### **STEP 3 - Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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### Helpdesk:

#### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

#### 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

#### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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?'

### VIP Clothing Ltd.

CIN: L18101MH1991PLC059804

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

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- 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat 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 ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**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.

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- 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".

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

**Mr. Sunil J. Pathare  
DIN: 00192182**

**Chairman and Managing Director**

**Registered Office:**

C-6, Road No.22, M.I.D.C.,  
Andheri (East), Mumbai - 400 093  
CIN: L18101MH1991PLC059804

**Place:** Mumbai

**Date:** 21<sup>st</sup> November, 2024

**Email:** [investor.relations@viporg.com](mailto:investor.relations@viporg.com)

**Website:** [www.vipclothing.in](http://www.vipclothing.in)

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

**To appoint Statutory Auditor to fill up the causal vacancy.**

M/s. MSKA & Associates Chartered Accountants (FRN: 105047W) were appointed statutory auditor of the Company by the members at the 31<sup>st</sup> Annual General Meeting held on September 24, 2021, for their first term of 5 (Five) year from the conclusion 31<sup>st</sup> AGM till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to perform the audit of the financial statements of the Company for the financial years 2021-22 to 2025-26., on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

M/s. MSKA & Associates Chartered Accountants (FRN: 105047W) has resigned from the office of Statutory Auditor vide their letter dated November 14, 2024, before completion of their term. Their resignation has caused a casual vacancy in the office of Statutory Auditors as envisaged by section 139(8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

The Board of Directors at their meeting held on November 21, 2024, on the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. DMKH & Co., Chartered Accountants (FRN: 116886W), to hold office as Statutory Auditor of the Company till the conclusion of 35<sup>th</sup> Annual General Meeting and to fill up the casual vacancy caused by the resignation of M/s. MSKA & Associates, Chartered Accountants, subject to approval of members of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received a letter from M/s. DMKH & Co., Chartered Accountants communicating their eligibility and consent to accept the office, if appointed, to act as a Statutory Auditor of the Company in place of M/s. MSKA & Associates, Chartered Accountants with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

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**Further details as required under the Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:**

**A. Brief Profile of CA firm:** DMKH & Co., Chartered Accountants was established in the year 1990. The head office is located at 803-4, Ashok Heights, Nicco Circle, Near Bhuta School, Old Nagardas X Road, Gundavali, Andheri East, Mumbai - 400069 and has 9 Offices PAN India with H.O. in Mumbai & branches at 8 locations (Pune, Ahmedabad,, Gandhinagar, Surat, Vadodara, Udaipur, Ballari and Delhi) and a team size of 160+ Professionals. 17 Partners - 6 partners having rich corporate experience working at senior level positions.

DMKH & CO. is a single window professional service firm rendering excellent quality services for last 30 years in the areas of Audit & Assurance, Direct and Indirect Taxation, Governance, Risk and Compliance (GRC), Financial and Management Consultancy, Mergers & Acquisitions and Business Valuations and IPO related services

❖ **Audits & Assurance Services**

- **Audit & Assurance:** Serves industries and corporates in different industrial segments, which signifies the depth as well as breadth of DMKH Statutory, Internal, Concurrent & System Audit function.
- **Financial Due Diligence:** Carrying out due diligence including financial, legal and tax due diligence of Indian and foreign companies.
- **IFRS / IND AS Convergence:** The firm advises clients for complying with IFRS /IND AS, development of detailed implementation program, training, transformation of accounting process, ERP related changes and preparation of financial statements under IFRS / IND AS.
- **Risk and advisory services:** Advise the right structure for Business. We help enhance Clients business performance by building strong risk management frameworks into the core of business processes. Implementation of Internal Financial Control (IFC) Framework.

❖ **Management Consultancy**

- Special advisory services
- Business Processes Redesign

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- Fixed Assets Management & Automation
- Systems
  - Internal Control including IT System
  - IFC/ICFR framework and control testing
  - ERP GAP Analysis
  - Fraud Investigation
- Regulatory Investigations for Regulatory Risk
- Regulatory Interpretations and Compliance
- Securities Laws.
- Credit Rating Services

**B. Proposed fee:** The Audit Committee has proposed a remuneration of ₹15,00,000 Lakhs per annum including Quarterly Limited Review, Statutory Audit and Tax Audit and excluding applicable taxes and reimbursements. However, the Board and audit committee thereof be given the power to alter and vary the terms and conditions including revision in remuneration.

**C. Term of appointment:** Appointment as Statutory Auditors of the Company will be from the conclusion of postal ballot (i.e. the last date for voting) till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company to be held in the year 2025.

**D. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** The material changes in the fee structure from ₹24,00,000 lakhs includes Limited Review and Statutory Audit to ₹15,00,000 lakhs including Quarterly Limited Review, Statutory Audit and Tax Audit and excluding applicable taxes and reimbursements with the new auditor M/s. DMKH & Co., Chartered Accountants, is driven by the resignation of M/s. MSKA & Associates, for commercial reasons.

**E. Basis of recommendation for appointment:** The Board of Directors and the Audit Committee, at their respective meetings held on November 21, 2024, have considered various parameters like audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. DMKH & Co., Chartered Accountants suitable for this appointment and accordingly, recommended the same.

None of the Directors, Key Managerial Personnel or their relatives are in any way, interested or concerned, financially or otherwise, in the resolution set for above in the Notice .

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In view of the above, the Board recommends the Ordinary Resolution set for above in the Notice for approval of the Members.

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

**Sd/-  
Mr. Sunil J. Pathare  
DIN: 00192182  
Chairman and Managing Director**

**Registered Office:**

C-6, Road No.22, M.I.D.C.,  
Andheri (East), Mumbai – 400 093  
CIN: L18101MH1991PLC059804

**Place:** Mumbai

**Date:** 21<sup>st</sup> November, 2024

**Email:** [investor.relations@viporg.com](mailto:investor.relations@viporg.com)

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