

September 27, 2018



To,

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

To,

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai-400 051.

Scrip Code : 532613

Trading Symbol : "VIPCLOTHNG"

Dear Sir/Madam,

Sub: - Voting Result under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 of 28th Annual General Meeting of the Company held on September 26, 2018.

Pursuant to the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we submitted the details of results of remote e-voting as well as Poll conducted at the 28th AGM of VIP Clothing Limited (Formerly known as Maxwell Industries Limited) held on 26th September, 2018 at 11.00 a.m. at Goldfinch Hotel, Plot No.34/21, Central Road, MIDC, Andheri (East), Mumbai - 400 093 in respect of all the resolutions as set out in the Notice dated 13th August, 2018 for your information and record.

With reference to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 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 resolutions set out in the Notice of the 28th AGM through remote e-voting during the period begins from Saturday, 22nd September, 2018 at 10.00 a.m. and ends on Tuesday, 25th September, 2018 at 5.00 p.m. Poll was conducted at the AGM for all the members who were present at the meeting but had not voted through remote e-voting.

All the resolutions contained in the Notice of the AGM were approved by the requisite majority of shareholders through remote e-voting and poll conducted at the AGM. We have enclosed here with the combined scrutinizers report.

Requested you to kindly take the same on your record.

Thanking you.

For VIP Clothing Limited
(Formerly known as Maxwell Industries Limited)

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



VIP Clothing Ltd.
(Formerly known as Maxwell Industries Ltd.)

Registered Office: C-6, Street No. 22, MIDC,
Andheri (E), Mumbai - 400 093. India.
CIN : L18101MH1991PLC059804

T: +91 (22) 28257624 /27/33
F: +91 (22) 28371023
Export Div. T: +91 (22) 28256788
F: +91 (22) 28371024



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

Details of Voting Results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Date of the AGM	26 th September, 2018
Total number of Shareholders on record date	22013
No. of Shareholders present in the meeting either in person or through proxy :	
• Promoters and Promoter Group :	2
• Public :	54
No. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group :	NIL
Public :	NIL
Mode of Voting	Remote E-voting and Poll conducted at the AGM

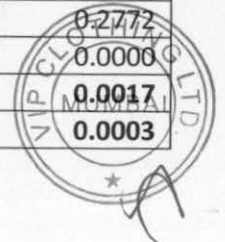


Resolution 1:

Resolution Required : Ordinary / Special			Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31 st March, 2018 and Reports of the Directors and Auditors thereon.				
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43387074	43387074	100	43387074	0	100	0
	Poll		0	0	0	0	0	0
	Total		43387074	100	43387074	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	10305375	62052	0.6021	62050	2	99.9968	0.0032
	Poll		10243323	99.3979	10243323	0	100	0.00
	Total		10305375	100.0000	10305373	2	100.0000	0.0000
Total		53692449	53692449	100.0000	53692447	2	100.0000	0.0000

Resolution 2:

Resolution Required : Ordinary / Special			Ordinary Resolution	To appoint a Director in place of Mr. Kapil J. Pathare (DIN 01089517), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.				
Whether Promoter/Promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43387074	43387074	100.00	43387074	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total		43387040	100.00	43387074	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	10305375	62052	0.6021	61880	172	99.7228	
	Poll		10243323	99.3979	10243323	0	100.0000	
	Total		10305375	100.0000	10305203	172	99.9983	
Total		53692449	53692449	100.0000	53692277	172	99.9997	



Resolution 3:

Resolution Required : Ordinary / Special			Special Resolution	To Re-appoint Mr. Kapil J. Pathare (DIN 01089517), as a Whole-time Director for the period of Three (3) years, commencing from April 1, 2019.				
Whether Promoter/Promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43387074	43387074	100.00	43387074	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total		43387074	100.00	43387074	0	100.00	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	10305375	62052	0.6021	61880	172	99.7228	0.2772
	Poll		10243323	99.3979	10243323	0	100.0000	0.0000
	Total		10305375	100.0000	10305203	172	99.9983	0.0017
Total		53692449	53692277	53692449	53692277	172	99.9997	0.0003

Resolution 4:

Resolution Required : Ordinary / Special			Special Resolution	To Re-appoint Mr. Sunil Pathare (DIN 00192182) as a Chairman and Managing Director for the period of Three (3) years, commencing from April 1, 2019.				
Whether Promoter/Promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43387074	43387074	100.00	43387074	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total		43387074	0	43387074	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	10305375	62052	0.6021	61880	172	99.7228	0.2772
	Poll		10243323	99.3979	10243323	0	100.0000	0.0000
	Total		10305375	100.0000	10305203	172	99.9983	0.0017
Total		53692449	53692449	100.0000	53692277	172	99.9997	0.0003

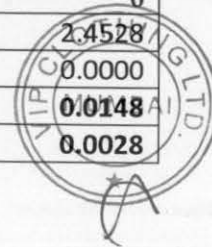


Resolution 5:

Resolution Required : Ordinary / Special			Special Resolution	To Re-appoint Mr. Robin Banerjee as an Independent Director of the Company for a second term.				
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43387074	43387074	100.00	43387074	0	100.00	0.000
	Poll		0	0	0	0	0	0
	Total		43387074	100.00	43387074	0	100.00	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	10305375	62052	0.6021	60530	1522	97.5472	2.4528
	Poll		10243323	99.3979	10243323	0	100.0000	0.0000
	Total		10305375	100.0000	10303853	1522	99.9852	0.0148
Total		53692449	53692449	100.0000	53690927	1522	99.9972	0.0028

Resolution 6:

Resolution Required : Ordinary / Special			Special Resolution	To Re-appoint Mr. Gopal Sehjpal as an Independent Director of the Company for a second term.				
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43387074	43387074	100.00	43387074	0	100.00	0.00
	Poll		0	0	0	0	0	
	Total		43387074	100.00	43387074	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	10305375	62052	0.6021	60530	1522	97.5472	2.4528
	Poll		10243323	99.3979	10243323	0	100.0000	0.0000
	Total		10305375	100.0000	10303853	1522	99.9852	0.0148
Total		53692449	53692449	100.0000	53690927	1522	99.9972	0.0028



Resolution 7:

Resolution Required : Ordinary / Special			Special Resolution	To Re-appoint Mr. Chetan Sheth as an Independent Director of the Company for a second term.				
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43387074	43387074	100.0000	43387074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Total		43387074	43387074	100.0000	43387074	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	10305375	62052	0.6021	60530	1522	97.5472	2.4528
	Poll		10243323	99.3979	10243323	0	100.0000	0.0000
	Total		10305375	100.0000	10303853	1522	99.9852	0.0148
Total		53692449	53692449	100.0000	53690927	1522	99.9972	0.0028





RAKESH SANGHANI

Practising Company Secretary

Trade Mark Agent

Office : 26, Orchid Plaza, Nr. Ravindra Hotel,
In Movie Gem, (Rajshree Talkies) Bldg.,
R. T. Road, Dahisar (East), Mumbai - 400 068.
Tel. : 28978414/28483441 Mobile : 9819153111
E-mail : rakesh@csrakeshsanghani.com
Website : www.csrakeshsanghani.com

REPORT OF SCRUTINIZERS – CONSOLIDATED

Name of the Company	VIP CLOTHING LIMITED
Meeting	28 TH ANNUAL GENERAL MEETING
Date and Time	WEDNESDAY, 26 TH SEPTEMBER, 2018 AT 11:00 A.M.
Venue	GOLDFINCH HOTEL, PLOT NO.34/21, CENTRAL ROAD, MIDC, ANDHERI (EAST), MUMBAI – 400093

1. APPOINTMENT AS SCRUTINIZERS:

I, Rakesh Sanghani, Practising Company Secretary was appointed as the Scrutinizer by the Board of Directors of VIP Clothing Limited ('the Company') for the purpose of scrutinizing the remote e-voting as well as the Poll Voting process and ascertaining the requisite majority on the Remote e-voting and Poll Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendments thereof ('the Rules'), on the resolutions contained in the Notice dated: August 13, 2018 convening the 28th Annual General Meeting ('AGM') of the Members of VIP CLOTHING LIMITED held on Wednesday, 26th September, 2018 at 11:00 a.m. at Goldfinch Hotel, Plot No.34/21, Central Road, MIDC, Andheri (East), Mumbai – 400093.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and the Poll Voting process on the resolutions contained in the AGM Notice dated: August 13, 2018. My responsibility as scrutinizer for the voting process (remote e-voting as well as the Poll Voting process) is restricted to make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated above, based on the voting on Poll Process conducted at the AGM and reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities and engaged by the Company.

2. NOTICE CONVENING THE MEETING:

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:-

- On August 31, 2018 by e-mail to 17,369 members who had registered their email IDs with the Company / Depositories.
- On August 31, 2018 by Courier to 4,888 members and on September 3, 2018 by Courier to 1,599 members in physical form.
- The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Free Press Journal" and in a Vernacular newspaper "Navshakti" having wide circulation, in their respective editions dated: September 1, 2018 respectively.

3. CUT-OFF DATE:

The Voting rights were reckoned as on Wednesday, September 19, 2018, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

4. REMOTE E-VOTING:


- (i) The Company had appointed Central Depository Services (India) Limited ("CDSL") as the agency for providing the remote e-Voting platform.
- (ii) Remote e-Voting platform was open from Saturday, September 22, 2018 10:00 a.m.) to Tuesday, September 25, 2018 (5:00 p.m.) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the e-Voting platform provided by CDSL.

5. VOTING AT THE AGM:

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

6. COUNTING PROCESS

- i). The shareholders casted their votes in the ballot boxes kept at convenient places in the venue. The locked ballot boxes was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- ii). The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.
- iii). I unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. Rajendra Sankpal and Ms. Saloni Desai (who are not in the employment with the Company) and downloaded the e-Voting results. They have signed below in conformation of the votes being unblocked in their presence:



Mr. Rajendra Sankpal

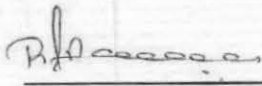


Ms. Saloni Desai

7. RESULTS:

- i). We observed that
 - a) 33 (Thirty Three) members had cast their votes at the meeting out of which votes of 1 (One) member was invalid.
 - b) 55 (Fifty Five) members had cast their votes through remote e-Voting.
- ii). The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 28th AGM dated 26th September, 2018, is annexed herewith and marked as **ANNEXURE - A**.
- iii). Based on the aforesaid results, I report that 2 (Two) Ordinary Resolutions and 5 (Five) Special Resolution as contained in Item No. 1 to Item No. 7, of the Notice dated August 13, 2018, have been passed with requisite majority.

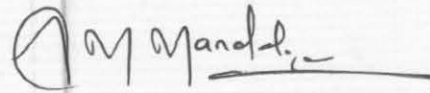
For **RAKESH SANGHANI**
Practising Company Secretary,



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

Place: Mumbai
Dated: September 26, 2018

RAKESH SANGHANI
COMPANY SECRETARY
FCS: 7647 CP No. 6302



Counter signed by the Chairman/ Company Secretary

Encl: Annexure - A